

Bylaws of the Alliance for Housing

ARTICLE I

NAME, MISSION, AND PURPOSE

- 1.0 Name-** The name of this Organization shall be the Alliance for Housing, Oakland County Continuum of Care.
- 1.1 Mission-** To support housing solutions by promoting community partnerships.
- 1.2 Purpose-** The purposes of the Alliance for Housing, Oakland County Continuum of Care are as follows:
- 1.2.1** To establish a collective response that addresses homelessness and affordable housing in our community.
 - 1.2.2** To develop a local system that identifies gaps in homeless services and creates solutions to overcome those barriers.
 - 1.2.3** To end homelessness in our community by linking people in need with the services they require.

ARTICLE II

MEMBERSHIP

- 2.0 Membership-** Alliance for Housing is open to any person or Organization whose purpose aligns with that of the Alliance, as stated in Article 1.2.
- 2.0.1** Membership includes, but is not restricted to, nonprofit organizations, federal, state or local governments, mental health agencies, school districts, businesses, , human service providers and individuals who have been homeless or who have other special needs.
 - 2.0.2** A public invitation for new members shall be made on an annual basis.

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- 2.1 Annual Dues-** A membership fee for an Organization or an individual is required on an annual basis in an amount determined by the board
- 2.1.1** Membership fees are due on January 1st.
- 2.2 Conduct-** Members shall conduct themselves in a respectable and orderly manner at all Organization activities or when representing the Organization. Discriminatory behavior serves as grounds for removal for both members and the Board of Directors.
- 2.3 Membership Meetings-** Full-membership meetings, with published agendas, shall occur at least quarterly.

ARTICLE III

BOARD OF DIRECTORS

- 3.0 Composition-** The duties and composition of the Board shall meet requirements set forth in Article 3.0 and 3.1 of the bylaws within 2 years after August 30, 2012. The Board of Directors shall include the following:
- 3.0.1** A member who is homeless or formerly homeless.
- 3.0.2** Representatives from organizations or projects serving the homeless or vulnerable populations in Oakland County.
- 3.0.3** Officers of the Board include President, Secretary, and Treasurer.
- 3.0.4** The Board of Directors shall consist of no less than 7 members and no more than 17 members.
- 3.0.5** Board members shall serve three-year terms, with no limits on the number of terms. The board will devise a system for staggering initial terms.
- 3.0.6** Members shall serve without compensation for their role.

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3.1 Duties and Conduct- The Alliance for Housing shall establish a Board of Directors composed of members that serve on behalf of the Organization. The OCH Executive Committee and capacity building work group shall be the first nominating committee. Members will elect Directors and approve any changes to the articles and bylaws. Written procedures pertaining to the Board selection process shall be composed, adopted, and updated every 5 years by the new Executive Committee of the Board [§ 578.7 (a) (3)], or as necessary to maintain compliance with federal regulations. The duties and conduct of the Board of Directors shall include the following:

3.1.1 Appropriately represent Organizations or projects that service the homeless or those at risk of homelessness in Oakland County.

3.1.2 Attend scheduled Board meetings that are set monthly for the first year. The Board will decide how often to meet thereafter.

3.2 Vacancies- Board Members may resign from their role in the Alliance for Housing through a written resignation presented to the President. Where a vacancy exists the Board may designate a successor to fulfill the vacated role until the position can be elected at the next annual membership election. The Board shall continue to act regardless of a vacancy.

3.3 Removal from the Board- A Board Member can be removed with or without cause from the Board of Directors by a majority vote of the remaining Board members. Causes for removal include:

1. Non-attendance
2. Undisclosed conflict of interest
3. Board members not in good standing (see article 4.6)
- 4) Misuse or funds or fraud (refer to articles 7.1.1, 7.1.2 and 7.1.3)by the board representative in any arena.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

4.0 Regular Meetings- Regular meetings shall be held a minimum of bi-monthly. The date, time, and place of the meetings will be determined by the Executive Committee, and these meetings shall be open to the public.

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- 4.1 Annual Meetings-** An annual meeting of the Board of Directors and its membership will take place annually.
- 4.2 Meeting Attendance-** Board Members shall attend monthly and annual meetings. A Board Member is subject to removal from the Board with 5 unexcused absences within one calendar year. A member of the Board shall be excused if the Secretary is contacted and made aware of the absence 24 hours in advance of the meeting. A member who does not notify the Secretary 24 hours in advance of the meeting shall be marked unexcused.
- 4.3 Notice-** Notice of meetings will be sent to the Board of Directors no less than ten days and no more than sixty days prior to the meeting date. The format of notice shall be through electronic communications , unless otherwise requested by the Board Member. The notice will include the date, time, purpose, and location where the meeting shall take place. Agendas and notification of new business shall also be distributed. The Board Member shall respond to the notice with their attendance at least 24 hours prior to meeting.
- 4.4 Voting-** New business shall be voted upon by Board Members. Each Board Member shall have a single vote and must be in good standing as noted in Article 4.6.
- 4.5 Quorum-** A quorum is required to vote upon all business. A quorum is defined as 51% of eligible voting members present at a meeting, including those available via phone. Actions shall not be ratified until a quorum is represented.
- 4.6 Good Standing-** Board Members must be in good standing in order to vote, including the payment of annual dues (Article 2.1) and attendance at monthly Board meetings (Article 4.2).
- 4.7 Conduct of Meetings-** Board meetings shall be presided over by the President of the Organization. The Secretary shall take minutes to be ratified by the Board.
- 4.8 Electronic Participation-** A Board Member may participate in the meeting through electronic communications available that can be heard by participating members. Electronic participation constitutes attendance at the meeting.

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- 4.9 Voting on Decisions Between Meetings**—Between board meetings, the Executive Committee is empowered to act on the Board's behalf to conduct CoC business if there are time constraints that make it impossible to bring together the board for a vote.

ARTICLE X

OFFICERS AND STAFF

- 5.0 Composition**- Officers shall be elected for two years terms and will include a President, Vice President, Secretary, and a Treasurer. Officers shall also become members of the Executive Committee. An Executive Director can be appointed to the position at the discretion of the Board.
- 5.1 Term**- Officers shall serve at the discretion of the Board for a two-year term after serving on the board for at least one year.
- 5.1.1**—Officers may serve no more than two consecutive terms in any position.
- 5.2 Duties**- The Officers shall be responsible for the following duties:
- 5.2.1 President**- The President shall be responsible for presiding over the Board and meetings of the Board of Directors. The President shall be elected from the Board of Directors and complete tasks as assigned by the Board.
- 5.2.2 Vice President**—The Vice President shall be available to stand in for the president if he/she is unavailable. The Vice President shall be elected from the Board of Directors and complete tasks as assigned by the Board.
- 5.2.3 Executive Director**- The Executive Director serve as a ex-officio, non voting board member and be hired by the Board of Directors to carry out the mission, policy, and Bylaws of the Organization. The Executive Director is subject to control of the Board of Directors and is the official representative of both the Board and the Organization to outside agencies. The Executive Director is responsible for activities issued by the Board and any of its Committees.

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In matters where the Bylaws do not designate an activity to a specific representative, the Executive Director shall undertake such a role. The Executive Director shall plan, organize, maintain and control the operations of the Organization; analyze the Organization's activities; attend all Board meetings; and advise the Board of the Directors of policy formation and relevant activities. The Executive Director shall be responsible for the employment, training, supervision and delegation of tasks as deemed appropriate to qualified Organization personnel.

5.2.4 Secretary- The Secretary shall be elected from the Board of Directors and is responsible for the following duties:

- 5.2.4.1** Take minutes during the Board of Directors meetings and ratify them.
- 5.3.4.2** Keep a current record of contact information for all Directors and Officers.
- 5.3.4.3** Be a custodian of the Alliance's records and documents of the Organization.
- 5.3.4.4** Notify Board Members of upcoming meetings, as provided in Article 4.2, and record member attendance.
- 5.3.4.5** Perform duties incident to the Organization and other duties assigned by the Board or President.

5.2.5 Treasurer- The Treasurer shall be elected from the Board of Directors and is responsible for the following duties:

- 5.2.5.1** Supervise the receipt and custody of funds and securities of the Organization.
- 5.2.5.2** Disburse and deposit funds of the Organization as ordered by the President or Board of Directors.
- 5.2.5.3** Maintain and complete books and accounts belonging to the Organization.

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6.0.3 Systems Coordination and Implementation Committee-

The Systems Coordination and Implementation Committee shall develop resources to implement community strategies, provide member agencies with access to technical assistance/training, and establish best practices, referrals and other tools to increase the Organization's effectiveness in the community.

6.0.4 Finance and Audit Committee- The Finance and Audit Committee shall create the annual budget and oversee monthly and annual financial receipts and disbursements in accordance with the budget, and enact annual audits on the books and accounts of the Organization.

6.0.5 Advocacy and Public Awareness Committee- The Advocacy and Public Awareness Committee shall inform the community of issues regarding homelessness, provide a platform for advocacy and public awareness of current political and legislative issues, and promote the Organization as a resource for the effective engagement of public and political entities.

6.0.6 Project Monitoring and Performance Outcomes Committee- The Project Monitoring and Performance Outcomes Committee shall promote the quality of all funded projects by evaluating project proposals, making funding recommendations, and monitoring progress. The committee shall also implement and monitor HMIS.

- 6.1** Committees shall develop and implement programs as deemed suitable by the Board of Directors.
- 6.2** Workgroups within the committee shall be composed of members of the Organization. Workgroups report to the committee and carryout goals of that committee.
- 6.3** Committee Chairpersons shall report the activity and efforts of their committee during the monthly board and quarterly membership meetings. Committees shall record minutes during their meetings and distribute them as desired by the Board of Directors.

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- 6.4** Each committee member is entitled to one vote and a quorum shall consist of at least one-third of recorded members. Votes shall be made in-person or through electronic means.

ARTICLE VII

INDEMNIFICATION AND LIABILITY INSURANCE

- 7.0 Indemnification-** Members of the Board of Directors, Officers, Members of Committees or persons who serve the Organization as a Director, employee, or agent shall be indemnified by the Organization as permitted by the Michigan Non-profit Corporation Act. A person shall be indemnified for the portion of expenses including attorney fees, judgments, penalties, fines, or amounts paid in settlement in which the person is entitled to be indemnified.
- 7.1 Non-exclusivity of Rights-** Persons are not entitled to indemnification if they fail in their duties. The following indicates areas and procedures in which persons are *not* diligent for protection:
- 7.1.1** Funds are misused as a result of neglect and misbehavior. Directors shall remain up-to-date of the activities of the Organization and receive summaries of officer performance.
 - 7.1.2** The Organization is harmed by the depletion of assets due to the Director's failure in duties or by acting in bad faith or fraud. In such a case the Director shall be personally liable to the Organization and creditors.
 - 7.1.3** In cases where there is possible misbehavior or neglect by the Officers or subordinates, Directors are required to investigate and correct misconduct.
- 7.2 Liability Insurance-** Insurance shall be purchased and maintained on behalf of persons who were or is a Director, Officer, employee, or agent of the Organization. Insurance shall protect persons against liability incurred by such a person arising from his or her status, whether or not the Organization would have power to indemnify against liability under the laws of the State of Michigan.

ARTICLE XIII

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FINANCES

- 8.0 Fiscal Year-** The Fiscal Year of the Alliance for Housing shall be from October 1 through September 30.
- 8.1 Duties of the Board Members-** Board Members have a legal obligation to direct funds, assets and related affairs of the Organization. The Board is responsible for ensuring funds and assets are managed appropriately and shall not delegate this task to other Organization members.
- 8.2 Bank Accounts-** Upon receipt, funds and assets of the Organization shall be deposited to designated accounts within board approved financial institutions, and shall only be disbursed upon signature of at least two individuals as designated by the Board.

ARTICLE IX

CONFLICT OF INTEREST

- 9.0 Dealings-** Board members shall *not* influence discussion or resulting decisions concerning the award of a grant or other financial benefits to the Organization that the member represents (as noted in § 578.95 (b)).
- 9.1 Procedure-** In cases where a conflict of interest arises, members shall abstain from voting and submit written notification one week prior to voting on a matter. A definition of conflict of interest can be found in § 578.95.

ARTICLE X

CHANGES TO THE BY-LAWS

- 10.0 Changes-** Board members may make recommendations for changes to the by-laws.

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- 10.1 Communications-** Upon completion of the board decision to make changes to the by-laws, they shall present the changes in writing to the general membership no less than 10 days prior to a general meeting.
- 10.2 Voting-** By-laws changes shall be adopted by a voice vote at a general meeting by a simple majority of those present.