

BY-LAWS OF THE
MID FLORIDA HOMELESS COALITION,
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I. NAME

The name of the organization shall be Mid Florida Homeless Coalition, Inc.

ARTICLE II. PURPOSE AND SCOPE

Section One: Purpose. The purpose of the Mid Florida Homeless Coalition, hereinafter known as the “Coalition”, is to reduce and eliminate homelessness in Central Florida by creating and nurturing a seamless Homeless Continuum of Care throughout the region

Section Two: Scope. The geographic scope of the Coalition includes Citrus, Hernando, Lake, and Sumter Counties.

ARTICLE III. MEMBERSHIP

Section One: Classes of Membership. The Coalition shall have five classes of paid membership: Low Income Individual/Student (including homeless and formerly homeless persons), Individual, Non-Profit, Government, and Corporate. The rights and privileges of all paid members shall be equal. The Coalition shall also have a Non-Paying class that will not have the same rights or privileges as the paid members. Each member shall be entitled to one vote.

Section Two: Membership. Individuals and organizations interested in joining the Coalition shall make written application using the format authorized by the Board of Directors. The format shall include a commitment to attend meetings and participate in the Coalition through service on committees, projects and activities. Finally, the application shall state an agreement to abide by the By-laws of the Coalition.

Section Three: Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of the Coalition; nor shall any of such property or assets be distributed to any member upon its dissolution or winding up.

Section Four: Liability of Members. No member of the Coalition shall be personally liable for any of its debts, liabilities, or obligations; nor shall any member be subject to any assessment thereto.

Section Five: Transfer, Termination and Reinstatement. Membership in the Coalition is nontransferable. Membership shall terminate upon the resignation, death of a member, or for nonpayment of dues. A member whose

membership has been resigned may apply for reinstatement in the same manner as application is made for initial membership.

Section Six: Dues. There shall be annual membership dues (or an amount as may be determined by the membership) for the various membership classes as follows:

Low Income Individual/Student	\$ 3.00
Individual	\$ 25.00
Non-profit (recognized by IRS)	\$100.00
Government	\$100.00
Corporate	\$250.00

Dues are payable in January of each year. Initial dues payment will be pro-rated based on the month of membership approval. Individuals or non-profit organizations may submit a request to the Coalition for the reduction or waiver of dues, to be taken under consideration by the Board.

Section Seven: Duties of Members. In accepting membership in the Coalition, a member agrees to attend Stakeholder meetings during the year, actively support the efforts of the Coalition, and to participate as a member of at least one committee.

ARTICLE IV. DIRECTORS

Section One: Number of Directors. The authorized number of Directors of the Coalition shall not be fewer than nine (9) or more than seventeen (17). The composition of the Board of Directors shall minimally include the positions of President, Vice President, Secretary, Treasurer and five (5) Director Positions. The initial five Director Positions will include one (1) representative from each of the counties (Citrus, Hernando, Lake and Sumter) comprising the Coalition and one (1) at-large representative which will be a homeless or formerly homeless person. Other Director positions may be added, in multiples of four up to the total of seventeen as approved by the membership. An emphasis will be placed on not having more than thirty-five percent (35%) of the directors from the public sector. An emphasis will also be placed on having representatives of organizations and projects that are relevant to this Continuum of Care; e.g., persons with substance use disorders, persons with HIV/AIDS, veterans, the chronically homeless, families with children, unaccompanied youth, the seriously mentally ill, and victims of domestic violence, dating violence, sexual assault, and stalking. One Board member may represent the interests of more than one homeless subpopulation, and the Board must represent all subpopulations within the CoC to the extent that someone is available and willing to represent that subpopulation on the Board.

Section Two: Election and Term of Office. The Directors of the Coalition shall be elected by the membership. A Nominating Committee appointed by the Board of Directors shall nominate candidates for each office. A slate of

candidates shall be presented to the membership and nominations from the floor will be accepted at the September meeting. Additional nominations will be taken from the floor, and elections will be held by secret ballot at the Annual meeting in October; each member may vote once for each office. If the election of Directors cannot be held at such meeting, such election shall be held as soon as may be convenient. Each Director shall hold office until his/her successor shall have been duly elected. New Directors elected at the Annual Meeting will assume their position on January 1st of the following year.

Section Three: Qualifications of Directors. Directors shall be members of the Coalition in good standing prior to election.

Section Four: Term of Office. Directors shall be elected for staggered two (2) year terms. The President, Secretary, Director 1 (Citrus county), Director 3 (Lake County) and, Director 5 (the at-large member) and (as elected) Directors 6 (Hernando County), 8 (Sumter County), 10 (Citrus County), 12 (Lake County) shall comprise Class 1. The Vice President, Treasurer and, Director 2 (Hernando county) and Director 4 (Sumter County) and (as elected) Directors 7 (Citrus County), 9 (Lake County), 11 (Hernando County), 13 (Sumter County) shall comprise Class 2.

Section Five: Powers. Except as otherwise provided for in the Articles of Incorporation, or by law, the affairs of the Coalition shall be conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, by resolution designate.

Section Six: Removal or Replacement of Directors

- a) Resignation: Any member of the Board of Directors may resign by notifying the President in written form.
- b) Removal. The Board shall automatically remove any member of the Board of Directors from their position after missing four ~~six~~ meetings (any combination of Board Meeting, Annual, or Special Meeting) in a given calendar year. Directors may also be removed whenever, in the judgment of the Board, the best interest of the Coalition would be served by said removal. The President of the Board shall give any member removed notice of said removal.
- c) Whenever a vacancy exists on the Board of Directors, whether by death, resignation or otherwise, the vacancy shall be filled through election by majority vote of the members. They shall hold office for the un-expired term of his or her predecessor in office.

Section Seven: Compensation. No member of the Board of Directors shall receive any compensation from the Coalition.

Section Eight: Liability of Directors. The Directors of the Coalition shall not be personally liable for its debts, liabilities or other obligations.

ARTICLE V. OFFICERS

Section One: Designation of Officers. The officers of the Coalition shall be a President, Vice President, Secretary, Treasurer, Immediate Past President, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable for such officers to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, Vice President, Secretary and Treasurer.

Section Two: Election and Term of Office. The officers of the Coalition shall be elected by the membership. A Nominating Committee appointed by the Board of Directors shall nominate candidates for each office. The list of candidates shall be presented to the membership at the September meeting, at which time nominations from the floor will also be taken. Elections will be held by secret ballot at the Annual meeting; each member may vote once for each office. If the election of officers cannot be held at such meeting, such election shall be held as soon as may be convenient. Each officer shall hold office until his/her successor shall have been duly elected. New officers elected in October will assume their position on January 1st of the following year.

Section Three: Removal. Any officer may be removed by the Board of Directors whenever in its judgment the interests of the Coalition would be best served. A majority vote must be obtained when there is a failure to carry out the duties of the organization.

Section Four: Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term; however, such appointments shall be submitted to the membership for approval at the next regularly scheduled Stakeholder meeting; and shall not be considered final until such approval is given.

Section Five: President. The President shall be the chief executive officer and Chair of the Coalition, and shall exercise general supervision and control over all activities of the Coalition. The President:

- a) Shall preside at all meetings of members *or* stakeholders and of Directors,
- b) May sign with the authorization of the Board of Directors, any contracts or other instruments, the execution of which has been authorized by

the Board of Directors, except in cases where the signing and execution of such instruments has been expressly delegated by the Board of Directors, by these By-laws, or to some other officer or agent of the Coalition by law; and

- c) Shall perform all other duties generally incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section Six: Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall perform such additional duties as may from time to time be assigned to him/her by the President or by the Board of Directors.

Section Seven: Treasurer. If so required by the Board of Directors, the Treasurer shall:

- a) Give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties, as the board of directors may deem appropriate.
- b) Have charge and custody of, and be responsible for all funds of the Coalition.
- c) Receive and give receipts for monies due and payable to the Coalition.
- d) Provide periodic reports to the Board of Directors and the membership.
- e) Perform all duties generally incidental to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the President or by the Board of Directors.

Section Eight: Secretary. The Secretary shall:

- a) Ensure the safekeeping of the minutes of meetings of the Board of Directors, in one or more books provided for that purpose.
- b) See that all notices are duly given in accordance with these By-laws or as required by law.
- c) Ensure the safekeeping of the Coalition's records;
- d) Ensure the safekeeping of a membership book containing the names and addresses of all members, and with respect to any membership which has been terminated, record that fact together with the date of termination; and

- e) Make available to any Director of the Coalition or to a Director's agent, or to any person or agency authorized by law to inspect them at all reasonable times and on demand, these By-laws, the Articles of Incorporation, the membership book, the minutes of any meeting, and the other records of the Coalition.

Section Nine: Immediate Past President: The Immediate Past President shall:

- a) Remain on the Executive Committee and as a Board member for at least one year following his/her Presidency.
- b) Provide support and guidance to the Board (essentially act as a consultant to the Board).

Section Ten: Assistant Treasurers and Assistant Secretaries. Should anyone be elected to said positions, the duties will be as follows. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as may be assigned to them by the Board of Directors, the President, the Treasurer, or the Secretary of the Coalition.

ARTICLE VI. MEETINGS

Section One: Annual Meeting. An annual meeting of members shall be held in October each year at such place as the Board of Directors may designate. Appropriate for consideration at such meeting shall be the election of Directors and such other corporate business as may come before the meeting. If the election of Directors shall not be held on the day designated for an annual meeting the Board of Directors shall cause the election to be held at a special meeting conducted as soon as may be convenient.

Section Two: Stakeholder Meetings. Stakeholder meetings will be held at least bi-monthly or more frequently at suitable locations within the region to be selected by the members. Each membership meeting will have an informational or training component to benefit the members.

Section Three: Special Meetings. Special meetings may be called by the President, of the Board of Directors, or by petition of not less than one twentieth of such members qualified to vote. At such Special Meeting only the item(s) for which the meeting was called may be discussed and voted upon. However, if all voting members consent to the holding of a meeting regardless of time or place, such meeting shall be valid without call or notice, and at such meeting any action may be taken.

Section Four: Notice of Meetings. Written notice stating the place, day and hour of all meetings shall be delivered personally, by mail or by electronic

mail to each member entitled to vote at such meeting, not less than five (5) days before the date of such meeting. Notices of special meetings shall be delivered within a reasonable time prior to the date of the meeting. All meeting notices shall include the agenda and other relevant informational material. If sent by ground mail, a meeting notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's mailing address as it appears on the records of the Coalition at the time of mailing. Electronic mail meeting notices shall be deemed delivered at the time and date of sending.

Section Five: Informal Action by Members. Any action required or permitted to be taken at any meeting may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote.

Section Six: Quorum. Action by the members shall be sufficient if approved by a majority of those present.

Section Seven: Proxies. At any meeting, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. Proxies shall only be valid for the meeting specified.

Section Eight: Voting by Mail or Electronic Mail. Where Directors or Officers are to be elected by members, such election may be conducted by mail, electronic mail, or via other such technology as the Board of Directors shall determine.

Section Nine: Voting Rights. Each member shall be entitled to one vote. If an organization is a member, the organization shall designate one person who shall have the right to exercise the organization's voting rights. Another member of the organization may vote in the absence of the designee providing a proxy is provided. Should a conflict of interest arise, the Procedures established in the Mid Florida Homeless Coalition Administrative Policy and Procedure Manual, Ethics Policy #301 will be followed.

Section Ten: Meetings of the Board of Directors

- a) Regular meetings of the Board of Directors shall be held at least bi-monthly at such place as the Board of Directors may designate. Meeting dates will be set the beginning of the year. Notice of such meetings shall be delivered personally, by mail or electronic mail to each Director at the address last recorded on the books of the Coalition, not less than five (5) days before the date of the meeting.
- b) The President may, if deemed necessary, and the Secretary shall, if so requested in writing by two members of the Board of Directors, call a special meeting of the Board. In such event, written notice to each Director shall be deemed sufficient.

- c) A majority of the Board of Directors, 50% plus one, shall constitute a quorum for the transaction of business at any meeting of the Board.
- d) Except as may otherwise be provided in these By-laws, or in the Articles of Incorporation of the Coalition, or by law, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.
- e) Robert's Rules of Order, including such revisions of those Rules as may from time to time be published, shall govern all meetings of the Board of Directors. The exception being when those Rules are inconsistent with these By-laws, with the Articles of Incorporation of the Coalition, or with applicable law.
- f) The Board of Directors will establish, review and/or update the written standards for administering assistance, based on the purpose of the Corporation that is defined in Article III of the Articles of Incorporation. The Lead Agency will not be provide direct assistance to clients as it would be in conflict with local Stakeholders, and will provide assistance to Stakeholders as established in Policies and Procedures.

Section Eleven: Board Action Without Meeting.

- a) A meeting does not need to be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents is/are to be filed with the minutes of the proceedings of the Board.
- b) Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-laws authorize the Directors to so act. Such statement shall be prima facie evidence of such authority. Consents and other action may be submitted by electronic mail.

ARTICLE VII. COMMITTEES

Section One: Committees. By majority vote of the Directors in office, the Board of Directors may establish one or more committees, each of which shall include at least one member of the Board of Directors. The remaining committee members shall be chosen from the Stakeholders of the Coalition. The committees shall act in an advisory capacity to the membership and the Board of Directors.

Section Two: Chairperson. The members of the committee shall elect one member of each committee chairperson.

Section Three: Quorum. Unless otherwise provided, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section Four: Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities, as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these By-laws. Regular minutes of proceedings may be kept at the discretion of the committee.

Section Five: Nominating Committee. The President shall annually appoint up to a five member nominating committee consisting of one Board member representing each of the counties in the CoC and a Board Officer. This committee will consist of Board members whose terms are not expiring. The Nominating committee will develop a Slate of Officers to be presented to the CoC (Members) Stakeholders for a vote.

Section Six: HMIS Committee. The HMIS Committee a/k/a the MFIN Committee will consist of one person from each organization that has signed a Partner Agreement with the HMIS Lead Agency. It is recommended that this person be a decision maker of the organization. This committee will meet as needed, and will meet at least quarterly. This committee will discuss current and future regulations, funding, issues and concerns, and other items as recommended by the members. The HMIS Lead Agency will facilitate these calls. All recommendations by this committee will be presented to the CoC (Members) Stakeholders for a vote.

Section Seven: Point-in-Time Count Committee. The Point-in-Time Count Committee will consist of at least one person from each County within the Continuum of Care. This committee will meet monthly for at least the three months prior to the Point-in-Time County, and preferably for the six months prior to this event. This committee will develop the annual plan for the Continuum-wide event.

Section Eight: CoC Stakeholders Committee. The CoC Stakeholders will consist of any person or organization that has an interest in helping those who are homeless and/or preventing persons from becoming homeless. This committee will meet at least bi-monthly to receive reports, evaluate information received, and make decisions as needed. A Governance sub-committee will be established yearly or more as needed to establish, review, and/or update CoC Policies and Procedures.

Section Nine: Performance Measurement Committee. A Performance Measurement Committee will consist of at least one person from each County within the Continuum of Care. This committee will also consist of a member of each organization that is receiving funds from the HUD CoC Program, Emergency Solutions Grant, and any sub-recipient of a grant received by Mid Florida Homeless Coalition. Members of this committee will be responsible for working with the Lead Agency in establishing and reviewing Policies and Procedures for this process, meet on at least a quarterly basis, and will review the continued performance of organizations receiving funds, provide feedback, and report back to the Continuum of Care Stakeholders. An Application Review Committee will be established annually as a subcommittee to review and score the applications for the HUD Continuum of Care Program grant. This committee will also be established as needed when there are other grant opportunities available that require review and scoring. This committee will not consist of any member of any organization that has submitted an application for review. This committee will present their scoring and recommendations to the CoC (Members) Stakeholders for a vote.

Section Ten: Centralized Assessment Committee. A Centralized Assessment Committee will consist of at least one person from each County within the Continuum of Care. This committee will be responsible for working with the Lead Agency in establishing the CoC's Centralized Assessment, establishing and reviewing Policies and Procedures for this process, reviewing the on-going progress of the Assessment process, and making recommendations to the full Continuum of Care. The committee will meet on at least a quarterly basis and make reports to the Continuum of Care Stakeholders.

Section Eleven: Executive Committee. This committee will consist of the Elected Officers. They will meet as needed to address any business items that may need immediate action between regular Board meetings.

Section Twelve: Ten-Year Plan Coordination Committee. A Ten-Year Plan Coordination Committee will consist of at least one person from each County within the Continuum of Care. This committee will be responsible for keeping the focus on the current CoC Strategic Plan, identifying areas where there has been progress, challenges, delays, as well as recommendations for updates or changes in the plan. The committee will meet on at least a quarterly basis and make reports to the Continuum of Care Stakeholders.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One: Contracts. The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Coalition, in addition to the officers so authorized by these By-laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Coalition. Such authority may be general, or confined to specific instances.

Section Two: Gifts and Contributions. The Board of Directors may:

- a) Accept on behalf of the Coalition any contribution, gift, bequest, or devise of any property (“donations”), for the general and special charitable purposes of the Coalition, on such terms as the Board shall approve;
- b) Hold such funds or property in the name of the Coalition or of such nominee or nominees as the Board may appoint;
- c) Collect and receive the income from such property;
- d) Devote the principal or income from such donations to such benevolent and charitable purposes as the Board may determine; and
- e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the Board devote the principal or income from that donation according to the agreement.

Section Three: Deposits. All funds of the Coalition shall be deposited to the credit of the Coalition in such banks, trust companies, or other depositories as the Treasurer may select with approval from the Board of Directors.

Section Four: Checks, Drafts, and Orders for Payment. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Coalition shall be signed by such officer or officers, agent or agents of the Coalition and in such manner as the Board of Directors shall by resolution determine. In the absence of such determination, such instruments shall be signed by at least two people. One of these signatures shall be the member of the Executive Committee and the other will be either a member of the Executive Committee or the Executive Director.

ARTICLE IX. PROVISIONS RELATING TO GRANTS

Section One: Conflict with Member Organizations. If the Coalition and a member agency should consider applying for or should apply for the same grant, the member agency shall decline to apply for the grant, or if applied for, shall withdraw the grant application in favor of the Coalition.

Section Two: Grant Eligibility. Only members in Good Standing, which have met the eligibility requirements to apply as a sub-recipient for grants that the Coalition intends to pursue or apply for directly, may apply. Good Standing is defined as a an organization or individual who has paid Coalition dues prior to the opening of the CoC’s application process; has attended at least 2/3 of the Stakeholder or Local Committee meetings prior to the opening of the CoC’s application process (unless new to the Coalition); and participates in the

Homeless Management Information System (HMIS) a/k/a Mid Florida Information Network.

Section Three: Grants Review Process. A standing committee shall review all suggestions for grant applications submitted to the Coalition, or the Board of Directors may appoint an ad hoc committee. The grant review committee shall gather such information as may be necessary to make an informed decision regarding the appropriateness of applying for the grant, and shall, by a majority vote of its members, make a recommendation to the Board as to whether the Coalition should pursue the grant. The decision of the Board regarding pursuit of the grant shall be final and binding on the Coalition.

ARTICLE X. MISCELLANEOUS

Section One: Books and Records. The Coalition shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its Stakeholder, Board of Directors, and committees (if so decided by a given committee), and shall keep a membership book giving the names and address of members entitled to vote. Any member, or the member's agent or attorney, or any proper person may inspect all books and records of the Coalition, at any reasonable time.

Section Two: Records Retention: Coalition books and records shall be retained in a secure location, as determined by the board of Directors, for a period of seven (7) years after the close of each fiscal year. Longer periods may be applicable to grants based on Grantees retention requirements.

Section Three: Fiscal Year. The fiscal year of the Coalition shall begin on the first day of January and end on the last day of December in each year.

Section Four: Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not for Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-laws of the Coalition, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS

Section One: Power of Members to Amend By-laws. The By-laws of the Coalition may be amended, repealed, or added to, or new By-laws may be adopted by the vote or written assent of sixty-six percent (66%) of the members entitled to vote, or by the vote of sixty-six percent (66%) of a quorum at a meeting duly called for the purpose according the Articles of Incorporation or By-laws.