

**BYLAWS
OF
ALACHUA COUNTY COALITION FOR THE HOMELESS AND HUNGRY, INC.**

ARTICLE I – NAME

Section 1.01. Name. The name of this corporation is “Alachua County Coalition for the Homeless and Hungry, Inc.”

ARTICLE II – PRINCIPAL OFFICE

Section 2.01. Principal Office. The principal office for the transaction of business of this corporation and the mailing address shall be in Alachua County, Florida, as designated by the Board of Directors. The address of the principal office may be changed by the Board of Directors, so long as it remains within Alachua County, Florida.

ARTICLE III – PURPOSES

Section 3.01. Purposes. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501©(3) of the Internal Revenue Code. Without limiting the foregoing, the express purposes of the corporation is to reduce homelessness and hunger in the community. Towards this end, the Corporation will develop or assist with the development of the local homeless Continuum of Care Plan, as described in s.420.624, Florida Statutes, for the catchment area containing the county(s) or region served by the corporation. Unless otherwise specified in the plan or as a result of an agreement with another coalition in the same catchment area containing the county(s) or region served by the corporation, the corporation shall serve as the lead agency for the local homeless assistance Continuum of Care.

The corporation may exercise all rights and powers conferred on not for profit corporations under the laws of Florida, provided, however, that the corporation shall not engage in any activities or exercise any powers, that are not in furtherance of the specific and primary charitable and educational purposes of the corporation. All of the foregoing purposes and powers shall be exercised exclusively for those charitable and educational purposes and shall be exercised in such manner that the corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as it is currently or hereafter may be in force and effect.

ARTICLE IV – MEMBERSHIP

Section 4.01. Members. There shall be two classes of members of this Corporation:

- (a) Agency Members. Agency membership is open to public or private organizations that wish to further the purposes of the corporation. Regardless of the number of programs administered by an organization, only a single agency membership shall be granted.
- (b) Individual Members. Individual membership is open to residents, including homeless residents, of the Coalition’s catchment area who endorse and support the purposes of the corporation. Employees and directors of an agency member may join the Corporation as individual members, but shall have no voting rights so long as they are so affiliated with the agency member.

Section 4.02. Application for Membership. Applications for the membership will be distributed and collected annually.

Section 4.03. Dues. Each member must pay, within the time and on the conditions set by the board, the dues in amounts to be fixed from time to time by the board. Those members who have timely paid the required dues, and who are not suspended shall be members in good standing. An individual may request financial assistance for payment of dues upon application to the Board of Directors.

Section 4.04. Termination of Membership. A member may terminate membership in the Corporation at any time by giving written notice to the Secretary of the Corporation. Such termination shall become effective as of the date of its receipt by the Secretary. A membership also shall terminate on occurrence of any of the following events:

1. Expiration of the period of membership, unless it is renewed; or
2. Failure of the member to pay dues as set by the Board within thirty (30) days after they become payable; or
3. Expulsion of the member under Article 4, Section 4.06 of these Bylaws based on a good faith determination by the board, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

Section 4.05. Suspension of Membership. A membership may be suspended under Article 4, Section 4.06 of these Bylaws, based on a good faith determination by the board that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. Upon suspension and until reinstatement, all rights and privileges of membership are revoked.

Section 4.06. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Article 4, Sections 4.04 or 4.05, the procedure set forth below shall be followed:

1. The member shall be given 15 days' prior notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the Corporation's records.
2. The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the board.
3. The board shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the board shall be final.
4. Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within sixty (60) days after the date of expulsion, suspension or termination.

Section 4.07. Annual Meetings of the Members. The annual meeting of the members of the Corporation for the election of the Board of Directors and for the transaction of such other business as may properly come before such a meeting shall be held in June of each year, on the date specified by the Board of Directors, in the notice thereof.

Section 4.08. Regular and Special Meetings of the Members. Regular and special meetings of the members of the Corporation may be called at any time by order of the Board of Directors, setting forth the date on which the meeting shall be held, and the general nature of the business to be transacted at such meeting.

Section 4.09. Place and Time of Meetings of the Members. Each meeting of the members of the Corporation shall be held at the place and time specified in the notice thereof.

Section 4.10. Notice of Meetings. Written notice of each meeting of the members of the Corporation shall be given not less than 10 days nor more than 60 days before the day on which such meeting is to be held, by email or such additional means as the Board of Directors deems effective. The notice shall state the place, day, and hour of the meeting, and in the case of a special meeting, shall also state the general nature of the business to be transacted.

Section 4.11. Quorum. The presence at any meeting of at least twenty-five percent (25%) of the agency members in good standing of the Corporation shall be necessary and sufficient to constitute a quorum for the transaction of business, regardless of the number of individual members present.

Section 4.12. Voting.

(a) **In General.** At all meetings of the membership, all matters shall be decided by a majority vote of the members present at the meeting and eligible to vote, a quorum being assembled. Actively participating agency members in good standing, and actively participating individual members in good standing who are not employees or directors of an agency member, shall be eligible to vote.

(b) **Proxy Voting.** All voting by proxy is prohibited.

ARTICLE V – BOARD OF DIRECTORS

Section 5.01. Powers. The activities, affairs and property of the Corporation shall be managed, directed and controlled, and its powers exercised by, and vested in the Board of Directors.

Section 5.02. Number and Composition of Directors. The board of Directors shall be comprised of at least nine members: the Chair, the Immediate Past Chair, the Chair-Elect, the Secretary, the Treasurer, and four At Large members. At least one board member shall be a homeless or formerly homeless person, and at least one board member shall come from an agency located outside of Alachua County.

Section 5.03. Term and Selection of Directors. All directors, except the Chair and immediate Past Chair, shall be elected by the membership at the annual meeting, and terms shall be for one year. The Chair-Elect will become the Chair in the subsequent year.

Section 5.04. Resignation. Any director may resign at any time by delivering a written resignation to the Chair of the Secretary of the Corporation. Such resignation shall be effective upon receipt, unless otherwise provided by the terms thereof.

Section 5.05. Removal. Any director may be removed for cause at any time by the affirmative vote of two-thirds of the members of the Board of Directors. Proper notice specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such removal shall be considered.

Section 5.06. Vacancies. Whenever a vacancy shall occur in the office of an elected director, other than the vacancy of the Chair and the Immediate Past Chair, the vacancy may be filled by a majority vote of the remaining Directors. Each such Director, so appointed or designated shall hold office for the remainder of the term of directorship so vacated. The board shall fill the vacancy of the Chair-Elect,

Secretary, or Treasurer from the current Board roster. At large vacancies will be filled from the general membership.

Section 5.07. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, at such times and places as the Board of Directors may determine. Special meetings may be held at any time when called by order of the Chair, or any 3 Directors. The time and place of regular and special meetings shall be specified in the notice thereof.

Section 5.08. Place of Meeting. Except as otherwise provided in Section 5.07 of these Bylaws, each meeting of the Board of Directors shall be held at such place as shall be specified in the notice thereof.

Section 5.09. Notice. Notice of each meeting of the Board of Directors shall be sent or given to each director at least 5 days before the day on which the meeting is to be held, if mailed or communicated by e-mail, and at least 2 days before, if communicated by telephone or personal delivery. Each such notice shall state the day, time and place of such meeting. In addition, notices of special meetings shall state the general nature of the business to be transacted, and by whose request it was called. Notice of any meeting of the Board of Directors need not be given to any director who waives such notice in writing, whether before or after such meeting, or if he or she shall be present at the meeting.

Section 5.10. Quorum. The presence at any meeting of the Board of Directors of at least a majority of the authorized number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. After a quorum has been established, the subsequent withdrawal of Directors, so as to reduce the number to below the number required for quorum, shall not affect the validity of any action taken at the meeting.

5.11. Voting. At all meetings of the Board of Directors, all matters shall be decided by a majority vote of the directors present at the meeting, a quorum being assembled.

5.12. Annual Reports. The Board of Directors shall be present at each annual meeting of the members of the Corporation an annual report of the Corporation's activities during the preceding fiscal year and such further reports as may be required by law.

Section 5.13. Proxy Voting. All voting by proxy is prohibited.

Section 5.14. Action by Board of Directors Without A Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the directors shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board, and the action taken shall have the same force and effect as a unanimous vote of the directors.

Section 5.15. Annual Meeting of the Board of Directors. An annual meeting of the board of directors shall be held within 30 days after the annual meeting of the membership.

Section 5.16. Staffing: The Board may employ an Executive Director to serve at the discretion of the Board. The Executive Director shall be responsible to the Board for the performance of the duties connected with the position.

ARTICLE VI – COMMITTEES

Section 6.01. Committees. The Board of Directors from time to time may establish committees, boards, and councils, which shall have such duties and the members of which shall hold office for such periods as

the Board of Directors from time to time may determine. Any committee, board or council may be abolished or any member thereof removed, with or without cause at any time by the Board of Directors.

- (a) The Executive Committee will consist of the Chair, Chair-elect, Immediate Past Chair, Treasurer, and Secretary.
- (b) The Nominating Committee shall include the Immediate Past Chair, and two members from the general membership.

Section 6.02. Vacancies. Vacancies on committees shall be filled by appointment of the Chair of the Board of Directors, subject to the approval of the Board of Directors.

Section 6.03. Quorum. The presence of a majority of the members of a committee shall be necessary and sufficient to constitute a quorum for the transaction of business by that committee.

Section 6.04. Notice of Meetings. Notice of each committee meeting shall be sent via email or given by the committee chair to each committee member at least 5 days before the date of the meeting. Each notice shall state the day, time and place of the meeting.

ARTICLE VII – OFFICERS

Section 7.01. Title and Qualifications. The officers of the Corporation shall include the Chair, Chair-Elect, immediate Past Chair, Treasurer, and Secretary.

Section 7.02. Chair. The chair shall be the chief officer of the Corporation and shall have general responsibility for the business affairs of the Corporation, subject to the control of the board of directors, and shall preside at all meetings of the membership and Board of Directors.

Section 7.03. Chair-Elect. The Chair-Elect must have been an individual member of the Board of Directors for at least one year prior to election or represent an agency that has been a member of the Board for at least one year prior to election. The Chair-Elect shall assist the Chair in the performance of the Chair's duties. The Chair-Elect shall assume the duties of the Chair at any time the Chair is unable to do so or resigns. The Chair-Elect shall have such other powers and duties, not inconsistent with these Bylaws, as may be assigned to him or her from time to time by the chair or by the board of directors.

Section 7.05 Secretary. The Secretary shall be responsible for keeping the records of the Corporation, including membership records, and minutes of meetings of the Board of Directors and of the membership. The Secretary shall see that notices are given in accordance with the provisions of the Bylaws; shall be the custodian of all records and documents. . The Secretary shall perform all other duties, not inconsistent with these Bylaws, as are incidental to the office of Secretary, or as may be assigned to him or her from time to time by the Chair or by the Board of Directors.

Section 7.06. Treasurer. The Treasurer shall be responsible for keeping the financial records of the Corporation. The Treasurer shall perform all other duties, not inconsistent with these Bylaws, as are incidental to the office of the Treasurer or as may be assigned to him or her from time to time by the Chair or by the Board of Directors.

Section 7.07. Subordinate Officers. The Board of Directors from time to time may appoint such other officers or agents as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority and perform such duties as the Board of Directors from time to time may determine. The Board of Directors may delegate to any committee or officer or agent the power to appoint

any such subordinate officers or agents, and to prescribe their respective titles, terms of office, powers and duties.

Section 7.08. Records. Officers of the Corporation shall make available for inspection at reasonable times to any member of the Corporation and to the Board of Directors all official records of the Corporation for which they are responsible. Upon leaving office, each officer shall turn over to his or her successor in good order such books, records, documents, monies and other property of the Corporation as have been in his or her custody during his or her term of office.

ARTICLE VIII – DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

Section 8.01. Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors from time to time may determine.

Section 8.02. Checks, etc. All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation, and all endorsements for deposits to the credit of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the Chair or Vice-Chair of the Corporation.

Section 8.03. Loans. No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors and ratified by the membership. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

Section 8.04. Contracts. The Chair, Vice-Chair, or any other officer specifically authorized by the Board of Directors, may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Director, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE IX – FINANCIAL DEALINGS WITH DIRECTORS AND OFFICERS

Section 9.01. Compensation of Directors and Officers. The Directors and Officers of the Corporation shall serve as such without salary, but the Board of Directors may authorize payment by the Corporation of the reasonable expenses incurred by the Directors and Officers in the performance of their duties and of reasonable compensation for special services rendered by any Director. Except as provided in this section, no Director or Officer of the Corporation shall receive, directly, or indirectly, any salary, compensation, or gift from the Corporation.

Section 9.02. Contracts with Directors or Officers. No Directors or Officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless;

- (a) Such contract shall be authorized by an absolute majority of Directors present and voting at a meeting at which the presence of such Director is not necessary to constitute a quorum and the vote of such Director is not necessary for such authorization.

- (b) The fact and nature of such interest shall have been fully disclosed or known to the members of the Board of Directors present at the meeting at which such contract is so authorized.

ARTICLE X – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.01. Right to Indemnification. Any person and the heirs and personal representatives of such person made or threatened to be made party to any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she is, or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs or personal representatives) in connection with the defence or settlement of such action, suit or proceeding, or in connection with any appearance therein or appeal thereof, except in relation to matters as to which it shall be finally adjudged in such action, suit or proceedings that such Director or Officer is liable for gross negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or officer (or such heir or personal representatives) may be entitled apart from this Article.

Section 10.02. Insurance and Other Indemnification. The Board of Directors shall have the power to instruct the Chair to cause to be purchased and maintained, at the Corporation's expense, insurance on behalf of the Corporation, its Board of Directors and on behalf of others, to the extent that power to do so has been or may be granted by statute, and to give other indemnification to the extent permitted by law.

ARTICLE XI – AMENDMENT OF BYLAWS

Section 11.01. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed, and a new Bylaw or Bylaws may be adopted, by the Board of Directors provided that the notice of the meeting at which the proposed change is to be considered shall have specified or summarized the changed proposed to be made.

ARTICLE XII – MISCELLANEOUS

Section 12.01. Inspection of Corporate Records. The financial records, membership list, and all other corporate records, and the minutes of all meetings of the members, of the Board of Directors, and of all committees of the Corporation shall be kept at the principal office of the Corporation and shall be open to inspection upon the written request of any member, at reasonable times, and for a purpose reasonably related to his or her interest as a member of the Corporation. A request to inspect the records of the Corporation shall be delivered in writing to the Chair, Secretary, or any other officer designated by the Board of Directors at the principal office of the Corporation not less than 15 days before the date specified in such written request for the inspection of such corporate records.

Section 12.02. Fiscal Year. The fiscal year of the Corporation shall be set by the Board of Directors by resolution from time to time as may be required.

Section 12.03. Conduct of Meetings. All meetings shall be conducted in a manner consistent with the most current version of Roberts Rules of Order, except as otherwise required by the laws of the State of Florida or as otherwise provided in accordance with these Bylaws.

ARTICLE XIII – WAIVER OF NOTICE

Section 13.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Corporation or the Non-Profit Corporation Act of the State of Florida, or under the provisions of

the Articles of Incorporation or the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV – PROHIBITED ACTIVITIES

Section 14.01. Prohibited Activities. Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its regulations, now existing or hereafter amended.

ARTICLE XV – DISTRIBUTION OF ASSETS

Section 15.01. Distribution of Assets. Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities, of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at this time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may be determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located.

Adopted May, 8 2002

Amended January 8, 2003

Amended February 12, 2003

Amended July 13, 2004

Amended August 15, 2007

Amended June 2013

Creating the position of Treasurer of the Board of Directors

Technical Corrections

Expanding Board to 9 Members and Increasing Terms to 2 Years

Changing composition and election of Board

Changing: eligibility requirements for Chair-Elect; option to expand number of Board members; quorum requirements