

**AMENDED AND RESTATED
BY-LAWS
ROCHESTER/MONROE COUNTY HOMELESS CONTINUUM OF CARE, INC.**

ARTICLE I: NAME

The name of the corporation shall be as set forth in the Certificate of Incorporation, filed with the New York State Department of State on December 23, 2013, as may be amended (the “Articles”). The name of the corporation is currently the Rochester/Monroe County Homeless Continuum of Care, hereinafter referred to as the “CoC”. The CoC may use the assumed name “Partners Ending Homelessness” as filed with the New York State Department of State on August 12, 2019.

ARTICLE II: ADDRESS

The principal office shall be in Rochester, New York or such other location appropriate for carrying out CoC’s purposes.

ARTICLE III: PURPOSES

Section 3.1 The CoC is dedicated to ending homelessness in Monroe County. In carrying out this purpose, the CoC develops, maintains, and continuously improves a comprehensive, flexible and coordinated continuum of care plan and system of services for homeless individuals and families. The CoC conducts the following scope of activities consistent with its Certificate of Incorporation and as a steward for HUD McKinney-Vento Homeless Assistance Grants in Monroe County, New York.

- 3.1.1** Operate the CoC: Hold meetings with published agendas; appoint committees, sub-committees or workgroups; establish performance targets, evaluate outcomes of projects funded under Emergency Solution Grants (ESG) and the Continuum of Care Program; establish in establish written standards for providing Continuum of Care assistance; establish and oversee operation of a coordinated entry system in consultation with ESG recipients that complies with any requirements established by HUD.
- 3.1.2** Operating a Homeless Management Information System (HMIS): Designate a single HMIS System and designate an HMIS Lead pursuant to policies and procedures approved by the Board of Directors that: [24 CFR 578.7(b)(2)]
 - (a) includes a plan that addresses privacy, security and data quality; [24 CFR 578.7(b)(3)]
 - (b) provides oversight of HMIS including consistent participation of recipients and subrecipients in the HMIS; [24 CFR 578.7(b)(4)]and
 - (c) ensures compliance with HUD requirements. [24 CFR 578.7(b)(5)]
- 3.1.3** Continuum of Care Planning pursuant to policies and procedures approved by the Board of Directors that:

- (a) Coordinate the implementation of homeless housing and services that meet the needs of homeless individuals (including unaccompanied youth) and families [24 CFR 578.7(c)(1)] that encompasses at a minimum (i) outreach, engagement, and assessment [24 CFR 578.7(c)(1)(i)], (ii) shelter, housing, and supportive services [24 CFR 578.7(c)(1)(ii)], and preventive strategies; [24 CFR 578.7(c)(1)(iii)]
- (b) plan and conduct annual Point in Time (PIT) Count of both homeless persons throughout the geographic area [24 CFR 578.7(c)(2)] who (i) are living in a place not designed or ordinarily used as a regular sleeping accommodation for humans and are counted as unsheltered homeless persons, [24 CFR 578.7(c)(2)(i)] (ii) are living in emergency shelters and transitional housing projects and are counted as sheltered homeless persons, [24 CFR 578.7(c)(2)(ii)] and (iii) any other requirements established by HUD; [24 CFR 578.7(c)(2)(iii)]
- (c) conduct an annual gaps analysis of homeless needs and services available; [24 CFR 578.7(c)(3)]
- (d) provide information required to complete Consolidated Plans within the geographic area; [24 CFR 578.7(c)(4)]
- (e) consult with State and local government ESG program recipients for allocating, reporting on and evaluating performance of ESG program grants. [24 CFR 578.7(c)(5)]

3.1.4 Design, operate and follow a collaborative, transparent process to submit an application for HUD Continuum of Care Program Funding following NOFA instructions; establish priorities for funding projects; apply for CoC planning activities; approve the CoC application.

3.1.5 Facilitate dialogue and organize cooperation and strategic action among the public, private and non-profit sectors.

3.1.6 Advocate and promote community awareness and education on issues of homelessness and related topics.

3.1.7 Any and all other purposes permitted by the laws of the State of New York in furtherance of the mission of the CoC.

ARTICLE IV: MEMBERSHIP

CoC has no members as defined in New York State Not-for-Profit Corporation Law. [NPL§102(a)(9)] The business and affairs of the Corporation shall be managed by the Board of Directors. [NPL§701(a)]

ARTICLE V: BOARD OF DIRECTORS

Section 5.1 General Management. The Board of Directors (the “Board”) shall have the authority to manage the affairs and determine the policies of the CoC, including the delegation of authority and management as appropriate, in accordance with contractual

obligations and applicable regulations. [NPL§701(a)] These By-Laws, the policies and procedures adopted by the Board pursuant to Section 13.1 of these By-laws shall serve as the governance charter and shall be reviewed and updated annually by the Board of Directors in consultation with the collaborative applicant and the HMIS Lead. [24 CFR 578.7(a)(5)]

5.1.1. Action by the Board.

- (a) Except as otherwise provided by law or these By-Laws, a quorum of the Board shall consist of a majority of the entire Board; provided that in the case of a Board of fifteen members or less the quorum shall be at least one-third of the entire Board.¹ [NPL§§707]
- (b) Except as otherwise provided by law or in these By-laws, the act of the Board means action taken at a meeting of the Board at which a quorum is present by vote of a majority of the directors' present at the time of the vote. [NPL§708(d)] Directors who are present at the meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of this subsection. [NPL §708(d), 709(a)(1)]
- (c) The following actions require approval by two-thirds vote of the entire Board (unless there are twenty-one or more directors, then the vote of a majority of the entire Board of Directors is required): [NPL§§509(a), 510(a)(2) & (b), 709(a)(2)]
 - (i) the purchase of real property that will constitute all or substantially all of the assets of the CoC once purchased; and [NPL§§509(a), 709(a)(2)]
 - (ii) the sale, lease, mortgage, exchange or other disposition of all or substantially all of the CoC's assets (including real property).² [NPL§§509(b), 510(a)(2) & 709(a)(2)]
- (d) Any purchase, sale, mortgage, lease, exchange or other transfer of real property that does not require Board approval as provided in this Section may be approved by the Executive Committee of the Board when the Board cannot be convened in a timely manner to act on the proposed transaction, and such action does not involve substantially all of the CoC's assets. [NPL§§509(c) and 712(a)(8)] The Executive Committee shall promptly report any actions it takes to the Board no later than the next regular meeting of the Board. [NPL§§509(c)]
- (e) The following actions (in addition to those otherwise provided in these By-laws) require approval by majority vote of the entire Board of Directors:

¹ Note: NPL §102(a)(6-a) defines "entire board" (as it applies to the Corporation) as "the number of directors within such range that were elected or appointed as of the most recently held election of directors, as well as any directors whose terms have not yet expired."

² Note: As a charitable corporation the Corporation is required to obtain the approval of the attorney general or the supreme court in the judicial district in which it is located before disposing of all or substantially all of its assets. NPL §510(a)(3). The process for petitioning the court appears in NPL §511, and for petitioning the attorney general in NPL §511-A.

- (i) approval of amendments to the Certificate of Incorporation [NPL§802(a)(2)]; and
 - (ii) amending the minimum or maximum number of Directors as set forth in Section 5.2.1 of these By-laws [NPL§§702(b), (b)(1)], provided however that any reduction in the number of Directors shall not shorten the term of any incumbent Director. [NPL§§702(b)(2)]
- (f) The following actions (in addition to those otherwise provided in these By-laws) require approval by vote of two-thirds of the entire Board of Directors: [NPL§709(c)]
- (i) amending the Articles or the By-laws to add, change or strike out a provision permitted by NPL §709; [NPL§709(c)]
 - (ii) amending or removing Section 5.1.1(c) of these By-laws; and [NPL§709(c)]
 - (iii) amending Section 9.6.2 of these By-laws regarding the quorum for a meeting at which removal of a Director is to be considered. [NPL§709(c)]
- (g) Any action required or permitted to be taken by the Board of Directors or any committee may be taken without a meeting if all directors of the Board or the committee consent to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the Board or committee. Such consent may be written or electronic. If written, the consent must be executed by the Director or committee member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director or committee member. [NPL§708(b)]
- (h) Any or all members of the Board or any committee who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting provided so long as all persons participating in the meeting can hear each other at the same time and each Director or committee member may participate in all matters before the Board or committee, including without limitation, the ability to propose, object to, and vote upon a specific action taken by the Board or committee. [NPL§708(c)]

Section 5.2. Composition.

5.2.1 Number. The Board of Directors shall have not less than 10 and no more than 23 Directors, the number of Directors to be determined from time to time by vote of a majority of the entire Board. [NPL§702(a)] [24 CFR 578.5(b)] No decrease in the number of Directors shall shorten the term of any incumbent

Director. [NPL§702(b)(2)] As used in these By-laws, “entire Board” means: (i) the actual number of directors set by the Board pursuant to this section; or (ii) the number of directors within the range set forth in this section as of the most recently held election of members of the Board of Directors.

5.2.2 Age Qualification. Each director must be at least eighteen (18) years of age. [NPL§701(a)]

5.2.3 Voluntary Board. The members of the Board of Directors must be volunteers who shall receive no compensation for their service on the Board of Directors. [24 CFR 578.3 “Private Nonprofit Organization (2)”] The CoC shall not pay dividends or distribute any part of its income or profit to its Directors. [NPL § 515(a)] Members of the Board of Directors may receive reimbursement for expenses incurred on behalf of the CoC as approved pursuant to the CoC Finance Policy and Procedures Manual. [NPL § 102(a)(21)]

5.2.4 Public Sector Organizational Representation. In accordance with the procedures in these Bylaws, at least one voting seat each shall be reserved on the Board for persons representing, as duly authorized, the City of Rochester, the Rochester Housing Authority, and one voting seat each for the County of Monroe’s Departments of Human Services and Planning and Development, or the successor in name. The individuals serving as public sector organizational representatives are to be nominated by the Governance and Nominating Committee and elected to their respective seats by the Board in accordance with these Bylaws. [NPL§§701(a), 703(a)] Each of the City of Rochester, the Rochester Housing Authority, and the County of Monroe’s Departments of Human Services and Planning and Development, or the successor in name, may designate an alternate who, upon written notice to the Secretary of the CoC, in the absence of the Director representing such public sector organization, may attend meetings of the Board of Directors and of committees and exercise the rights, powers and privileges of the absent Director. [NPL§703(d)] The individuals serving as alternatives public sector organizational representatives are to be nominated by the Governance and Nominating Committee and elected to their respective positions by the Board in accordance with these Bylaws. [NPL§§701(a), 703(a)]

5.2.5 Public Sector Limitation. The voting members of the Board of Directors consist of no more than 33% representation from government, authorities, or government appointed or controlled entities. [NPL§§701(a), 703(a)]

5.2.6 Private Sector Representation. In accordance with the procedures in these bylaws, two voting seats, as duly authorized, are reserved for representatives from the Homeless Services Network. The individuals serving as these representatives are to be nominated by the Governance and Nominating Committee and elected to their respective seats by the Board in accordance with these Bylaws. [NPL§§701(a), 703(a)]

- 5.2.7 Homeless Representation.** At least one member of the Board of Directors shall be an individual with lived experience. [24 CFR 578.5(b)(2)]
- 5.2.8 At-Large Representation.** The remaining voting seats shall be filled with individuals who are representative of the communities served by the CoC and individuals possessing expertise and skills in such areas as community affairs, finance, banking, legal affairs, and other commercial and industrial concerns, social service agencies or any other expertise needed by the CoC. [24 CFR 578.5(b)(1)]
- 5.2.9 Non-voting Representation.** The Board of Directors, in its commitment to informed decision-making, shall encourage non-voting participation at meetings, in accordance with Section 8.1, from representatives other those assigned voting status that represent the City of Rochester, the County of Monroe and the Municipal Housing Authority. [NPL§701(a)]

Section 5.3. Election and Terms.

- 5.3.1 Election.** Directors shall be divided in to three (3) classes each of which shall be as nearly equal in number as possible. [NPL§704(a)] Any newly created directorships or any decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. [NPL§704(c)(1)] At each annual meeting of the Board of Directors for the election of Directors and Officers, one class of directors shall be elected by the Board from nominations submitted by the Governance and Nominating Committee in compliance with its charter. [NPL§§703(b), 704(b); 24 CFR 5787.7(a)(3)]
- 5.3.2 Length of Term.** The term of each Director and public sector organization alternate shall be three (3) years. [NPL§703(b)] All terms shall be measured from January 1 of the year of appointment. Each Director and public sector organization alternate shall hold office until the expiration of the term for which the Director is elected, and until the Director’s successor has been elected and qualified. [NPL§703(c)]

Section 5.4. Vacancies.

- 5.4.1 Organizational Representatives.** If a Director is no longer able to serve as a Director or alternate due to change of employment status, the organization represented by such Director shall send written notice sent to the Chairperson. The Chairperson shall present such notice to the Board at the first meeting after its receipt. If the organization does not have an alternate pursuant to Section 5.3.4, or the organization’s alternate is no longer able to serve, the relevant organization may propose a replacement name to the Governance and Nominating Committee for consideration as a candidate for nomination. [NPL§705(b)]

5.4.2 Individuals. Any individual may resign from the Board after giving written notice of such intention to the Chairperson. Such resignation shall be presented to the Board at the first meeting after its receipt and shall take effect at the time specified in the resignation or upon delivery to the Chairperson if no time is specified. The Board is not required to accept the resignation for the resignation to take effect.

5.4.3 Removal of Directors.

- (a) Removal for Unexcused Absences. It is considered the duty of all Directors to attend all meetings except for good cause shown. In the event that a Director is absent without good cause from three (3) Board and/or committee meetings during any rolling twelve (12) month period, such absences shall be deemed cause for removal from the Board or a committee pursuant to Section 5.4.3(b) of these Bylaws. Following two (2) such absences the Board Chair shall remind the Director in writing of the provision of this Section 5.4.3(a). Following the failure of a Director to comply with the requirements of this Section 5.4.3(a), the Board Chair shall place removal of the Director on the agenda for the next regularly scheduled Board meeting and shall inform the Director in writing that the Board will consider removal of the Director at such meeting. The Director may show that the Director's absences were for good cause by appearing in person or submitting a written statement to the Board at such meeting. A Director is considered absent when the Director attends less than half of a meeting.
- (b) Removal for Cause. Any Director may be removed from the Board or a committee for cause at a meeting at which two-thirds of the entire Board is present and two-thirds of those present vote to remove such Director. [NPL§§706(a), 709(a)(1), 709(a)(2)]

5.4.4 Filling Vacancies. Newly created directorships resulting from an increase in the number of Directors elected, and all other vacancies on the Board or on any Committee of the Board or Committee of the Corporation, shall be filled by a vote of the majority of Directors then in office, regardless of their number, from nominations submitted by the Governance and Nominating Committee in compliance with its charter. [NPL§705(a)] A Director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until that Director's successor is elected and qualified. [NPL§705(c)]

Section 5.5 Review of Board Composition and Process for Selection. The Board of Directors shall review, update, and approve Sections 5.3 and 5.4 of these Bylaws at least once every five (5) years. [24 CFR 578.7(a)(3)]

ARTICLE VI: ELECTION OF OFFICERS

Section 6.1 Officers. The officers shall consist of a Chairperson, Vice-Chairperson, Treasurer and Secretary. [NPL§713(a)] Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary. [NPL§713(a)] Chairperson and Vice-Chairperson shall be non-conflicted Board members. The Board may waive the non-conflict requirement following the process used for resolving conflicts of interest under the CoC's conflict of interest policy. The CoC shall not pay dividends or distribute any part of its income or profit to its Officers. [NPL § 515(a)]

Section 6.2 Terms. Officers shall be elected from among the Board by the Directors for one (1) year terms. Each Officer shall hold office for the term for which the Officer is elected and until the Officer's successor has been elected and qualified. [NPL§713(c)]

Section 6.3 Election. Officers are elected by the Board at the annual meeting of the Board of Directors for the election of Directors and Officers in accordance with these Bylaws. No employee of the CoC shall serve as Chairperson or hold any other title with similar responsibilities [NPL§713(f)].

Section 6.4 Duties. [NPL§713(e)]

6.4.1 Chairperson. The Chairperson shall be the chief volunteer officer of the CoC and shall in general supervise the business affairs of the CoC with accountability to the Board of Directors. The Chairperson shall preside and establish the agendas for all meetings of the Board, the Executive Committee, and the Stakeholders, and shall be an ex-officio member of all committees other than the Audit Committee. [NPL§713(d)] The Chairperson is the sole member of the Board that can publicly speak on behalf of the CoC unless the Chairperson or the Board has otherwise delegated that authority. The Chairperson shall have signature authority for the CoC as authorized in advance by the Board and is the point supervisor of staff or independent contractors who are report directly to the Board. The Chairperson performs other duties and activities from time to time as may be authorized or directed by the Board and as may otherwise properly pertain to this office.

6.4.2 Vice-Chairperson. The Vice-Chair shall perform all the duties of the Chairperson in his/her absence or by reason of his/her incapacity. If neither can be present, a member of the Executive Committee will chair the meeting of the Board of Directors. The Vice Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson and/or the Board.

6.4.3 Treasurer. The Treasurer shall be liaison for the Board of Directors to the Fiscal Sponsor on matters of finances and responsible for the supervision of any or all accounts of all monies received, expended or otherwise allocated by the CoC. The Treasurer shall keep the Board informed on all pertinent financial matters. The Treasurer shall provide financial report at all regular meetings of the Board in a format prescribed by the Board. In general, the

Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

6.4.4 Secretary. The Secretary shall ensure that the minutes of the meetings of the Board of Directors, its committees and the Stakeholders are properly recorded and maintained in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law or contract, and be custodian of the records of the CoC. The Secretary shall keep a register of the post office address, telephone number, and where appropriate electronic address of each Board Member and Stakeholder, and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair and/or the Board of Directors. In addition, the Secretary shall notify members of the Board of Directors of their election to office or their appointment to committees. The Secretary may delegate recording and other duties as the Secretary may deem appropriate.

Section 6.5 Removal of Officers. Any Officer may be removed with or without cause at a meeting at which two-thirds of the entire Board is present and two-thirds of those present vote to remove the Officer. [NPL§714(a)] For the Board to consider the removal of an Officer, written notice of the consideration of such action shall be delivered to all members of the Board at least ten (10) business days in advance of the meeting. In the event an Officer is subject to the consideration of removal, the entity which that Officer represents shall also receive the required notification as stated above.

Section 6.6 Filling Vacancies. Newly created Officer positions resulting from an amendment to these By-laws and any vacancies created for whatever reason shall be filled by a vote of the majority of Directors then in office, regardless of their number. An Officer elected to fill a vacancy shall hold office until the next annual meeting at which the election of Officers is in the regular order of business, and until that Officer's successor is elected and qualified.

ARTICLE VII: COMMITTEES

Section 7.1 Appointments. All committees and committee chairs, except for the Executive Committee, that are accountable directly to the Board of Directors shall be appointed annually by a majority vote of the entire Board upon recommendation of the Governance and Nominating Committee in its capacity as the Nominating Committee. [NPL §712(a)]

Section 7.2 Meetings. Notice of committee meetings shall be provided in the same manner as meetings of the Board. Meetings of committees shall be held at such time and place as may be fixed by the Chair of the committee or by vote of a majority of all the members of the committee. Minutes of all committee meetings shall be recorded, distributed in a timely manner to the Board, and stored with the minutes of the Board.

Section 7.3 Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board: (a) a majority of all of the members of a committee shall constitute a quorum for the transaction of business; and (b) the act of the committee means actions taken at a meeting of the committee at which a quorum is present by vote of a majority of all of the members of the committee. The procedures and manner of acting of all committees shall be subject at all times to the directions of the Board.

Section 7.4 Tenure of Members. Each committee and every committee member shall serve at the pleasure of the Board. [NPL §712(d)]

Section 7.5 Committees of the Board. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate Committees of the Board consisting of three (3) or more members of the Board of Directors. [24 CFR 578.7(a)(4)] Any reference in these By-laws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise indicates.

7.5.1 Executive Committee. The Executive Committee is comprised of Officers and the Chairs of the Committees of the Board listed in these By-laws. The Executive Committee shall be empowered to transact only such business as may be necessary between meetings of the Board of Directors unless otherwise authorized by the Board. Meetings of the Committee may be called by the Chairperson or by any three (3) members of the Committee. The Committee shall submit minutes of its deliberations and actions at all regularly scheduled or special meetings of the Board.

7.5.2 Audit Committee. The Audit Committee shall be a committee of the Board which shall be responsible for overseeing the accounting and financial reporting processes of the CoC and the audit of the CoC's financial statements. The Audit Committee shall be comprised of at least three (3) members of the Board of Directors. All members of the Audit Committee shall be "Independent Directors" as defined under the New York Not-for-Profit Corporation Law. The Board shall adopt an Audit Committee Charter to govern the operations of the Audit Committee.

7.5.3 Committee Authority. These committees shall have such authority as the Board by resolution shall provide; no committee shall have authority as to the following matters: [NPL §712(a)]

- (a) The filling of vacancies in the Board or in any committee. [NPL §712(a)(2)]
- (b) The fixing of compensation of the members of the Board of Directors for serving on the Board or on any committee, [NPL §712(a)(3)] or for employees of the CoC.
- (c) The amendment or repeal of the By-laws, or the adoption of new By-laws. [NPL §712(a)(4)]
- (d) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable. [NPL §712(a)(5)]

- (e) The election or removal of Officers and Directors. [NPL §712(a)(6)]
- (f) The approval of a merger or plan of dissolution. [NPL §712(a)(7)]
- (g) The actions listed in Section 5.1.1(d) of these By-Laws. [NPL §712(a)(8)]
- (h) The approval of amendment to the certificate of incorporation. [NPL §712(a)(9)]

Section 7.6 Committees of the Corporation. The Board may designate committees of the Corporation. [NPL §712(e)] [24 CFR 578.7(a)(4)] When designating Committees of the Corporation in addition to those designated below, the Board resolution authorizing any such committee shall set forth its duties, its term and who may be eligible to serve. Such committees shall not be a committee of the Board and shall not exercise any of the powers of the Board or have the authority to bind the Board. Chairs of each committee shall be a Director of the Board. [NPL §712(e)]

7.6.1 Project Selection and Monitoring Committee This Committee of the Corporation shall be comprised of at least three (3) members of the Board and may include at-large Stakeholders and/or other individuals with financial and program expertise. The Committee is to be composed of persons without a conflict as defined in the committee charter, and no more than one-third (33%) shall be representatives of the Public Sector. The Committee's overall responsibilities are to design, operate and follow a fair, competitive and collaborative process for the development of applications and approve the submission of applications in response to the US Department of Housing and Urban Development (HUD) Notice of Funding Availability (NOFA) and ensure all Continuum of Care funded agencies are reviewed, that information is collected, tracked, stored, and utilized to ensure projects are in compliance with HUD regulations; and ensure that all CoC funded programs are monitored on-site annually and that information is collected, tracked, stored and utilized to ensure compliance with HUD. [24 CFR 578.9(a)(1)]

7.6.2 Governance and Nominating Committee. This Committee of the Corporation shall be comprised of at least three (3) members of the Board and may include representation from Stakeholders who do not serve on the Board and/or other individuals with expertise in areas related to corporate governance. No more than one third (33%) of the Committee shall be comprised of Public Sector representatives. The Committee works to ensure that the composition of the Board is reasonably representative of CoC's Stakeholders, that the Board functions effectively, and that the Directors are appropriately reflective of the range and scope of community interests involved in homelessness housing and services. The committee is responsible for recruiting and nominating Board Members in accordance with these Bylaws, contractual obligations, and applicable regulations;

7.6.3 Finance Committee. This Committee of the Corporation shall be comprised of at least three (3) members of the Board and may include at-large Stakeholders and/or other individuals with financial expertise. The Committee is responsible for the development and review of the organization's annual budget.

ARTICLE VIII: STAKEHOLDER ADVISORY COMMITTEE

Section 8.1 Stakeholder Advisory Committee. The Corporation shall have a Stakeholder Advisory Committee, currently the Homeless Services Network, to comply with the HUD requirements for continuum of care organizations. This committee shall be a committee of the Corporation shall be comprised of at least three (3) members of the Board of Directors as well as Stakeholders (as defined below). At least one representative on the Committee shall be a homeless or formerly homeless individual. The Committee is responsible for informing and advising the Board of Directors as representative of the community's continuum of care of services and affordable housing.

8.1.1 Stakeholder Definition. Stakeholders are representatives of relevant organizations, hereafter referred to as "Organizational Representatives", and individuals within Monroe County who engage in and support the purposes and activities of CoC. Relevant organizations include, but are not limited to, nonprofit providers of services and advocates (homeless assistance, victim services, social services, mental health, health care, veteran services, etc.), faith-based organizations, governments, law enforcement, public housing agencies, school districts, affordable housing developers, businesses, higher education, organized philanthropy, and homeless and formerly homeless individuals.

ARTICLE IX: MEETINGS AND VOTING

Section 9.1 Meeting for Election of Directors and Officers. The Board of Directors shall hold a meeting in December of each year to elect its Officers and Directors for terms to commence January 1 of the coming year. If more than one nomination is made for the same office, election shall be by secret written ballot. Ballots cast for any person other than a duly nominated candidate shall be deemed null and void.

Section 9.2 Annual Meetings. The CoC shall hold meetings of the Stakeholders, with published agendas, at least semi-annually.

9.2.1 Annual Operational Review and Report of Board Elections. An Annual Meeting shall be held in January for the announcement of Board Members and Officers of the Board, presentation of an operational review for the immediately preceding year, including the CoC's including the CoC's accomplishments, and the transaction of other necessary business on any day in that month as determined by the Board of Directors.

9.2.2 Annual Financial Review. An annual meeting shall be held following the completion of the Annual Financial Report on a date, at a time and at a location established by the Board. At such annual meeting the Board of Directors will present the Annual Financial Report verified by the Board Chair and Treasurer, or by a majority of the Directors, or certified by an independent or certified public accountant

selected by the Board. [NPL §519(a)] The annual report will cover the twelve month fiscal period terminating not more than six months prior to the annual meeting. [NPL §519(a)(1)] The annual report will include the CoC's assets and liabilities, principal changes in the assets and liabilities, revenue, and expenses and disbursements. [NPL §§519(a)(2) through 519(a)(4)] Such report shall be filed with the minutes of the annual meeting, [NPL §519(b)] and shall show in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the CoC as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting. [NPL§519(a)(1)]
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period. [NPL§519(a)(2)]
- (c) The revenue or receipts of the CoC, both unrestricted and restricted to particular purposes during said fiscal period. [NPL§519(a)(3)]
- (d) The expenses or disbursements of the CoC for both general and restricted purposes, during said fiscal period. [NPL§519(a)(4)]

Section 9.3 Stakeholder Participation at the Annual Meetings. Stakeholders shall be invited to attend the Annual Meetings.

Section 9.4 Regular Meetings of the Board of Directors. The Board of Directors shall endeavor to meet regularly at least (6) six times per year at such times and at such place as may be fixed from time to time by resolution of the Board of Directors. [NPL §§710(a); 710(b)] Attendance at meetings is limited to the Board. Non-board Stakeholders, staff and guests may attend as invited by the Chairperson or the Executive Committee. When the Board establishes fixed times and a place for its regular meetings, notice of regular meetings is not required. [NPL §711(a)]

Section 9.5 Special Meetings of the Board of Directors. Special meetings may be called by the Chairperson, by the Executive Committee or by any director upon written request of at least one-fifth (1/5) of the entire Board. Notice of a Special meeting shall be given pursuant to Section 13.4.1 not less than three (3) days before the meeting. Notice shall not be deemed delivered if: (a) the CoC is unable to deliver two (2) consecutive notices to the individual; or (b) the CoC otherwise becomes aware that notice cannot be delivered to the individual.

Section 9.6 Quorum. Attendance is defined as being present in person or via electronic means whereby all the individuals concerned can fully hear the proceedings.

9.6.1 A majority of the entire Board shall constitute a quorum to conduct business.

9.6.2 For Business concerning the removal of a Director or Officer a quorum shall be the entire Board.

ARTICLE X: EMPLOYEES AND CONTRACTORS

The Board of Directors can, in proper arrangement with its fiscal sponsor or other parties, act to engage employees, independent consultants or firms to assist and advance the work of the CoC.

ARTICLE XI: CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 11.1 Execution of Documents/Contracts/Loans. The Board may authorize any officer or officers, agent or agents, in the name of and on behalf of the CoC to enter into any contract or execute and deliver any instrument (including stocks, bonds, subscription rights or other securities), and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these By-laws, no officers, agent or employee shall have any power or authority to bind the CoC by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 11.2 Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the CoC, and all notes or other evidences of indebtedness of the CoC, shall be signed on behalf of the CoC in such manner as shall from time to time be determined by resolution or policy of the Board.

Section 11.3 Deposits. All funds of the CoC not otherwise employed shall be deposited from time to time to the credit of the CoC in such banks, trust companies or other depositories as shall from time to time be determined by resolution or policy of the Board.

ARTICLE XII: INDEMNIFICATION

Section 12.1 Authorized Indemnification of Directors and Officers.

12.1.1 Unless clearly prohibited by law or Section 12.2 of these Bylaws, , the CoC shall indemnify any Director or Officer of the CoC (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, other than one by or in the right of the CoC to procure a judgment in its favor, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of any other corporation of any kind, domestic or foreign, or. any partnership, joint venture, trust, employee benefit plan or other enterprise in which the Indemnified Person served in any capacity at the request of the CoC (“Other Entity”), by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or Officer of the CoC, or (b) is serving or served such Other Entity in any capacity. The CoC shall indemnify the Indemnified Person against all judgments, fines, amounts paid in settlement (provided the CoC shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation actually and necessarily incurred, with respect to any such threatened or actual action or proceeding, and any appeal thereof, provided that such Director or Officer acted, in good faith, for a purpose that the Director or Officer reasonably believed to be in , or in the case of service for any Other Entity, not opposed to the best interests of the CoC and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that the Director’s or Officer’s conduct was unlawful. [NPL §722(a)]

12.1.2 The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such Director or Officer did not act, in good faith, for a purpose which the Director or Officer reasonably believed to be in, or, in the case of service for any Other Entity, not opposed to, the best interests of the CoC or that he had reasonable cause to believe that the Director's or Officer's conduct was unlawful. [NPL §7822(b)]

Section 12.2 Indemnification in Actions by the CoC. In any action by or in the right of the CoC to procure a judgment in its favor, the CoC shall indemnify any person made, or threatened to be made, a party to such action by reason of the fact that the person, his or her testator or intestate, is or was a Director or Officer of the CoC or is or was serving at the request of the CoC as a director or officer of any Other Entity, against amounts paid in settlement and reasonable attorneys' fees, actually and necessarily incurred by the Director or Officer in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Director or Officer acted, in good faith, for a purpose which the Director or Officer reasonably believed to be in, or, in the case of service for any Other Entity, not opposed to, the best interests of the CoC, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such Director or Officer is adjudged to be liable to the CoC, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the Director or Officer is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper. [NPL §722(c)]

Section 12.3 Prohibited Indemnification.

12.3.1 The CoC shall not indemnify any Director or Officer if a judgment or other final adjudication adverse to the Director or Officer (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

12.3.2 If a settlement approved by the court contains any condition with respect to indemnification that is inconsistent with indemnification provided by these Bylaws, the CoC shall comply with the terms of the settlement and shall not provide any indemnification that is not consistent with the settlement. [NPL§725(b)(2)]

Section 12.4 Advancement of Expenses. The CoC shall, on request of any Director or Officer who is or may be entitled to be indemnified by the CoC under Section 12.1 of these Bylaws, pay or promptly reimburse the Director's or Officer's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Director or Officer makes a binding, written commitment to repay the CoC, with interest, for any amount advanced for which it is ultimately determined that the Director or Officer is not entitled to be indemnified under the law or Section 12.1 of these Bylaws. [NPL §§723(c), 725(a)] The Director or Officer shall cooperate in good faith with any request by the CoC that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 12.5 Indemnification of Corporate Personnel. Unless clearly prohibited by law, the Board may approve indemnification or advancement of expenses by the CoC, on the same terms and conditions as indemnification or advancement of expenses is provided to Directors and Officers in Sections 12.1.1, 12.3 and 12.4, to a person (or the testator or intestate of a person) who is or was employed by the CoC or who is or was a volunteer for the CoC, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the CoC in any capacity for any Other Entity ("Corporate Personnel"). [NPL §202(a)(2)]

Section 12.6 Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against Director, Officer or Corporate Personnel, if indemnification has not been ordered by a court the Board shall, upon written request by the Director, Officer or Corporate Personnel, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 12.3 of these By-Laws. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 12.7 Binding Effect. Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 12.8 Insurance. The CoC may purchase Directors' and Officers' liability insurance if authorized and approved by the Board of Directors. [NPL§726(a)] To the extent permitted by law, such insurance may insure the CoC for any obligation it incurs as

a result of this Article or any provision of New York State law [NPL §§726(a)(1), (2)]. The CoC may insure directly the Directors, Officers, employees or volunteers of the CoC for liabilities against which they are not entitled to indemnification under this Article or any provision of New York State law. [NPL 726(a)(3)] Any such insurance contract complies with Section 726(b) of the New York State Not-for-Profit Corporation Law.

Section 12.9 Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the CoC with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE XIII: GENERAL

Section 13.1 Adoption of Policies and Procedures. The Board or designated committee of the Board, by resolution, shall adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the CoC, including, but not limited to, policies required by 24 CFR 578, as amended, a Conflict of Interest policy, and a Compensation policy; provided, however, that no rule, regulations, policy or procedure may be adopted by the CoC that is contrary to these By-laws and applicable law as may be amended from time to time.

Section 13.2 Books and Records. The Chairperson, or the Chairperson's designee, shall keep at the office of the CoC:

- 13.2.1 correct and complete books and records of account;
- 13.2.2 minutes of the proceedings of the Board, any Committees of the Board and of any Committees of the Corporation;
- 13.2.3 a current list of the members of the Board of Directors and officers of the CoC and their residence addresses;
- 13.2.4 a copy of these By-laws;
- 13.2.5 copies of all policies, procedures and standards established by the CoC, and all documents generated pursuant to such policies, procedures and standards; [24 CFR 758.013(a)(12)]
- 13.2.6 a copy of the CoC's application for recognition of exemption with the Internal Revenue Service; and
- 13.2.7 copies of the past three (3) years' information returns and Form 990-T's (if any) filed with the Internal Revenue Service.

Section 13.3 Investment Matters. The Board shall complete the following actions with respect to oversight, management and reporting on donor restricted and investment assets:

- 13.3.1** Adopt or reaffirm a written investment policy, setting forth guidelines on investments and delegation of management and investment functions in accord with the standards of the New York Prudent Management of Institutional Funds Act (“NYPMIFA”), and in compliance with New York State Not-for-Profit Corporation Law Section 514.
- 13.3.2** Cause accurate accounts to be kept regarding donor restricted assets separate and apart from the accounts of other assets of the CoC. Unless the terms of a particular gift provide otherwise, the Treasurer shall make an annual report to the Board of Directors concerning assets subject to a donor restriction and the use made of such assets and of the income thereof.
- 13.3.3** Unless otherwise delegated to an investment committee, review and establish an annual spending rate for endowment funds in accordance with NYPMIFA.

Section 13.4 Notices.

- 13.4.1** How Provided. All notices required to be provided by these Bylaws shall be provided by (a) personal delivery, (b) first class mail, postage prepaid to the last address provided by the recipient of such notice, (c) overnight or other courier delivery to the last address provided by the recipient of such notice, (d) fax to the last fax number provided by the recipient of such notice, or (e) electronic mail to the last e-mail address provided by the recipient of such notice. [NPL§711(b)]
- 13.4.2** Waiver. Waiver of notice may be made by (a) a Director’s attendance at a meeting without protesting, prior thereto or at its commencement, the lack of notice or (b) in writing or electronically. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. [NPL§711(c)]
- 13.4.3** Notice of Adjourned Meetings. A majority of the Directors or committee members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board or a committee to another time or place shall be given to the Directors or committee members who were not present at the time of the adjournment and to the Directors or committee members present at the time of adjournment if the such time and place of the reconvened meeting are not announced at the meeting. [NPL§711(d)]

ARTICLE XIV: FISCAL YEAR

The fiscal year of this corporation shall correspond to the calendar year.

ARTICLE XV: RULES OF ORDER

In all matters of parliamentary procedure not covered or contradicted by these by-laws, the Laws of the State of New York, in particular the Not-for-Profit Corporation Law, the rules and regulations of the State of New York as codified in the New York Code of Rules and Regulations (NYCRR), the Internal Revenue Service Code, and the Income Tax Regulations promulgated there under, and by the contracts entered into by the CoC with government, foundation or other funding sources, Roberts Rules of Order shall be the parliamentary authority.

ARTICLE XVI: AMENDMENTS

These By-Laws may be repealed or amended at any regular or special meeting of the Board of Directors by resolution of the Board of Directors provided: 1) The resolution is passed by two-thirds majority at a duly convened meeting and, 2) a written copy of the proposed Amendment is delivered together with the notice of such meeting to each Board Member, not later than ten (10) business days prior to the meeting. Upon Amendment, a certified copy of these By-Laws signed by the Secretary shall be entered in the minutes of the Board of Directors.

History

Date Adopted	Changes Made/Comment
1/2015	Bylaws adopted
3/19/19	Purposes elaborated, removed references in Article IV to “stakeholders,” modification of private sector representation, added term limits, revised process for removal of directors & officers, added requirement that Chair and Vice-Chair be non-conflicted, established the Executive Committee, converted Grant Applications Committee to Project Selection and Monitoring Committee and revised its purposes, converted Governance and Stakeholder Development Committee to the Governance and Nominating Committee and revised its purposes, added the Finance Committee as a committee of the corporation, added the Stakeholder Advisory Committee, established the components of the annual meeting, added process for calling special meetings of the Board, added indemnification provisions, added provisions regarding investments
11/10/2020	Removed term limits
10/10/2023	Amended and Restated; See Proposed By-Law Changes, October 10, 2023 for list of revisions

Partners Ending Homelessness
Proposed By-Laws Changes
October 10, 2023

Housekeeping

- Sections re-numbered to permit easier reference to each without the need to reference the article in which the section appears.
 - In some instances, large sections were separated into sub-sections to facilitate reference.
- Where appropriate statutory or regulatory definitions are incorporated to facilitate understanding by those not familiar with the terms and to assure compliance and avoid the need to refer to the statute or regulation. In some instances, adding an entire provision would burden the Bylaws. For example, the HUD regulations mandated a long list of policies to be adopted by the Board. Rather than list all the policies, in that instance, reference is made only to the regulatory provision.
- Where they By-Laws reflect regulatory or statutory provisions, incorporated more of the regulatory language to avoid inadvertently misleading provisions.

Sections 3.1. Purpose

- Adds provisions from the HUD regulations to add detail to the functions already listed in the Bylaws.

Section 5.1 General Management

- Adds a sentence indicating that the By-Laws serve as the governance charter required by HUD and will be reviewed annually in collaboration with the HMIS Lead and the applicants designated by Partners for grant application.

Section 5.1.1(a) Quorum

- Adds a sub-section that specifies the size of a quorum for the Board, tracking the Not-For-Profit Corporation Law (“NPL”).
- Adds a footnote incorporating the NPL definition of the “entire board.”

Section 5.1.1(b) Action by Majority Vote

- Adds a sentence in compliance with the NPL to count a director who is recused as present for purposes of determining the number of votes needed for a majority.

Section 5.1.1(d) Transactions Involving Real Estate

- As written this subsection permits a Committee of the Board to approve transactions involving real estate including purchases, sales, mortgages and leases. The only exception is a transaction involving substantially all of Partners’ assets (which under the NPL requires the Board to act).

Sections 5.1.1(e) and (f) Board Vote Required for Certain Actions

- Language added that tracks the NPL to facilitate compliance with the NPL when:
 - Reducing the number of directors set by the By-Laws;
 - Altering provisions of the Articles or By-Laws regarding the Board quorum and votes required to transact business.

Section 5.1.1(g) Actions without a Meeting

- To conform the requirements for actions taken without a meeting to those specified in the NPL, including the addition of consents via email (referred to in the NPL as “electronic.”)

Section 5.1.(h) Meeting Held by Electronic Means

- To conform the provision to the NPL.

Section 5.2.3 Voluntary Board

- Adds this provision to acknowledge the HUD requirement that the Board be voluntary.
- Since the Board is voluntary adds a provision from the NPL that Directors cannot receive dividends or other distribution of CoC funds.
- Acknowledges that under the NPL Directors may receive compensation for expenses incurred on behalf of Partners as approved pursuant to Partners' policies.

Section 5.2.4 Public Sector Organizational Representation

- Adds language permitting the City, RHA, and Monroe County Departments of Human Services and of Planning and Development to appoint alternates as permitted by the NPL, and requiring nomination through the Board nomination process.

Section 5.2.7 Homeless Representation

- Adds this provision to acknowledge the HUD requirement that the Board include an individual who is homeless or is formerly homeless.

Section 5.2.8 At-Large Representation

- Adds this provision to acknowledge the HUD requirement that the Board include individuals with the skills necessary for Partners' Board to succeed.
- We already have had discussions regarding the need for a skills inventory and filling any gaps that exist. This HUD requirement provides guidance.

Section 5.3.1 Election and Terms

- Adds language from the NPL regarding the need to keep the three classes of Directors as equal as possible in size per NPL. Currently
 - Class of 2024 = 8
 - Class of 2025 = 2
 - Class of 2026 = 6
 - There is one open seat without a class designation - Monroe County Child & Family Services
 - Total number of existing directors – 16; Bylaws allow up to 23
- Adds language to identify the process for nominations as required by the NPL and HUD.

Section 5.3.2 Length of Term

- Adds language tracking the NPL to indicate that Directors serve to the end of their term “and until the Director’s success has been elected and qualified.”

Section 5.4.1 Vacancies – Organizational Representatives

- Adds language to reflect the addition of alternates for organizational representatives.

Section 5.4.3 Vacancies – Removal of Directors

- Moves the removal of officers to the Article that addresses officers.
- Adds a provision for removal of Directors for unexcused absences.

Section 5.4.4 Filling Vacancies

- Adds a provision to specify that vacancies are filed by a majority vote of the remaining directors following nomination by the Governance Committee.

Section 5.5 Review of Board Composition and Process for Selection

- Adds a provision to reflect a HUD requirement for review of the By-Laws at least once every 5 years.

Section 6.1 Officers

- Clarifies that any two offices except Chair and Secretary may be held by one person, removing the references to Treasurer and Secretary as permitted to be held by one person. The change permits addition of other officers without the need to amend the By-Laws at that time.
- The current By-Laws state that the Chairperson and Vice-Chairperson “should be non-conflicted.” The proposed draft of the By-Laws uses “shall.”
- The provision now refers to the conflict of interest policy as the means of determining whether a conflict exists.

Section 6.2 Terms

- Adds language tracking the NPL to indicate that Officers serve to the end of their term “and until the Officer’s success has been elected and qualified.”

Section 6.5 Removal of Officers

- Relocates the language from the section dealing with removal of Directors.
- NOTE:** The only provision in the NPL that addresses removal without cause permits removal by the members [NPL§706(a)]. The NPL does not provide a specific provision for removal without cause for non-member corporations. Section 602(f) permits the By-laws to “contain any provision relating to the business of the corporation, the conduct of its affairs, . . .the rights or powers of its members, **directors or officers**, not inconsistent with the chapter or any other statute of this state or the certificate of incorporation.” (emphasis added) I find nothing in the NPL that would prohibit the board of a non-member corporation from removing a director without cause.

Section 6.6 Filling Vacancies

- Adds a provision for filling vacancies among the officers.
- NOTE:** The NPL does not contain a provision regarding filling vacancies among officers as it does for Director vacancies. However, since currently all Officers are Directors, it is reasonable to include a provision for Officers that is similar to the NPL provision for Directors.

Section 71. Appointments to Committees

- Confirms the election of committee members to the NPL.
- Moves the requirement for minutes and their distribution to the Board to Section 7.2 – Meetings

Section 7.2 Meetings

- Adds language moved from Section 7.1 regarding minutes and distribution to the Board.
- Adds a requirement that committee minutes be stored with the Board’s minutes. (See Section 13.2)

Section 7.5 Committee of the Board

- Moves the authority of the Committees of the Board to Section 7.5.3 Committee Authority.

Section 7.5.1 Executive Committee

- The NPL and the Bylaws draw a distinction between Committees of the Board and Committees of the Corporation. Committees of the Corporation may include individuals who are not Directors. Committees of the Board must be comprised solely of Directors. Since the Executive Committee is a Committee of the Board and may act on behalf of the Board in certain circumstances, this provision limits membership on the Executive Committee to Officers and Chairs of the Committees of the Board.

Section 7.5.3 Committee Authority

- Relocates the authority of the Committees of the Board from Section 7.5.
- Adds limitations on the authority of Committees of the Board from the NPL.

Section 7.6 Committees of the Corporation

- Makes minor changes to conform to the NPL or HUD requirements, or for clarity.

Section 9.2 Annual Meetings

- The December Board meeting at which elections are held is now recognized separately from the annual meetings attended by the Stakeholders.
- HUD regulations require that there be at least two Stakeholder meetings a year. The changes create two such meetings, one in January to cover an annual operating report and the results of elections, and one following the completion of the annual financial audit for review of the audit.

Section 9.4 Regular Meetings of the Board

- Conforms the provision to the NPL, including elimination of notice of regular meetings when the Board fixes the time and place for regular meetings.

Section 9.5 Special Meetings

- Moves the specifics of how notice is delivered to Section 13.4.1 -Notices How Provided

Section 12.1 Indemnification

- As originally drafted the By-Laws appeared to permit the organization to indemnify literally anyone.
- The provision is revised to track to the NPL which permits indemnification of Directors and Officers.
- The NPL permits indemnification of "corporate personnel" which is addressed in Section 12.5.

Section 12.2 Indemnification in Actions by the CoC

- The NPL permits the indemnification of Directors or Officers for amounts paid in settlement and reasonable attorneys' fees incurred in defense of the action if:
 - The Director or Officer acted in good faith;
 - For a purpose the Director or Officer reasonably believed to be in the best interests or not opposed to the best interests of the CoC; but not if
 - The action is disposed of while threatened or pending; or
 - If the action is adjudicated the Director or Officer is found liable to the CoC.
- The By-Laws currently do not include such a provision.
- The revisions incorporate the NPL provisions.

Section 12.3 Prohibited Indemnification

- Adds a new section 12.3.2 to conform with the NPL requiring the CoC indemnification to comply with any court approved settlement that may contain different terms.

Section 12.5 Indemnification of Others

- Adds language to make the terms and conditions for indemnification of employees and volunteers the same as for Directors and Officers.

Section 12.8 Insurance

- Conforms the section to the NPL.

Section 13.1 Adoption of Policies and Procedures

- Adds a reference to policies required by HUD.

Section 13.2 Books and Records

- Added the requirement to maintain committee minutes with the Board minutes.
- Added a requirement that all policies and procedures be maintained in the office of the CoC as required by HUD.

Section 13.3.1 Investment Policy

- Adds reference to NPL §514 which addresses the delegation of investment management.

Section 13.4 Notices

- This new section consolidates the notice requirements rather than repeating them in several locations in the By-Laws and conforms to the NPL.

Section 13.4.1 How Provided

- Adds notice by overnight courier.

Section 13.4.2 Waiver

- Adds provision that conforms to the NPL setting the standards for when and how waiver of notice may occur.

Section 13.4.3 Notice of Adjourned Meetings

- Adds a provision that conforms to the NPL to indicate that notice needs to be given to absent Directors or committee members, but not to those present when a meeting is adjourned unless the date and time for reconvening the meeting is not announced at the meeting.

History

- Adds a table to track revisions and the dates of revisions