

AMENDED AND RESTATED

BYLAWS

THE COALITION FOR THE HOMELESS

ARTICLE I

THE COALITION FOR THE HOMELESS, INCORPORATED

These are the Amended and Restated Bylaws of The Coalition for the Homeless, Inc. (The Agency) adopted by the Agency's Board of Directors on July 21, 2006.

ARTICLE II

FORM OF ORGANIZATION

SECTION 1

The organization shall be a voluntary, non-profit corporation.

SECTION 2

No part or portion of any income or benefit to the Agency shall be paid, payable, or obligated to any member of the Board of Directors, volunteers, or any other individual other than employees who receive salaries or wages. None of the above directors or volunteers shall benefit from their association with the Agency. The Agency shall be operated in the conformity with the provisions of Section 501 © (3) of the United States Internal Revenue Code of 1986 as these provisions are at present constituted or may exist hereafter; and the Agency shall have no power to take any action or to administer, distribute, or disburse any of its funds or property except in conformity therewith. And specifically, the Agency shall not attempt to influence legislation except to the extent permitted by Section 501 © (3) or any succeeding or related section of the Internal Revenue Code, or participate or intervene in any political campaign of any candidate for public office except as allowed by law.

ARTICLE III

MEMBERSHIP

The Board of Directors may by resolution, from time to time, establish classes of members of the Agency and determine the membership fees, rights, privileges, and perquisites of each class of member. Members shall have no voting powers.

ARTICLE IV
ANNUAL MEETING

SECTION 1

There shall be an Annual Meeting of the membership at such time and location either within or outside of the Commonwealth of Kentucky as determined by the Board of Directors.

SECTION 2

Other membership meetings shall be held as determined by the Board of Directors, which must call no fewer than two membership meetings per year.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1

The Board of Directors shall consist of such numbers as may be determined by resolution of the Board, but not less than twelve (12) or more than twenty-five (25) members.

SECTION 2

A Nominating Committee of the Board shall be created to present a slate of new Directors and Officers to the Board at the November Board meeting each year. Nominations to fill seats as needed can be presented at any other meeting of the full Board. Nominations to the Board will also be taken at the annual meeting of The Coalition and nominations to fill the service provider seat will be taken at a meeting of the Agency Directors. ~~The election of the Directors shall be at the annual meeting of the Board of Directors from a slate presented by the Board Development Committee.~~ The Committee ~~It~~ shall not discriminate in the election of its members on the basis of age, race, ethnicity, religion, gender, sexual preference, physical disability, income, or martial status. Directors shall be elected for staggered three (3) year terms unless they are being elected to complete an unexpired term. Directors shall be divided into three classes, each class consisting of no more than nine (9) members. Terms of office begin and end at the beginning of the calendar ~~fi~~ year, unless otherwise designated. The terms shall be arranged so that in each year the terms of approximately one-third of the Director's expire. A Director can serve two full terms of three years each and can serve again only after having come off the Board for at least one full year. Exceptions to this policy can be made by the Board to address the need for an Officer to remain on the Board through their term of office.

SECTION 3

A Director may be removed from membership on the Board for absenteeism or other good cause. Removal shall be by three-fourths vote of the members present at the meeting following the meeting at which the motion for removal is made.

SECTION 4

Any vacancy on the Board of Directors or in any office may be filled by a vote of a simple majority of the current Board of Directors at any regular meeting of the Board.

SECTION 5

All members of the Board of Directors shall be dues paying members, either organization or individual, of the Agency. Any member of the Board representing the Mayor and receiving federal HUD funds may serve as an Ex-officio member and may not vote, however; the Ex-Officio member may vote on issues within the Board committees.

ARTICLE VI **DUTIES AND POWERS OF BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Agency managed under the direction of its Board of Directors. The powers and duties of the Board shall include, without limitation, the following:

SECTION 1

The Board of Directors is vested with full power and authority to conduct the affairs of the organization and to formulate its policies. It has the responsibility for raising the necessary monies to support its programs, and it shall be ultimately responsible for the financial well being of the Agency.

SECTION 2

The Board shall consider and adopt the annual budget presented by the Executive/Finance Committee including any revision it may determine to be advisable. It may subsequently revise the budget, as it may deem advisable after consultation with the Executive Director, Board Chair and Agency's accounting firm.

SECTION 3

The Board shall hire an Executive Director and fix the terms of his/her compensation, duration of service, and responsibilities. The Executive/Finance Committee shall conduct written evaluation of the Executive Director annually. Criteria and a review procedure established by this Committee shall be used.

SECTION 4

The Board shall require periodic reports on operation from the various committees and from the Executive Director.

SECTION 5

It is the responsibility of the Board to review the annual audit, the independent auditor's management letter, and the management's response thereto.

ARTICLE VII **OFFICERS**

SECTION 1

The officers of the Agency shall be: a Chair, one or more Vice Chairs, the number to be determined by the Board of Directors, a Secretary, a Treasurer, and the past Board Chair ~~and such other officers as the Board from time to time may deem appropriate~~. For all legal purposes, the Executive Director shall be deemed an officer of the agency.

SECTION 2

The officers, with the exception of the Executive Director, shall be elected from the members of the Board of Directors from a slate presented by the Nominating ~~Board Development~~ Committee at the November ~~Annual~~ Meeting of the Board. The new officers shall commence their term on January 1 of the following year ~~at the time of the election~~. The term of office shall be one (1) year except for the Chair which is two (2) years or until their successors are elected.

SECTION 3

No officer with the exception of the Executive Director shall hold the same office for more than two (2) consecutive terms.

SECTION 4

The Treasurer, the Secretary and Vice Chairs shall attend the Executive/Finance Committee Meetings, and attend all ~~the General Meetings, the Quarterly Membership Meetings, the Annual Meeting, and all other meetings deemed appropriate~~.

SECTION 5

The Executive Committee shall be made up of ~~the Officers of the Agency~~, the Chair, the Vice Chairs, the Secretary, the Treasurer, the past Board Chair, the Executive Director and the service provider elected from the members.

SECTION 6

The Executive Committee shall study and recommend long-term operation objectives and make specific recommendation to the Board of Directors.

ARTICLE VIII **BOARD MEETINGS**

SECTION 1

The Board of Directors shall meet at least bi-monthly (six times annually). Special meetings may be called by the Chairperson with at least forty-eight (48) hours notice.

SECTION 2

A quorum of the Board shall consist of a simple majority vote of the number of Directors fixed by resolution of the Board. A majority of those present shall be required to transact business.

SECTION 3

Written notices, either by electronic or regular mail, of both regular and special meetings shall be performed by the Secretary or his/her designee, to each member of the Board of Directors at least five (5) days before each regular meeting and three(3) days before each special meeting. Notices of special meetings should indicate the person(s) calling the meeting and the business to be conducted.

SECTION 4

The Board may act by unanimous written consent, telephonic, or video conferencing in lieu of a meeting.

ARTICLE IX **COMMITTEES**

SECTION 1

The standing committees shall be as follows:

1. Executive/~~Finance~~ Committee
2. Finance/~~Audit-Resource Development~~ Committee
3. ~~Board Development~~ Committee
4. Fundraising Committee/~~Policy Review~~ Committee

Special called committees shall include:

1. Nominating Committee
2. Board Development Committee

SECTION 2

The Board Chair and each Board member shall serve on at least one standing committee and is encouraged to serve on more than one committee.

SECTION 3

A. THE EXECUTIVE/~~FINANCE~~ COMMITTEE shall monitor the personnel policies and financial resources of the Agency. Its duties include, but are not limited to:

1. annual review of the Executive Director's performance;
2. annual review of personnel policies and practices and provide any necessary recommendations to the Board;
- ~~3. review and recommend to the Board the general operating budget and budget revisions as needed;~~
- ~~4. review statements of operating income and expenditures;~~
- ~~5. review the annual audit with outside auditors;~~
6. review administrative policies and recommend revisions to the Board.

B. THE FINANCE/AUDIT COMMITTEE shall monitor the personnel policies and financial resources of the Agency. Its duties include, but are not limited to:

1. review and recommend to the Board the general operating budget and budget revisions as needed;
2. review statements of operating income and expenditures;
3. review the annual audit with outside auditors;

~~C. THE FUNDRAISING RESOURCE DEVELOPMENT COMMITTEE:~~

~~This committee will monitor the Development efforts of the Agency and assist in coordinating the major fundraising efforts of The Coalition.~~

~~D. THE POLICY DEVELOPMENT COMMITTEE:~~

~~This committee will use its best efforts to monitor and support appropriate public policy which is aligned with the goals and mission of the Agency.~~

E. THE NOMINATING COMMITTEE

The nominating committee will create a slate of new directors and officers to be presented at the November meeting of the Board each year.

F. THE BOARD DEVELOPMENT COMMITTEE:

This committee will be chaired by the Board Secretary and it will use its best efforts to include at least one (1) ethnic person of color. The committee shall:

- ~~1. Recommend nominees for Officers and Directors;~~

2. Provide orientation to all new Board members;
3. Develop and execute Agency and Board development strategies;
4. Monitor the attendance and financial commitment of each Board member.

SECTION 4

The Chairperson may appoint other committees and subcommittees as deemed appropriate or necessary.

ARTICLE X **EXECUTIVE DIRECTOR**

SECTION 1

The Board of Directors shall employ an Executive Director who shall be the general manager and fiscal agent responsible for the administration of the Agency's programs, finances, and personnel, within the framework of the policies, principles, and practices established by the Board. This responsibility shall include, but is not limited to, staffing, job classification, and other responsibilities incident to a Chief Executive Officer of any business corporation. S/he shall employ and discharge such staff s/he feels necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. S/he shall be responsible for the administrative management of the affairs of the Agency subject to the approval of and direction of the Board of Directors and be responsible to work within an approved budget established by the Board. The Executive Director shall report to the Chairperson.

SECTION 2

The Executive Director shall, in consultation with the Directors and committees of the Agency, assist in developing the overall Agency programs on short and long term plans, and shall make recommendations the Board of Directors.

SECTION 3

The Executive Director is authorized to speak for the Agency but not beyond such limits as may be established by the Board of Directors from time to time.

SECTION 4

The Executive Director may serve on any committee or subcommittee in an advisory capacity without a vote.

ARTICLE XI **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest when permitted by law, the Agency shall indemnify all of its Directors, Officers, and former Officers and Directors against fees and expenses including attorney fees actually and reasonably incurred by such Director or Officer in connection with the defense of any action, suit, or proceeding, civil, administrative, criminal or investigative, in which the Director or Officer is made a party by reason of being or having been adjudged in such action, suit, or proceeding to be a party because such Director or Officer is or was a Director or Officer of the Agency except for gross negligence or willful misconduct in the performance of duty to the Agency.

ARTICLE XII
FISCAL YEAR

The fiscal year of the Agency shall be July 1 to June 30, or such other twelve month period as the Board of Directors may select.

ARTICLE XIII
AMENDMENTS

The bylaws of the Agency may be amended or revoked by the affirmative vote of two-thirds of the members of the Board of Directors present and voting at any regular or special meeting (if called for that purpose) of the Board of Directors, provided that notice of the proposed action shall have been sent to the members two (2) weeks prior to the date set for the meeting. The membership may request reconsideration of any changes approved by the Board by means of written request of at least 10% of the members to hold a membership meeting for that purpose. The vote of the membership at a meeting call for such purpose is binding upon the Board of Directors.