

BYLAWS OF THE  
MID FLORIDA HOMELESS COALITION, INC.

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**ARTICLE 1 - TITLE**

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

**ARTICLE 2 - PURPOSE**

The purpose of the Mid Florida Homeless Coalition, hereinafter known as the "Coalition", is to reduce and eliminate homelessness in Citrus, Hernando, Lake, and Sumter Counties by creating and nurturing a seamless Homeless Continuum of Care throughout the region.

**ARTICLE 3 – BOARD OF DIRECTORS**

The governing body of this Coalition shall be the Board consisting of not be fewer than nine (9) members of the organization.

Section 1 – Election and Term of Office.

The Board of Directors of the Corporation shall be elected by the Membership at the Annual Meeting with particular attention to the need for geographical diversity among the Board as outlined in the MFHC Board Policies.

The Terms of Office beginning 1 January of each year for each role are:

- ▲ President — one (1) year
- ▲ President— Elect – one (1) year beginning 1 January one year before serving as President
- ▲ Immediate Past President— one (1) year
- ▲ Treasurer — flexible (preferably not less than 3 years nor more than 5 years)
- ▲ Secretary — flexible (preferably not less than 3 years nor more than 5 years)
- ▲ Director — two consecutive three-year terms, staggered with one-third expiring at a time

Section 2 - Except as otherwise provided for in the Articles of Incorporation, or by Law, the affairs of the Corporation shall be conducted by the Board of Directors, which they 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 3 - No member of the Board of Directors shall receive any compensation from the Corporation.

Section 4 – The Directors of the Corporation shall not be personally liable for its debts, liabilities or other obligations

**ARTICLE 4 – DUTIES OF THE OFFICERS**

Section 1 – The President

- ▲ Shall preside at all meetings of the Board of Directors and the Governing Board.
- ▲ May sign 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 Bylaws, to some other Officer or Agent of the Corporation by law;
- ▲ 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, and
- ▲ Organize the annual review of Executive Director.

Section 2 – The Immediate Past President serves as a director on the Coalition’s Board.

Section 3 – The President-Elect prepares for his or her year in office and serves as a Director. In the absence of the President or in the event of the President’s inability or refusal to act, the President-Elect 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 President-Elect 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 4 – The Secretary shall perform all duties incident to the office of Secretary and other duties assigned by the President or by the Directors.

Section 5 – The Treasurer shall perform all duties incident to the office of Treasurer and other duties as may be assigned by the President or by the Directors.

## **ARTICLE 5 – COMMITTEES**

Section 1 – Coalition Committees coordinate their efforts to achieve the Board’s and Continuum of Care’s annual and long-term goals.

The president, president-elect, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- ▲ Board Development Committee – this committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- ▲ Finance Committee – this committee should review the annual budget for presentation to the Board, review annual audit, and review monthly finances presented to the Board.
- ▲ Fundraising Committee – this committee should develop and implement plans to support the Coalition through financial contributions.
- ▲ Governing Board – The Board of Mid Florida Homeless Coalition, Inc. is also acting as the Governing Board and as such is overseeing the Operation of the Continuum of Care (CoC). The Governing Board is the lead decision-making body of this CoC, and will provide ongoing leadership and administrative oversight to fulfill the purpose of the CoC. The Board will provide this CoC the guidance and advocacy needed to effectively implement policies, strategies and activities toward ending homelessness.
- ▲ Membership or CoC Ending Homelessness Stakeholder Committee –
- ▲ CoC Planning Committee –
- ▲ Coordinated Access & Mid Florida Information Network Committee –
- ▲ Performance Committee –
- ▲ Veterans Committee –
- ▲ Additional ad hoc committees may be appointed by the Board as needed.
- ▲ Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the President of the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been and approved by the Board.

Section 2 – The President is an ex-officio member of all committees and, as such, has all of the privileges of membership.

Section 3 – Each committee’s chair is responsible for conducting the regular meetings and activities of the committee, coordinates with the Coalition staff, and reports to the Board on all committee activities.

## **ARTICLE 6 - MEMBERSHIP**

Section 1 - An open invitation will made be at least annually for persons within the geographic area to join as new or renewing members. The Board shall evaluate at least every two years the membership classifications and make changes as needed.

Section 2 - Membership dues will be due annually for those interested in being dues paying members. The Board will establish the amount of the annual dues and the benefits of those dues. Dues paying members will be eligible to apply for grants that are available through the Coalition.

## **ARTICLE 7 – MEETINGS**

Section 1 – An annual meeting of the Membership is to be held no later than 31 December to vote on new Board members. An annual meeting of the Board of Directors is to be held no later than 31 December to select the officers and directors who will serve for the next fiscal year. All Meetings of the Membership shall be Noticed according to the MFHC Board Policies.

Section 2 – Regular Meetings

Regular meetings of the Membership shall be held at least six (6) times a year. Any member of an organization or agency may attend the meetings; however, only one person shall be designated by each Member organization or agency to vote. Each agency will designate a delegate and alternate for voting. Membership meetings are open to the public.

Regular Meetings of the Board of Directors shall be held at least six (6) times a year. Special meetings may be called by the President of the Board of Directors or by written petition to the President signed by at least fifteen (15) percent of the Board. At such Special Meeting only the item(s) for which the meeting was called may be discussed and voted upon.

All Meetings shall be Noticed according to the MFHC Board Policies.

Section 3 – A Quorum of the Membership Committee or Board shall be at least two-third (2/3) of the Board of Directors. At least two-third (2/3) of affirmative votes of members present and voting is required to take official and final action on a matter before the body.

Telephonic or video presence is allowed for Membership, Board and committee meetings and quorum requirements.

At any meeting, a Board member entitled to vote may vote on consent agenda items by proxy executed in writing by the Board member. Proxies shall only be valid for the meeting specified.

Electronic voting is allowed for matters presented at a Meeting for which a Quorum was not present but a motion was made and seconded. Electronic voting is allowed for matters determined to be urgent by the Executive Committee and require approval without a meeting.

Should a conflict of interest arise, the Procedures established in the outlined Policy will be followed.

## **ARTICLE 8 - AMENDMENTS**

The Bylaws of the Corporation shall be reviewed at least every five years, and may be amended, repealed, or added to, or new Bylaws may be adopted by the vote or written assent of two-third (2/3) of the Members entitled to vote, or by the vote of two-third (2/3) of a quorum at a meeting duly called for the purpose according the Articles of Incorporation or Bylaws.

## **ARTICLE 9 – CONFLICT OF INTEREST**

Any individual participating in or influencing decisions must identify actual or perceived conflicts of interest as they arise, and comply with the letter and spirit of this policy. A financial conflict of interest is broadly defined to include a conflict by any Board Member with any other Board Member, professional employment, an organization, an agency for which the Board Member serves as trustee, funding sources, vendors, or with their immediate family or significant others. Disclosure should occur at the earliest possible time and, if possible, prior to the discussion of any such issues. Individuals with a conflict of interest should abstain from both discussion and voting on any issues in which they may have conflict. An individual with a conflict who is the Board Chair shall yield that position during discussion and abstain from voting on the item. Decisions by the Board must be justifiable as being in the interest of the Mid Florida Homeless Coalition, Inc. and the Continuum of Care. Minutes of meetings involving possible conflicts of interest shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE 10 – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of Mid Florida Homeless Coalition, Inc. and this CoC in all cases to which they are applicable and in which they are not inconsistent with this Governance Charter or any special rules of order that Mid Florida Homeless Coalition, Inc. and this CoC may adopt.

- a) The presence at any meeting of at least two-third (2/3) (~~50% or 1/3~~) of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business, regardless of the number of Directors present.
- b) Each Board Member shall be entitled to one vote. Another Board Member of the organization may vote on the consent agenda in the absence of the designee providing a proxy is provided. Should a conflict of interest arise, the Procedures established in the outlined Policy will be followed.
- c) The Board, in transacting business, shall act by vote of a majority of the Board Members present at any duly constituted meeting except where noted otherwise.
- d) Unless otherwise precluded by prior action of the Board, the Board and its committees may conduct official business via teleconference or any other means permitted under Florida Statutes.

## **ARTICLE 11 – SEVERABILITY**

Should any provision of the Bylaws or the application thereof to any person, entity or circumstances is deemed illegal, invalid, or unenforceable, such determination shall not affect other provisions or applications of these Bylaws, which can be given effect without the invalid provision or application. In lieu thereof, there shall be added a provision as similar in terms to such illegal, invalid, and unenforceable provision as may be possible and be legal, valid, and enforceable.