

DRAFT

CONCHO VALLEY HOMELESS
PLANNING COALITION
BY-LAWS

DRAFT

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**BYLAWS
OF
CONCHO VALLEY HOMELESS
PLANNING COALITION**

**ARTICLE I
NAME AND DESCRIPTION**

The name of this organization shall be Concho Valley Homeless Planning Coalition, recognized by the participating local agencies of the Concho Valley as the proper body to carry out the purpose of planning for and resolving homeless issues and functions as set out in these by-laws.

Service for the Concho Valley Homeless Planning Coalition shall be sent to P.O. *****, San Angelo, Texas 769*** or locations as duly designated by formal action of the Board of Directors.

**ARTICLE II
PURPOSE**

1. The purpose and function of the Concho Valley Homeless Planning Coalition shall be: to facilitate understanding of services provided by our members who work to support the homeless population in the Concho Valley area as well as carry out the provisions and intentions of the McKinney-Vento Homeless Assistance Act, as it may be from time to time amended.
2. To work with the three significant groups in the community, that is, the homeless, the public and the private sector, to seek out, identify and help eliminate the causes of homelessness within the Concho Valley.
3. To make the communities of the Concho Valley more responsive to the needs and interests of the homeless population by mobilizing all available resources to bring about a greater institutional sensitivity to the needs of the homeless and help meet those needs.
4. To plan and develop a system of activities and projects for the most effective and efficient use of resources to help eliminate homelessness in the Concho Valley.

**ARTICLE III
GOVERNING BOARD**

The governing body of this coalition shall be its Board of Directors, which shall be comprised in accordance with the terms of these By-laws. The following membership for the Board of Directors of Concho Valley Homeless Planning Coalition will be recognized as of the date of adoption of these bylaws, until changed by the Board of Directors.

It is the intention of the coalition to have a board that is all inclusive and representative of the entire community to include: elected officials; members representing the homeless and low-income; organizations providing service to the homeless and low-income; faith based organizations; and members representing the private sector.

The board of directors encourages a diverse representation of members in terms of ethnicity, age, profession and background.

ARTICLE IV BOARD MEMBERSHIP REQUIREMENTS

The membership of the Board of Directors of Concho Valley Homeless Planning Coalition shall be compromised of no less than 9 members. The board shall actively recruit former homeless persons to serve on the board and strive to maintain not less than one homeless or former homeless member on the board.

All members shall be approved by the Board of Directors.

It is the intention of the coalition to have representation from all areas within the service delivery area if possible.

1. Members selected to represent governmental entities (the public sector) shall be nominated by official action of the governmental entity making the nomination.
2. Members selected to represent the homeless and low-income shall be nominated by the board; an organization providing service to the homeless or low-income; a faith based organization; public entity; or by a private organization.
3. Members selected to represent an organization providing service to the homeless or low-income shall be nominated by official action of the nominating organization.
4. Members selected to represent the private sector should be nominated by community based organizations and/or businesses.

RESIDENCE OF MEMBERS

All board members must reside within the coalition's service delivery area and ideally members will be selected to provide representation for all geographic areas within the service area.

LIMITATIONS OF BOARD SERVICE

All members of the board are elected to a three year term and may serve for a maximum of three consecutive terms before vacating the board. All board members must remain in good standing pursuant to these By-laws, any additional rules established by the board for service on the board and retain the approval of the original nominating organization.

VACANCIES

A vacancy in board membership or office because of death, resignation, or otherwise, may be filled by the board for the unexpired portion of the term. Board vacancies shall be filled as soon as reasonably possible.

REMOVAL OF BOARD MEMBERS

Members may be removed by official action of the board.

Board members may be removed from membership for willful misconduct. Removal for cause must be supported by a two-third vote of a meeting at which a quorum is present. A Show of Hands will be used in voting on all motions to remove a board member for cause.

Any member of the Board who, without just cause, is absent from three consecutive regularly scheduled meetings of the Board shall no longer be a member of the Board.

COMPENSATION

Board members are not entitled to a regular compensation for their service on the board. Reimbursement of reasonable and necessary travel expenses incurred by a board member in carrying out his/her official duties as a coalition board member is allowed.

CONFLICT OF INTEREST

A member on the Board of Directors who is an officer, an employee or representing an organization contracting to perform any component of a Concho Valley Homeless Planning Coalition program must publicly abstain from voting on any contract or funding commitment that affects the organization the board member represents. Board members cannot directly contract to perform any component of a Concho Valley Homeless Planning Coalition program.

No board member, employee of the Concho Valley Homeless Planning Coalition, U. S. Department of Housing and Urban Development (HUD), The Texas Department of Housing and Community Affairs (TDHCA), the Veterans Administration, US Department of Health and Human Services and other appropriate Federal or State agencies may serve on the Board in a capacity that will require him/her individually to act as an agent of or as attorney for the Concho Valley Homeless Planning Coalition in its dealings with any State or Federal agency.

Coalition employees and family members of employees cannot serve on the board.

ARTICLE V PETITIONING PROCEDURE

Any public, private, community group or representative group of the homeless or low-income that feels itself inadequately represented on the Board may petition for adequate representation.

Any such petition must be signed by fifty members of the petitioning group or by fifty percent of the bonafide members of that group or organization.

The organization or groups presenting such a petition shall be promptly afforded an informal open hearing before the board in order that they may have a full and fair opportunity to present their request.

When a petitioning group is granted a seat on the Board pursuant to such a hearing, that representative shall be promptly seated and afforded all rights and privileges of any other member of the Board.

A written statement of the Board's action on such petitioning shall be submitted to the petitioning group, placed in the minutes of the coalition and forwarded to the proper agency the coalition contracts with if required by that agency.

ARTICLE VI MEETING OF THE BOARD

Meetings will be conducted in accordance with Robert's Rules of Order, Revised. All regular, special and committee meetings of the board shall be open to the general public. Closed/Executive sessions may be permitted. If permitted Closed/Executive sessions shall be governed pursuant to 551 of the Texas Government Code (The Texas Open meeting Act).

All meetings may be conducted in accordance with the Texas Open Meetings Act and all coalition records governed by the Texas Open Records Act and must be in accordance with the HIP AA Act of 1996 as amended from time to time, and the Standards for Privacy of Individually Identifiable Health Information Act of 2003 as amended form time to time.

Regular meetings are held the first Wednesday every month at 9:00 A.M. or at such time as may be determined by the Board of Directors at a prior meeting.

Meeting locations may be set by the board at prior meetings and should be convenient for handicapped, homeless and low-income individuals.

Special meetings may be called by the Chairman of the Board or upon the request of any five members of the Board and are subject to the notice requirements of this Article.

Written notice stating the agenda, the place, date, and time of each meeting shall be sent to each board member not less than five (5) days in advance of the meeting.

QUORUM REQUIREMENT

Fifty percent of the non-vacant membership will determine a quorum.

OFFICIAL ACT

An act of the majority of the Directors at any meeting at which a quorum is present shall be an act of the Board.

A Show of Hands will be used in voting on all motions to call a closed session of the Board, remove a board member for cause, hire or fire an Executive Director, or elect any officer of the coalition.

Each member of the Board shall be entitled to one vote. Proxy voting is prohibited.

MINUTES OF MEETINGS

An Agenda of each regular and special called meeting of the Board shall accompany the notice of that meeting and shall be sent to all board members. No meeting, be it regularly scheduled or special called, may address the issues of; removal of a member of the Board for cause, the election of officers of the Board, the amendment or revision of these Bylaws, or the

hiring or firing of an Executive Director of the coalition unless such items appear on an agenda circulated pursuant to the notice requirements of this Article.

The Board shall keep for each meeting written minutes, which include a record of all members attending and all motions, seconds, and votes. Minutes of the previous meeting shall be distributed to all members with the next meeting agenda, and shall be made available to the public upon request. The Board shall also make available to the public upon request translations of the minutes in areas where a significant portion of the poverty population does not speak English.

ARTICLE VII OFFICERS OF THE BOARD

The officers of coalition shall be the Chairman, Vice-Chairman, Secretary and Treasurer.

All coalition officers shall be duly selected members of the Board.

Chairman

The Chairman shall be the principal representative of the corporation and subject to the control of the Board.

When present, preside at all meetings of the Board. Sign with other designated individuals authorized by the Board, any contract, check, agreement or other instrument authorized by the Board. In general, shall perform all duties incident to the office of chairman and such other duties as from time to time may be prescribed by the Board. Shall serve as or designate a public information officer (PIO) for the coalition. The PIO shall be the one point contact for the media.

The Vice-Chairman shall perform all duties of the Chairman of the Board in the absence of that officer and perform such other duties as may be assigned by the Board.

Secretary

The secretary shall see that all minutes of the Board are kept, all notices are duly given in accordance with the provisions of these bylaws or required by law, be custodian of the records of the Board, the seal, and keep a register of the address of each board member.

Treasurer

The treasurer shall be responsible for the financial affairs of the Coalition. This responsibility shall include serving as chair of any Finance Committee, assure monies belonging to the corporation are deposited in a bank approved by the Board, bills of the agency are paid in a timely manner, the submission of a financial report to board members, arranging for the annual examination and Audit of coalition records, submitting the annual finance report at the annual meeting, and such other duties as may be prescribed by the Board from time to time.

No officer of this corporation shall receive compensation for duties performed in the exercise of his/her office.

The office of Secretary and Treasure may be filled by one person.

Election of Officers

Officers of the coalition shall be elected annually. Officers shall serve for a period of one year and may succeed themselves in office upon proper action of the Board.

ARTICLE VIII COMMITTEES OF THE BOARD

Executive Committee

As required, the Chairman may appoint an executive committee composed of board members to transact routine and ordinary business of the board between meetings of the full board. The Chairman shall chair any Executive Committee. The Chairman shall report on committee actions taken between meetings at the next regular meeting of the full Board. The Executive Committee may be a standing committee.

Standing Committees

The Chairman may appoint such standing committees as the Board deems necessary. The Chairman shall appoint all committee chairs. Standing committees may include, but are not limited to: a Policy Committee, a Finance Committee, a Planning and Priorities Committee, an Oversight and Monitoring Committee and a Board Nominating Committee.

Special Committees

From time to time, the Chairman may appoint special committees depending upon the needs of the Board. Such committees may have policy-making or advisory functions and shall serve for as long as their need exists.

Membership

All standing and special committees should fairly reflect the full composition of the board. The committee chair may appoint an ex-officio secretary for the committee. The committee chair must report on committee actions at the next meeting of the full board. Each standing or temporary committee may include ex-officio members with particular areas of expertise to assist that committee. These ex-officio members may not hold chairmanship of a committee, and they will not have a vote.

Ratification

Any and all acts of any and all standing and special committees must be ratified by action of the Board at the next scheduled meeting of the board.

Quorum and Act

A majority of committee members present and voting shall constitute a quorum of that committee. Any act of the majority of committee members at which a quorum is present shall constitute an act of that committee. Voting by proxy is not permitted at any committee meeting.

Notice

Each member of a committee must be notified in writing of the time, date, and location of

such meeting at least five (5) days before the committee shall meet. This notice requirement may be waived upon written agreement of all members of the committee. All board members should be notified of all committee meetings.

**ARTICLE IX
POWER OF THE BOARD
GENERAL POWERS**

The Board of Directors shall have the ultimate responsibility for the planning, coordination, evaluation and administration of the Concho Valley Homeless Planning Coalition. In this regard the Board shall have the power to receive and administer funds pursuant to the McKinney-Vento Homeless Assistance Act, as amended; to receive and administer funds and contributions from private or local public sources; to receive and administer funds under any Federal or State assistance program targeting the homeless pursuant to the requirements of those programs.

The Board shall have the power to transfer funds, to receive and to delegate powers to other agencies subject to its overall program responsibilities.

The Board shall have the power to contract and to perform all acts necessary to carry out its function in accordance with McKinney-Vento Homeless Assistance Act, as amended. The Board shall have the authority to appoint an Executive Director and define the duties of the director; however" the Board should not become involved in the selection of any other employee of the Concho Valley Homeless Planning Coalition or offer day to day instruction or duties of agency employees except as may be defined in the agency's policy manual and approved by the board.

**CONTRACTING FOR PERFORMING COMPONENTS OF THE CONCHO VALLEY
CONCHO VALLEY HOMELESS PLANNING COALITION WORK PROGRAM.**

Whenever the Concho Valley Homeless Planning Coalition chooses to place the responsibility for planning, conducting, or evaluating a component of its work program funded by McKinney-Vento Homeless Assistance Act with another organization, it shall formalize the relationship with that organization in a contract which states the specific responsibilities contracted and the conditions for performance. The Board may delegate these responsibilities only to organizations whose boards of directors have a membership in compliance with the McKinney-Vento Homeless Assistance Act, as amended.

When the Concho Valley Homeless Planning Coalition places the responsibility for major policy determinations with respect to the character, funding, extent, and administration of the budgeting for programs to be carried on in a particular geographic area within the community, in a subsidiary board or council, that board or council shall have a membership in compliance with the McKinney-Vento Homeless Assistance Act. These boards shall include in their bylaws procedures for seating members representing the homeless and low-income; organizations providing service to the homeless and low-income; faith based organizations; and elected public officials who represent the area served by the board and who wish to be seated on it.

ARTICLE X MEMBERSHIP

Determination and Rights of Members: No member shall hold more than one membership in the coalition. Each member shall have the same rights, privileges, restrictions and conditions. All members shall serve without compensation.

Qualifications of Members: The qualifications for membership in this coalition are as follows: Any agency dedicated to the purposes of the coalition and who maintains an office and program or executive director with fiscal responsibility and qualifies under Section 501(c)(3) of the Internal Revenue Code and is a nonprofit agency. Member organizations include but are not limited to: churches, faith-based organizations, non-government organizations, and social service organizations. Member agencies must inform the Secretary of the coalition as to the name of its representative.

Admission of Members: Applicants shall be admitted to membership by submitting an application to the Board Chair. Membership shall be granted by a two-thirds vote of the member of the Board of Directors present and eligible to vote.

Number of Members: There is no limit on the number of members the corporation may admit.

Nonliability of Members: A member of this coalition is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Nontransferability of Membership: No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's dissolution from the coalition.

Termination of Membership: Grounds for termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- Upon his or her notice of such termination delivered to the Board of the coalition personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- Upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the coalition.

Procedures for expulsion. Following the determination that a member should be expelled, the following procedure shall be implemented:

- A notice shall be sent by mail to the last address of the member as shown on the coalition records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.
- The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than 5 days before the effective date of the proposed expulsion. The hearing will be held by the board of directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
- Following the hearing, the board of directors shall decide whether or not the member should in fact be expelled or suspended. The decision of the board shall be final.

Rights on Termination of Membership: All rights of a member in the coalition shall cease on termination of membership.

ARTICLE XI AMENDMENT OF BYLAWS

These Bylaws may be amended, altered or revised at any time by an act of the Board. Any amendment, alteration or **revision** of these Bylaws shall be subject to the notice and agenda requirements of Article VI of these bylaws and cannot be changed or amended without a two-thirds vote of two-thirds of the board present and voting. All amendments, alterations or revisions of these Bylaws shall take effect upon adoption and be promptly transmitted to the proper Federal or State agency the coalition contracts with as required.

ARTICLE XII INDEMNIFICATION

The coalition shall defend and indemnify any board member, director, officer, or employee, of the corporation against expenses and costs (including attorney's fee) actually and necessarily incurred by him/her and any amount paid in settlement of, or satisfaction of judgments in connection with any claim (whether or not legal action is filed), action, suit, or proceeding, whether administrative, civil or criminal in nature, of which he/she is made a part by reason (in whole or part) of being or having been such a board member director, officer, or employee (whether or not a board member, director, officer, or employee at the time such costs or expenses are incurred by or imposed upon him/her), except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be guilty of gross negligence, willful or wanton conduct, or intentional misconduct in respect of the matter in which indemnity is sought. Such right of defense and indemnification shall not be deemed exclusive of any other rights to which such board member, director, officer, or employee may be entitled by law otherwise. No Federal funds will be used for legal fees without prior authorization from the Federal agency the coalition contracts with. The coalition may purchase an insurance policy which provides defense and indemnity substantially in accord with this Article in the first instance, but shall not relieve the corporation of its obligation to defend and indemnify a person covered by this Article.

ARTICLE XIII DISSOLUTION OF THE COALITION

Dissolution of this coalition shall be in compliance with the laws of the State of Texas and those pertinent policies, procedures, requirements and regulations of the Federal and or State agencies the coalition has contracts.

Upon the dissolution of the coalition, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the coalition, dispose of all of the assets of the coalition exclusively for the purposes of the coalition in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such proposes or to such organization or organizations, as said Court shall determine, which are organized and

