

BYLAWS

- for -

KINGS/TULARE CONTINUUM OF CARE ON HOMELESSNESS, INC. DBA KINGS TULARE HOMELESS ALLIANCE

ARTICLE I **NAME**

The name of this Corporation shall be the Kings/Tulare Continuum of Care on Homelessness, Inc., DBA Kings Tulare Homeless Alliance. Whenever the term “Corporation” is used in the By-Laws, it shall mean the Kings/Tulare Continuum of Care on Homelessness, Inc.

ARTICLE II **OFFICE**

The principal office of the Corporation shall be in Tulare County at 525 West Center, Suite A, Visalia, California, and authority to change the principal office is hereby granted to the Board of Directors provided that the office shall remain in Kings/Tulare County. Any change of principal office will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

ARTICLE III **MISSION**

The mission statement of the Corporation is as follows:

“To coordinate and leverage policy and resources that empower community partners to address homelessness in Kings and Tulare County.”

ARTICLE IV
OBJECTIVES

The objectives of the Corporation are as follows:

- A. To develop and maintain service strategies that link and advance the health and well being of homeless residents in the Kings/Tulare region by fostering partnerships among participating organizations.
- B. To reduce duplication, increase cooperation, and promote the enhancement of self-esteem and the empowerment of homeless individuals and families to develop strategies for self-sufficiency and independence.
- C. To technologically connect participating organizations in order to develop and to maintain effective shared case management.
- D. To develop and sustain a database that details available housing and available support services connected to that housing throughout our region and ensure access to the homeless.
- E. To promote the development of housing options to provide shelter for individuals and families in various stages of homelessness or homelessness prevention.
- F. To develop and refine benchmarks and other necessary tools to measure outcomes and to evaluate performance.
- G. To foster relationships with other Continuum of Care systems of the Central Valley to provide support, share best practices and model collaborative effectiveness for a multi-regional Continuum of Care System.

ARTICLE V
MEMBERSHIP

Section 1 - Composition

The Corporation will have one class of members only, and each member shall have equal voting rights except as provided by these Bylaws. Any person, as defined by Corporations Code Section 5065 is eligible to be a member of the Corporation. The composition of the Corporation shall be open to any city or county governmental, public or private entity involved in providing support service or housing and desiring to become a member. Additionally, the Corporation encourages participation from members or representatives of the target populations being served by support service and housing agencies. Other individuals or organization representatives who possess skills, interest, or resources which will aid the Corporation in fulfilling its mission are also eligible for membership.

Any person eligible for membership under this Section of these Bylaws is qualified for membership only after that person has satisfied the membership requirements outlined in this Article of these Bylaws, including the membership fee requirements of Section 4.

All persons desiring membership in the Corporation shall sign a participation agreement committing representation at monthly meetings and entitling the person to one vote at the general Corporation meetings (Attachment 1). No person shall hold more than one membership, nor shall any member be entitled to more than one vote, except where the member is a City or County having multiple departments that desire membership and voting rights, in which case such City or County may hold up to five (5) memberships for its multiple departments desiring membership, with each department member being entitled to one vote.

Section 2 - Attendance At Meetings

At least one representative of a member shall attend all meetings of the Corporation.

Section 3 - Termination

Membership shall be terminated for nonpayment of fees and/or annual dues. The Board of Directors reserves the right to terminate a member upon a majority vote of the Board and reserves the right to reinstate a member upon a majority vote of the Board.

Section 4 – Fees and Annual Dues

The Corporation reserves the right to establish membership fees and annual dues for the continued funding of the Corporation. Attachment 2 “Membership Application” identifies the current minimum annual membership fee schedule. The Board of Directors is granted full authority to change the Fee Schedule as deemed necessary, and any such changes to the Fee Schedule shall not be considered an amendment to these Bylaws. Any member may voluntarily increase their membership fee contribution to any level above the minimum established.

The Corporation’s fiscal year shall be from July 1st to June 30th. Annual Dues for the fiscal year will be invoiced in June and payable in July.

Section 5 - Budget

A budget for the fiscal year shall be adopted by the Corporation by July 1st.

Section 6 – Number of Members

There is no limit on the number of members the Corporation may admit.

Section 7 – Membership Book

The Corporation will keep a membership book containing the name, address, and class of each member [in written form or in any form capable of being converted into written form].

The book must also note if a membership has terminated and the date on which that membership ceased. The book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in these Bylaws.

Section 8 – Inspection Rights of Members – Demand

- A. Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code Section 6331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 6332, and unless the Corporation provides a reasonable alternative as permitted by these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:
- (1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or
 - (2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of 1.0 business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

- B. The rights of inspection set forth in these Bylaws may be exercised by the following:
- (1) Any member, for a purpose reasonably related to that person's interest as a member; and
 - (2) The authorized number of members for a purpose reasonably related to the members' interest as members; and

Alternative Method of Achieving Purpose

- C. The Corporation, within 10 business days after receiving a demand pursuant to these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to effect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to these Bylaws.

Section 9 – Nonliability of Members

A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

Section 10-Membership Authority

Members of the Kings Tulare Continuum of Care AKA Kings Tulare Homeless Alliance are responsible for electing officers and directors of the corporation and must approve any amendments to the Bylaws of the corporation.

ARTICLE VI **OFFICERS & DIRECTORS**

Section 1 - Officers

There shall be five (5) officers of the Corporation: President, Vice-President of Internal Affairs, Vice-President of External Affairs, Secretary, and a Treasurer/CFO. The (5) officers and (2) Members at Large will serve as the Corporations seven (7) Directors. The Board shall strive to have at least (1) Member at Large be a consumer representative. Collectively, the seven (7) Directors will be known as the Board of Directors.

Section 2 - Election of Officers/Directors

The first officers and directors of the corporation shall be the same persons currently serving in such capacity for the Kings/Tulare Continuum of Care, which unincorporated association preceded this corporation, and they shall continue to serve out the remainder of their terms as they exist at the time of incorporation of this corporation. Following the terms of the initial , the existing board shall present a slate of officers to the membership at the following April general membership meeting. The election shall take place at the May general membership meeting. The Corporation will elect all officers by a majority vote of its members. All nominees for an office must be members in good standing in the Corporation, and must be residents of the State of California. The Board will make every attempt to recommend a combination of Officers comprised of public, private, and client membership representation. If possible, the position of president shall vary from private to public leadership each term, so the Corporation is exposed to a variety of leadership skills and professional networks.

Section 3 - Term of Office

For all Officers and Directors except the President and Vice President, Internal Affairs, the term of office shall be for two years, beginning July 1st of each year, unless otherwise provided in these Bylaws. The terms will be staggered, first by electing two officers for a two- year term of office. The following year, three officers will be elected for a two-year term of office. The first officers and directors of the corporation shall be the same officers currently serving in such

capacity for the Kings/Tulare Continuum of Care, which unincorporated association preceded this corporation, and shall they shall continue to serve out the remainder of their terms existing at the time of incorporation so as to preserve the effect of the ongoing tradition of staggered two-year terms. A person may not serve in the same office for more than one term consecutively.

The person elected to Vice President of Internal Affairs shall serve a two year term with the first year as the Vice President of Internal Affairs and the subsequent year as President.

Section 4 - Resignation

Any officer may resign at any time by giving written notice to the Corporation.

Section 5 - Vacancies

A vacancy in any office may be filled by appointment by the Board of Directors e as needed until the next regular election. If less than 50% of the term has been completed, the appointed officer can be eligible for another term in the same office.

Section 6 - Removal

An officer/director of the Corporation may be removed by the following process:

- A. Any member of the Corporation may make a motion for a special meeting to consider the removal of an officer. Such a motion shall include a statement of reasons for removal from office.
- B. If the motion is seconded and approved by the majority of members present, a special meeting shall be scheduled to consider the removal of the officer.
- C. The officer that is being considered for removal shall receive written notification of the special meeting and reason for removal. This written notice shall be delivered in person or registered mail no less than fourteen (14) days prior to the special meeting.
- D. Such officer shall be removed at the special meeting with an affirmative vote of a two thirds (2/3) vote of the membership present at the special meeting.

Section 7 - Compensation

The Officers/Directors serve without compensation with the exception of the Member at Large position filled by a consumer. Consumers shall be paid \$25.00 for each Board and Membership meeting attended.

Section 8 - President

The President will preside at the Corporation meetings. The president shall appoint chairmen of standing committees and all other committees. The president shall be an ex-officio member of

all committees.

Section 9 - Vice -President: Internal Affairs

The Vice-President: Internal Affairs will be responsible for supporting the ongoing operations of the Corporation including, but not limited to, personnel, budgets, and finance, and will preside at the Corporation meetings in the absence of the President.

Section 10 - Vice -President: External Affairs

The Vice-President: External Affairs will be responsible for the ongoing efforts to outreach to the communities within the regions of the Corporation including, but not limited to, marketing, membership development, and public relations.

Section 11 - Secretary

The Secretary will be responsible for notification of meetings, minutes of meetings and correspondence of the Corporation.

Section 12 - Treasurer

The Treasurer will be responsible for the financial management of the Corporation, including invoicing for annual membership fees, and shall provide monthly financial reports to the Corporation.

Section 13 – Members at Large

Members at Large represent the interests of the general membership on the Board. They may take responsibility for activities on the basis of interest or at the request of the Board or President, chair or serve on ad hoc and standing committees, and handle special projects. The term of office of Members at Large shall be two (2) years, staggered proportionately.

Section 15-Board of Director’s Authority

The Board of Directors is the governing body of the corporation responsible for the management of the affairs of the organization. The board is responsible for policymaking and has the ultimate legal responsibility for the actions of the corporation.

ARTICLE VII
ADVISORY BOARD

The Board, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. Such Advisory Board shall consist of a minimum of two persons who are interested in the purpose and principles of the Corporation. The Advisory Board and each member thereof shall serve at the pleasure of the Board. Any vacancy in the Advisory Board may be filled and

the Board may remove any member of the Advisory Board, either with or without cause. The Advisory Board shall advise the Board as to any matters that are put before it by the Board concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board nor shall it have the power to bind the Corporation in any manner.

ARTICLE VIII **MEETINGS**

Section 1 - Board Meetings

- A. Meetings of the Board may be called by the President or any Vice-President or the Secretary or any two Directors.
- B. Except as provided by the Bylaws, all meetings of the Board will be held at a time and place to be designated by resolution of the Board of Directors.
- C. Regular meetings of the Board will be held monthly, at a place to be designated by the Board of Directors, unless otherwise specified by way of written or posted notice as provided in these Bylaws.
- D. Special meetings of the Board may be called by the President or any Vice-President or the Secretary or any two Directors. Special meetings may be held on four days' notice by first-class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.
- E. A majority of the Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.
- F. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.
- G. The President or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in

the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

- H. A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
- I. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors. The regular Board meetings of this Corporation shall be held on a monthly basis, at an hour, day, and place as determined by resolution of the Board of Directors.
- J. Written notice of every meeting of members must be either personally delivered or mailed by first class or registered United States mail, postage prepaid, not less than 10 or more than 90, days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.
- K. If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the Corporation or by publication in any newspaper of general circulation in the county in which the principal office of the Corporation is located. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for this purpose, will execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the meeting not less than 35 days nor more than 90 days after receipt of the written request from that person or persons by the Chairman of the Board or President or Vice-President or Secretary of the Corporation will be sent to the members forthwith and in any event within 20 days after the request was received.
- L. Notice of meetings may also be given by electronic transmission in accordance with Corp. Code §§ 20 and 5511(b). The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members.
- M. No meeting of Directors may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each Director of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 2 – Member Meetings

- A. Regular Member meetings will be held monthly at 525 West Center, Suite A, Visalia or a place to be determined unless otherwise specified by way of written or posted notice as provided in these Bylaws.
- B. Special meetings of members may be called by the Board of Directors or the Chairman of the Board or the President of the Corporation and held at the time and place to be designated by resolution of the Board of Directors. Five percent or more of the members of the Corporation may call special meetings for any lawful purpose.
- C. Written notice of every meeting of members must be either personally delivered or mailed by first class or registered United States mail, postage prepaid, not less than 10 or more than 90, days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the Corporation or by publication in any newspaper of general circulation in the county in which the principal office of the Corporation is located. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for this purpose, will execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the meeting not less than 35 days nor more than 90 days after receipt of the written request from that person or persons by the Chairman of the Board or President or Vice-President or Secretary of the Corporation will be sent to the members forthwith and in any event within 20 days after the request was received.

Notice of meetings may also be given by electronic transmission in accordance with Corp. Code §§ 20 and 5511(b).

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

D. A quorum of members at the annual meeting consists of a simple majority of the voting members, represented in person.

Section 3 – Waivers, Consents, and Approvals

The transactions of any meeting, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records or included in the minutes of the meeting.

Section 4 - Minutes

Minutes of all meetings shall be posted on the Kings Tulare Homeless Alliance website . Copies of the previous meeting will be available at the next regular meeting of the Corporation.

Section 5 - Agenda

Items to be considered for meetings of the Corporation shall be sent to either the designated secretary to the Corporation or the President of the Corporation. The agenda for the regular meetings of the Corporation shall be sent to members and officers in a timely manner, along with written notice of the meeting as outlined herein. Copies of the agenda will be available at all meetings of the Corporation.

Section 6 - Public Testimony

The Corporation shall convene at least two meetings annually inviting stakeholder feedback.

Section 7 - Public Comment

Any member of the public may speak on any item which is on the agenda. Comments by members of the public on an item on the agenda will only be allowed during consideration of the item by the Corporation.

ARTICLE IX
COMMITTEES

The Board of Directors shall be responsible for the structure and governance of the Corporation and is accountable for developing participant agreements, bylaws, lead agency designation, establishing protocols and informing the Corporation of legislation and administrative changes that affect the provision of services to the homeless. The Board of Directors shall select review panels, experts and consultants.

The Board of Directors will also establish committees on an as need basis and may designate Standing Committees, such as:

Point In Time Committee

The Point In Time planning committee will be responsible for planning and implementing all aspects of the annual Point In Time survey. This includes donations, engagement of service and housing providers, team selection and appointment of leaders, training, and survey site identification. This committee was created to implement consistency in the PIT process, and provide a network of members to implement this much needed data collection exercise. The CoC has set a goal of providing consistent, accurate data in all areas of collection and reporting, including the PIT and HMIS. The PIT committee meets twice a month from September thru January. Each of the following cities will have their own PIT Committee: Visalia, Porterville and Hanford.

HMIS Committee

The HMIS committee meets quarterly and is responsible for planning, decision -making, evaluation and facilitation for the continued implementation of the HMIS; coordination and gathering of incentives, resources, and leverages available to assist programs with participation; determination of the long-term policy and procedures for the community HMIS; recommendations about data elements to be collected, intervals for data gathering and community level aggregate reporting and ensuring compliance with HUD's Final Notice as directed in the Federal Register Part II, Department of Housing and Urban Development, Homeless Management Information Systems (HMIS): Data and Technical Standards Final Notice.

Membership Recruitment Committee

The recruitment committee is responsible for reviewing membership logs and identifying areas that are lacking representation. The recruitment committee completes an annual outreach effort including a mailing and individual invitations for participation. The recruitment committee also contacts all members that have not attended 3 or more meetings to encourage attendance and participation. If a member needs to be removed from the CoC for not meeting the requirements set forth in the bylaws, the Recruitment Committee is responsible for making that recommendation to the Board of Directors.

The recruitment committee meets monthly until participation is increased; then quarterly for maintenance purposes.

HUD Rating and Ranking Committee

Review all documents from the previous funding round and discuss debrief of previous round. Set a schedule and time line for new funding round, report at CoC full meeting, discuss possible independent reviewers. Set tasks for committee members. Develop or edit forms from previous year, find venue for External Rating and Ranking of the project. Review projects prior to Rating and Ranking to make certain that they follow CoC priorities if new projects and evaluate previously funded projects and programs requesting renewal. The funding committee will make a rating recommendation to the Executive Committee.

Project Homeless Connect Steering Committee

Project Homeless Connect is a one-day, one-stop event that provides a broad range of services to people experiencing or at risk of homelessness. The Project Homeless Connect steering committee is responsible for the regional oversight of all four venues: Hanford, Porterville, Visalia, and Tulare. The steering committee creates policies, marketing materials, intake forms, etc. for the annual events. The site specific committees are responsible for all facets of the implementation of the event such as site selection, obtaining sponsors, vendors and volunteers, street outreach, etc. Committees meet monthly or as needed.

ARTICLE X **PARLIAMENTARY RULES**

Section 1 - Conduct of Meetings

The meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order (Revised Edition)

ARTICLE XI **CORPORATE SEAL**

The Board of Directors will adopt a corporate seal. The Secretary of the Corporation will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

ARTICLE XII **AMENDING BYLAWS**

These Bylaws are subject to amendment in accordance with Robert's Rules of Order (Revised Edition). The Bylaws may be amended by a two-thirds (2/3) vote of a quorum of the Corporation's members provided that fifteen (15) days prior to the meeting, the full Corporation is notified of the language of such changes(s), and of the time, date, and place of the intended voting on such changes(s).

CERTIFICATE OF SECRETARY OF

Kings/Tulare Continuum of Care on Homelessness, Inc., a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, comprising fourteen (14) pages, constitute the Bylaws of this corporation as duly adopted by a simple majority of a quorum of the members at a meeting of the of the members on September 24, 2015 .

Dated: September 24, 2015


Becky Huber, Secretary