

**BYLAWS**

**NORTHWEST ARKANSAS HOUSING COALITION**

**ARTICLE I**

**NAME**

- 1.1 The name of the organization is NORTHWEST ARKANSAS HOUSING COALITION, INC., hereby referred to as NWAHC.

**ARTICLE II**

**MISSION**

- 2.1 The mission of the organization is to create a seamless system of services in Northwest Arkansas to stabilize the lives of homeless people and near homeless people and to develop, with existing organizations, a continuum of care that provides for the basic needs of every homeless individual in Northwest Arkansas.

**ARTICLE III**

**OFFICE**

- 3.1 The organization has and maintains an office in the State of Arkansas a registered office and a registered agent ( whose office shall be identical with such registered office).

**ARTICLE IV**

**MEMBERSHIP**

- 4.1 Membership of the organization is open to homeless persons, service providers, and others committed to increasing the availability and quality of services to persons who are experiencing or who are near homelessness.
- 4.2 Organizations shall only have one vote per organization in all matters requiring a vote.
- 4.3 Prior to any request for a letter of affiliation with the NWAHC, an organization shall be a paid member in good standing and shall have attended nine (9) meetings in the previous twelve (12) months.

## ARTICLE V

### BOARD OF DIRECTORS

NWAHC shall be governed by a Board of Directors (hereinafter called "Board") The Board shall formulate, implement, and monitor the policies of the organization in order to carry out its purpose. It shall be the policy of the Board of Directors to comply with all city, state, and federal regulations regarding the operations of the NWAHC and the Board of Directors.

- 5.1 The Board is responsible for conducting the business of the coalition.
- 5.2 The Quorum of any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board. A simple majority of those present shall decide any question that may come before the meeting.
- 5.3 The Board shall be comprised of not less than nine (9) and no more than fifteen (15) directors. The tenure of the directors shall be limited to 2-year terms, but will be eligible again to serve after (1) year's absence from the Board. One position on the Board shall be reserved for an individual who is homeless, or an individual, who is formally homeless, who will serve as a consumer advocate.
- 5.4 Election of Directors shall proceed as follows: Beginning in June, the members of the organization may submit names of individuals for consideration by the general membership for possible appointments for the board. In August, a list of candidates will be submitted to the general membership. In September, a regular Annual Meeting shall be held for the purpose of electing members and officers of the Board. The membership will vote by ballot and elected directors will begin their terms immediately after the tallying of the voting ballots.
- 5.5 Vacancies shall be filled in the following way: The Board may elect a new Board Director to fill an unexpired term at any meeting. To fill vacancies on the Board, Directors may submit names of individuals for consideration for temporary appointments to complete the unexpired term. The Director that was elected to fill the unexpired term may be considered for a full term directorship when the length the unexpired term has ended.
- 5.6 Removal of a member of the Board may occur at any time, with cause or without cause, by a special meeting of the Board called expressly for that purpose.
- 5.7 Attendance at Board meetings is required by members. Absence from 3 (three) consecutive regular meetings of the board, without prior notice to the Board Secretary and so recorded, may be construed as a resignation. A special meeting will not be necessary to validate a resignation.
- 5.8 Resignation by a Director on the Board may be made by giving written notice to

the Chair of the Board or the Executive Director of the organization. The acceptance of such resignation shall not be necessary to make the resignation effective.

- 5.9 The Board shall meet at least quarterly on a date and at a time and place to be determined by the full board.

## ARTICLE VI

### OFFICERS

- 6.1 Chairperson: The Chairperson shall be responsible for representing, promoting, and directing the operations and activities of the Board of Directors, and serve as a spokesperson for NWAHC. The Chairperson shall preside as an ex-officio member of all committees; act as the spokesperson of the Board of Directors; issue and request reports, recommendations, committees and committee chairpersons; and perform such duties as may be incidental to the office.
- 6.2 Vice-Chairperson / Chairperson elect: In the absence of the president, or in the event of his/her death, inability or refusal to act, the Vice-Chairperson shall perform the duties of the president. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him/her by the president or by the board. The Vice-Chairperson shall assist the board in maintaining proper principles of operation in accordance with Robert's Rules on Order.
- 6.3 Secretary: The secretary shall keep complete records of the meeting of the board, including an accurate record of attendance of members; notify the executive committee of directors dropped for non-attendance or other cause; mail such communications as may be directed by the board, be custodial of all records of the board; sign such papers as may be required by his/her office or as directed by the board; and perform such other duties as may be incidental to the office.
- 6.4. Treasurer: The treasurer will be responsible for all financial records and activities of the NWAHC, shall serve as chair of the Finance Committee. Persons filling this office should have a good understanding of accounting and finance.

## ARTICLE VII

### VOTING PROCEDURES

- 7.1 All business must be conducted officially by means of a vote taken at a meeting, by mail or by e-mail. Such matters must be decided by a majority of those present unless otherwise specified.
- 7.2 A director of the Board may vote by absentee in the form of mail, e-mail or by proxy. Such voting by absentee or by proxy must be registered with any vote.

- 7.2.1. To vote absentee, a board director must submit, in writing, by mail or e-mail, a statement to the Chair specifying the specific matter(s) to be decided and the manner in which the director wishes to vote.
- 7.2.2. To vote by proxy, a Board Director must submit, in writing, by mail or e-mail, a statement notifying the Chair of the person designated as proxy and the matter(s) in which the board director wishes the proxy to consider.
- 7.3 The Board Chair shall not have a vote except to break a tie.

## ARTICLE VII

### EXECUTIVE COMMITTEE

- 8.1 The Executive Committee shall have interim authority over NWAHC matters between board meetings. The Executive Committee may act on behalf of the Board in any matter after approval of action by two-thirds of the committee. The committee shall submit a report of action to the board for ratification. Executive Committee meetings may be called as needed by any Board Chair. The Executive Committee shall consist of the elected officers of the Board and the two (2) other appointed Board members. The Chair votes only to break a tie.
- 8.2 A quorum shall be two-thirds (2/3) of the Executive Committee and a quorum shall be necessary for any action by the committee.
- 8.3 Standing and special committees shall be appointed and abolished as necessary by the Board of Directors. Committees shall be filled voluntarily by the general membership or appointed by the Executive Committee. Any member of a committee may be removed by the Chair whenever in his or her judgment the best interest of the Organization is served by such removal. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. The committees shall ensure that minutes are prepared and forwarded to the Chair, the members and the Executive Director of the Organization. Any expenditure of organizational funds by a committee requires prior approval of the Board. Each committee may adopt its own rules of procedure which shall not be inconsistent with the term of its creation or bylaws of the organization.

## ARTICLE IX

### FINANCIAL ACCOUNTABILITY

- 9.1 The fiscal year will begin on January 1 and end on December 31 annually.
- 9.2 The Board may authorize any officer or agent to enter into any contract in the

name of NWAHC and on behalf of such authority may be general or confined to specific instances.

- 9.3 The NWAHC cannot enter into any indebtedness unless authorized by a resolution of the Board of Directors.
- 9.4 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NWAHC shall be signed by such officer or officers, agent or agents of the NWAHC, and in such manner as shall be determined from time to time by resolution of the Board of Directors.
- 9.5 All funds of the NWAHC not otherwise employed shall be deposited from time to time to the credit of NWAHC in such financial institutions as the Board may select.
- 9.6 Deficit spending shall not be permitted.
- 9.7 The Board shall retain to be kept in its principal office correct and complete books and records of account, meeting minutes of its proceedings, and a record of the name and address of each Board Director.

## ARTICLE X

### AMENDMENTS

- 10.1 These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors at any meeting of the Board by an affirmative majority vote at which at least two-thirds of the Board is present, or represented by written proxy ballot.

## ARTICLE XI

### DISSOLUTION

- 11.1 In the event of the dissolution of NWAHC, all money in the treasury or any other assets on hand, after provision for its lawful charges and obligations, shall be distributed by the Board of Directors to another nonprofit organization in Arkansas that provides direct services to persons who are homeless and /or near homeless.
- 11.2 A dissolution of NWAHC shall require consensus of the Board of Directors provided there is a quorum. Board members must be notified in writing 16 days prior to said meeting at which time consensus will be reached on the decision for dissolution.

## ARTICLE XII

When the organization receives non-profit status, all Directors, Officers, and Employees of NWAHC will be personally insured against any legal action taken against NWAHC. The indemnification will be in accordance with the requirements of Section 4-33-851 of the Arkansas Nonprofit Corporation Act of 1993. The director will present to the Board of Directors potential indemnification insurance plans for consideration and approval. NWAHC will pay indemnification coverage for the Board, employees and volunteers for NWAHC.