

UTAH BALANCE OF STATE HOMELESS COORDINATING COUNCIL, INC.

BYLAWS

Article I Name and Office

The name of the nonprofit Corporation is Utah Balance of State Homeless Coordinating Council, Inc. (Hereinafter the "Corporation"). The principal office of the Corporation shall be located at 201 South Rio Grande Street, Salt Lake City, Utah 84101 or at such other place as the Board of Directors may designate.

Article II Mission

The mission of the Corporation is to advocate for homeless people by coordinating services, sharing information, and increasing public awareness.

Article III Vision

The vision of the Corporation is to break the cycle of homelessness by:

1. identifying gaps in the continuum of care;
2. utilizing research and resources to establish creative, effective action programs which address these gaps;
3. supporting and collaborating on grant applications; and educating the public, elected officials, and policy makers regarding homelessness and solutions.

Article IV Membership

1. Membership in the Utah Balance of State Homeless Coordinating Council is open to agencies or organizations within the State of Utah that provide or facilitate homeless services. Each agency or organization will have only one voting representative and one alternate voting representative at any given time. These individuals will also serve as the official contact persons for the agency or organization that she/he represents.
2. Prospective members may attend meetings as non-voting members before they are nominated.
3. New member agencies or organizations must be approved by a simple majority vote of the current membership.
4. Once membership of the agency or organization has been approved, a representative and alternate representative will be designated by the agency or organization as voting representatives.
5. The Secretary/Treasurer will maintain an official list of member agencies or organizations and their designated representatives and alternate representatives.

Article V Membership Fees

1. Annual membership fees will be \$25.00 per agency.
2. Annual Membership fee may be waived in special circumstance at the discretion of the Board of Directors.

3. Membership dues shall be paid in December of each year and will be for the following calendar year. New members will pay the full amount of annual dues upon acceptance into membership. If new members join after August, dues will be credited to the upcoming year.

Article VI Meetings

1. Generally, a minimum of ten (10) member meetings will be held each year, on the second Monday of each month.
2. All the meetings of the members of the Corporation shall be open to the public. Meetings other than member meetings, including meetings of the Board of Directors, are not open to the public.
3. The Board of Directors of the Corporation may call special member meetings by providing an agenda to all the members at least seven days prior to such meeting.
4. A quorum of the membership shall exist if a majority of the total members are present in person or electronically.
5. The Corporation chair or her/his designees shall take reasonable steps to insure that all members are notified of the time and place of all member meetings.
6. A reasonable period of time shall be set aside for members to address the Corporation at the member meetings.
7. All Corporation members shall be permitted to propose “new business” for the next member meeting of the Corporation.
8. The annual member meeting of the Corporation shall be set by the Board of Directors who shall also set the time and location of the meeting.
9. It is recommended that an annual day strategic planning session be held in the fall each year.
10. All procedural matters for member meetings not governed by these bylaws shall follow the provisions of *Robert’s Rule of Order*.
11. The Corporation may, by a vote of the majority of the members of the Corporation present at a meeting, suspend any provision of *Robert’s Rules*, at any time, whether or not suspension is on the agenda.
12. Motions at member meetings can only be made by voting representatives.

Article VII Directors and Officers; Committees; Staffing

7.01 Responsibilities of Officers:

1. The Chair of the Corporation will have oversight of the business of the Corporation; represent the Corporation at the State Homeless Coordinating Committee, Homeless Management Information Systems (HMIS) and the FEMA Meetings. The Chair will appoint an alternate if there is a conflict of interest (such as FEMA, which determines funding). The Chairperson shall preside at all meetings of the Corporation. These meetings shall consist of the following: Board of Directors meetings, member meetings including the annual meeting, the regular meetings, and special or emergency meetings. At each such meeting, the Chairperson may submit such recommendations and information as the Chairperson may consider proper concerning the business, affairs, and

- policies of the Corporation. The Chairperson, Chair-Elect, or Secretary/Treasurer will sign any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized for execution.
2. The Chair-Elect of the Corporation shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Chair-Elect shall perform such duties as are imposed on the Chairperson until such time as the Corporation may elect a new Chairperson. In the absence of the Chairperson of the Corporation, or in the event of his or her death or inability or refusal to act, the Chair-Elect shall perform the duties of the Chairperson and, when so acting shall act with all the powers of and be subject to all the restrictions on the Chairperson. The Chair-Elect shall also perform such other duties as may be assigned by the Chairperson or Board of Directors of the Corporation.
 3. The Secretary/Treasurer will be custodian and take charge of and be responsible for all funds and securities of the Corporation. The secretary/treasurer shall provide financial reports at monthly meetings, receive and give receipts for money due and paid to the Corporation from any source whatsoever, deposit all such monies paid to the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws, perform all financial duties as may be assigned by the Board of Directors, be responsible for collection of membership dues, request payment from contracts, and maintain an official list of member agencies or organizations and their representatives and alternates.
 4. The Past Chair will be a member of the Board of Directors and advise the Chair and the Chair-Elect on matters as deemed necessary. Past Chair will be a voting member of the Board of Directors.
 5. The Board of Directors will appoint a Chair of the Continuum of Care Committee.
 6. The Board of Directors shall have all the powers vested in it by law and by virtue of these bylaws, together with any other reasonable and necessary powers to carry out the purposes of the Corporation.
 7. The subcommittees will report to the Chair and Chair-Elect, who shall provide oversight of, and decide how to inform the Corporation members, of subcommittee meetings.

7.02 *Board of Directors; Election of Directors:*

1. The Board of Directors shall consist of not less than three voting directors (in addition to ex officio directors). The past Chair shall automatically be a member of the Board of Directors for a period of two years, unless he/she is unable or refuses to serve. In addition, the chair of the Continuum of Care Committee shall automatically be ex officio members of the Board of Directors.
2. Election of additional directors shall be held as follows. Each voting representative shall receive through the U.S. Postal Service or email a nomination request form for new directors when the term is completed for one or more current directors. The members of the Corporation will be requested to vote on the slate of nominated directors at a member meeting. The majority vote of the voting representatives of the members will win the election. In the event of a resignation, a special election will be held.
3. The slate for election for the Board of Directors shall be made up of two directors, consisting of the Chair-Elect and Secretary/Treasurer. Once the election is completed,

the former Chair-Elect will assume the duties of Chair at the end of his/her current term.

7.03 *Terms of Board of Directors:*

Board of Directors is elected to two-year terms by a simple majority of the voting membership. Each director shall hold office until her/his successor is duly elected or recognized. Directors may serve a maximum of three (3) successive terms. For the Chair-elect, this means that service is limited to the two years as Chair-elect, two year as Chair, and two years as past Chair member of the Board of Directors.

7.04 *Absence or Disability of Directors:*

In the case of the absence or disability of any director of the Corporation and of any person hereby authorized to act in his place during his absence or disability, the Board of Directors may by resolution delegate the powers and duties of such director, to any other director, or to any other person whom it may select.

7.05 *Removal of Officers:*

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to any written contract rights.

7.06 *Conflict of Interest:*

Conflicts of interest, and even the appearance of a conflict of interest, must be avoided. Directors must conduct themselves at all times with the highest ethical standards in a manner which will bear the closest scrutiny. Directors shall report possible conflict of interest at the next meeting and receive guidance from the Board of Directors on the issue. Board of Directors will receive the Corporation's "Code of Conduct" and "Conflict of Interest" each year for signature.

7.07 *Subcommittees of the Corporation:*

1. A Continuum of Care subcommittee will be established to provide oversight for the HUD SuperNOFA process. This committee will consist of voting representatives of member agencies who work closely within the Continuum of Care process and are recipients of the funding. The committee will have the responsibility of preparing an annual inventory of services and determining gaps based upon the point in time street counts and Homeless Management Information System (HMIS). This information will be given to the Prioritization Committee to be used in determining ranking order of new proposal and renewals. The committee will have an appointed Chair under the directions of the Board of Directors.
2. A Prioritization Subcommittee will be established. This committee will be made up of individuals throughout the State of Utah who have interest in the Continuum of Care process but are not an applicant for the funding cycle of HUD's SuperNOFA. This

committee will review gaps analysis in the community based on the street count and point in time count, review comments made by the Threshold committee and rank the applications according to those reviews. The committee will have an appointed Chair under the direction of the Board of Directors.

- a. The committee will be composed of no less than five voting representatives of members.
 - b. The voting representatives will review the proposals and present recommendations to the entire Corporation for action.
3. A Threshold Committee will be established. This committee will be made up of individuals throughout the State of Utah who have interest in the Continuum of Care process but are not an applicant for the funding cycle of HUD's SuperNOFA. The committee will consist of voting representatives of members and will conduct a thorough review of the applications, noting missing documents, incorrect amounts, unclear narratives, etc. and provide comments to the agencies for correction before submitting the grants to the Prioritization Committee for ranking. The committee will have an appointed Chair under the direction of the Board of Directors.
 4. The Goals Committee will be established to review the goals of the previous grant; the State's Ten Year Plan to End Homelessness and Local Homeless Coordinating Councils goals to determine new goals for the current grant process. This committee will be chaired by the Corporation's chairperson, and also will consist of voting representatives of members.
 5. Ad Hoc Committees will be established as needed, by the Board of Directors.

7.08 *Staffing of the Corporation:*

1. The Corporation shall seek funding from its membership, government and private sources to fund employment of a director and to contract for various services. The activities of the director and the contract activities shall be carried out under the direction of the Board of Directors.
2. The activities shall include, but not be limited to: see that all notices are duly given, in accordance with these Bylaws or as required by law; to be custodian of the corporate records, the preparation of agendas and minutes of meetings; coordination, writing and submission of the Utah Balance of State Continuum of Care HUD application; preparation of an annual inventory of services and gaps within the County and to perform all administrative duties as may be assigned by the Board of Directors.

7.09 *Individual Action:*

Notwithstanding any other provision of these bylaws, no member, director, or representative of the Corporation may take any action or carry on any activity by or on behalf of the Corporation without specific prior approval by the Board of Directors.

Article VIII Contracts, Loans, Checks, and Deposits

8.01 Contracts:

The Board of Directors may authorize any officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

8.02 Loans:

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and ratified in a subsequent meeting by a majority of vote of the membership. Such authority may be general or confined to specific instances.

8.03 Checks, Drafts, or Orders:

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by two voting members of the Board of Directors.

8.04 Deposits:

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select upon recommendation of the Chairperson.

Article IX Fiscal Year

The fiscal year of the Corporation shall begin on July 1st and end June 30th, or as otherwise determined and set by the Board of Directors.

Article X Waiver of Notice

Whenever any notice is required to be given to any officer of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, or an oral waiver as provided herein or given during a meeting of the Board of Directors or member meeting, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI Ratification, Amendments and Absentee Voting

1. Ratification of these bylaws will be by a simple majority vote of all voting representatives present at the meeting in which the vote is taken.
2. The bylaws of the Corporation may be amended by a simple majority vote of all voting representatives present at the meeting in which the vote is taken. All voting members will be notified in advance of elections.
3. A voting representative may submit an absentee vote or be represented by a proxy; however the proxy must have a written note submitted by the voting representative to the Chair.
4. A voting representative may propose amendments to these operational protocols at any time.
5. Absentee votes must be submitted on or before the day of the actual vote.

SIGNATURES OF THE INITIAL DIRECTORS

Sharon Downing

Heidi Miller

Debbie Stark

CERTIFICATION OF ADOPTION

Certificate by Secretary/Treasurer

I DO HEREBY CERTIFY:

That I am duly elected, qualified, and acting Secretary/Treasurer of the Utah Balance of State Homeless Coordinating Council, Inc.; that the foregoing bylaws, comprising of seven (7) pages, constitute the bylaws of said organization duly adopted at a meeting of the Corporation and general membership thereof held on the ___ day of _____, 2007.

Debbie Stark