



Greater Kansas City Coalition to End Homelessness

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GREATER KANSAS CITY COALITION TO END HOMELESSNESS

BY-LAWS

(A Missouri Public Benefit Corporation)

January 19, 2022

<b>Original Approval</b>	10/1/2021
<b>Approved Revisions</b>	1/19/2022

Article I.      Name:            The name of the corporation is the Greater Kansas City Coalition to End Homelessness (the “Coalition”).

Section 1:      Registered Office. The location of the registered office and the name of the registered agent of the Coalition in the State of Missouri shall be determined from time to time by the Board of Directors and on file in the appropriate office of the State pursuant to applicable provisions of law. Unless otherwise permitted by law, the address of the registered office of the Coalition and the address of the business office of the registered agent shall be identical.

Section 2:      Corporate Offices. The Coalition may have such corporate offices anywhere within or without the State of Missouri as the Board of Directors from time to time may determine or the business of the Coalition may require. The principal office of the Coalition may be fixed and so designated from time to time by the Board of Directors, but the location or residence of the Coalition in the State shall be deemed for all purposes to be in the county in which its registered office in the State is maintained.

Section 3:      Records. The Coalition shall keep at its principal office original or duplicate books in which shall be recorded the names and addresses of its Directors and officers; minutes of all Board meetings and committee meetings; a record of all Board action taken without a meeting; appropriate accounting and financial records (including statements of income and expense); copies of the Articles of Incorporation and these By-laws and all amendments to each document currently in effect; all written communications to the members; the most recent annual report delivered to the Secretary

of State; and any other records or information as may from time to time be required by law.

Article II.     Purposes:     The purposes of this coalition shall be as set forth in the Articles of Incorporation and permissible for a coalition exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Article III.     Membership: The Coalition shall have Members.

Section 1.     Membership Defined: The membership of the Coalition shall consist of persons, organizations and agencies who work to end homelessness. The agencies who provide services are defined as agencies that advocate for persons who are experiencing homelessness or who are at-risk of homelessness.

Section 2.     Admission to Membership: Any interested person, agency or organization may become a Member by completing an Application. To become a voting member, dues must be paid as outlined in Section 6.

Section 3.     Membership Term: The term of Membership is one year; May 1 to April 30 of any given year.

Section 4.     Members Resignation: Any Member may resign at any time, by giving written notice to the Coalition.

Section 5.     Member Expulsion: A Member shall be expelled by a two-thirds vote of the Board of Directors, provided the expelled member is given at least thirty (30) days' prior notice of the meeting at which the Board of Directors will vote on the Member's expulsion, and the Member is provided the opportunity to attend the meeting and provide the Board of Directors information relevant to the Board's decision.

Section 6.     Membership Dues: Members shall pay yearly dues, in the amount determined by the Board of Directors. Said amount will be reviewed annually. The Board of Directors may approve the waiver or delay of a payment of dues in cases of hardship, for up to one year, for individual membership only. Dues are payable May 1 and are in arrears if not paid by July 31 of any given year.

Article IV.     Board of Directors: The Greater Kansas City Coalition to End Homelessness shall have a Board of Directors.

Section 1.     Composition of the Board: The Board of Directors shall be comprised of at least nine (9) and not more than fifteen (15) citizens of the Greater Kansas City area, and the Board may increase or decrease the number of Directors within these parameters at any time. If a decrease in the size of the Board occurs, expiring terms shall not be filled until the new number of Directors is achieved.

1. The Board shall have:
  - a. At least one (1) representative of a HUD CoC funded agency from each county in the Continuum of Care;
  - b. At least one (1) representative of a non-HUD CoC funded homeless service agency; and
  - c. At least one (1) homeless or formerly homeless citizen.
2. The Board shall not have more than one-third (1/3) of its members as representatives of a HUD CoC funded agencies.
3. The Board is recommended to include:
  - a. A representative from a school district;
  - b. A representative from a non-government funding organization;
  - c. An elected official;
  - d. A workforce or human resources professional; and
  - e. A health care advocate or professional.

Section 2. **Powers and Duties:** Except as otherwise provided by law, the Articles of Incorporation, or these By-laws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Coalition managed under the supervision of, the Board of Directors. The corporate powers include the power to do all things necessary or convenient to carry out the Coalition's affairs. The Board of Directors shall manage the business affairs of the Coalition including the hiring and supervision of an Executive Director. In addition, the Board of Directors shall give annual approval of the HUD Collaborative Application.

Section 3. **Term and Election of Board Members:** Board members shall serve a two-year term. Each year at the annual meeting, the Directors shall elect new Directors to replace the Directors whose terms have expired. Board Members will be elected by the Board of Directors with a two-thirds (2/3) majority vote and ratified by a majority vote of the membership at the next membership meeting. Board members may be elected to a maximum of three (3) terms for a total of six (6) years.

Section 4. **Board Vacancies:** Board vacancies occurring between annual meetings will be filled by vote of the Board of Directors. If the Directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. Each Director so elected by the Board shall be ratified by the Members at the next membership meeting following such election, and if any such Director is not so ratified by the Members, such Director shall be removed from the Board.

Section 5. **Board Member Resignation and Removal:** Any member of the Board of Directors may resign with written notice to the Board Chair and/or the Executive Director. Any member of the Board who misses three (3) consecutive Board meetings without notifying the Board Chair and/or Executive Director shall be presumed to have resigned. A

Board member may be removed with or without cause by the vote of two-thirds (2/3) of the Directors then in office.

- Section 6. Notice. Written or printed notice of each meeting of the Board, stating the date, time, and place shall be delivered personally, by mail, facsimile, or by email to each Director at least 5 days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the Director's residence or usual place of business. If notice is given by facsimile or email, such notice shall be deemed to be delivered when the same is transmitted to the recipient. Notice of a meeting may be given by any person or persons having authority to call a meeting. Except as otherwise required in these By-laws, the Articles of Incorporation, or any law, neither the purpose nor purposes of the meeting nor the business to be transacted at the meeting needs to be stated in the notice.
- Section 7. Waiver of Notice. An individual entitled to notice of a meeting under this Article IV may at any time waive any notice required by these By-laws, the Articles of Incorporation, or any law. Such waiver must be in writing, signed by the individual entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in a meeting waives any required notice of the meeting unless the individual, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these By-laws, the Articles of Incorporation, or any law, objects to lack of notice and does not vote for or assent to the objected to action
- Section 8. Regular Board Meetings: Regular Board meetings will be held once a month. All Board meetings remain open to the general public, with the exception of Executive Session and any portion of a meeting where matters of personnel will be discussed. The Board meeting held in the month of May shall be designated as the annual meeting for purposes of these By-laws, when the Directors shall elect Directors and officers of the Coalition.
- Section 9. Special Board Meetings: Special or emergency Board meetings may be called by the Board Chair, with 24 hour prior notice to the Board.
- Section 10. Meetings by Conference Telephone or Similar Communications Equipment. Meetings of the Board of Directors may be conducted by any means of communication whereby all persons participating in the meeting can simultaneously hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.
- Section 11. Voting and Quorum at Board Meetings: Except as otherwise provided by these By-laws, the Articles of Incorporation, or by any law, a majority of the Board of Directors in office immediately before a meeting begins shall constitute a quorum. If a quorum is present

when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board unless these By-laws, the Articles of Incorporation, or any law require the vote of a greater number of Directors.

Section 12. Action of Board without a Meeting. Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if all Directors consent to such action in writing or by electronic transmission, in a consent describing the action so taken, and such consents are included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director consents in writing or by electronic transmission, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document; provided, however, that any action so approved by electronic transmission must be ratified by the Board at the next Board meeting.

Section 13. Compensation of Directors. Directors shall receive no compensation for the performance of their duties except for reimbursement of expenses as authorized from time to time by the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Coalition in any other capacity and receiving compensation therefor.

Section 14: Board Committees: The Board of Directors may create such standing or special committees of two or more Directors as it deems desirable and may delegate to it such Board powers, duties and responsibilities, not inconsistent with these By-laws or any law, as may be stated in the resolution creating the committee. All provisions of these By-laws relating to meetings, actions without meetings, notice, waiver of notice, and quorum and voting requirements shall apply to such committees and committee members.

Executive Committee: The Board of the Coalition is authorized to appoint from among its members an Executive Committee composed of two or more directors, and in the intervals between meetings of the Board, to delegate to such Executive Committee any or all of the powers of the Board in the management of the business and affairs of the Coalition, except the power to elect directors of officers of the Coalition or to undertake any activities which the Board has expressly reserved for itself. The Executive Committee shall be chaired by the Coalition Board Chair.

Governance Committee: The Governance Committee shall be responsible for reviewing and recommending amendments to the Bylaws of the coalition; ensuring that the Coalition is adhering to the directives and processes outlined in the Bylaws; and evaluating the

Board's own effectiveness and efficiency. This committee will be chaired by the Board's Vice Chair

Nominating Committee: The Nominating Committee is responsible for recruiting, vetting, and nominating potential Board members for the Coalition and ensuring the continuity of the Board and officers. On an annual basis, this committee will collect and review the Conflict of Interest and Disclosure statements signed by each Board member and review for potential or actual conflicts of interest.

Finance Committee: The Finance Committee shall oversee and monitor the fiscal operations of the corporation and will assist the Executive Director to develop an annual budget for recommendation to the Board. The Finance Committee will review the Coalition's financial policies on an annual basis. This committee will be chaired by the Treasurer of the Board.

Membership Committee: The Membership Committee is made up of members of the Coalition. See Article III.

Ad/Hoc Committees: The Board may designate Ad Hoc Committees, which shall consist of a chair and two or more members. The studies, findings, and recommendations of all Ad Hoc committees shall be reported to the Board of Directors for consideration and action.

Continuum of Care Committees: The Coalition will establish committees as required by the United States Department of Housing and Urban Development and to meet in CoC requirements.

Article V. Officers, Terms and Elections: The officers of the Coalition shall include a Chair, Vice-Chair, Secretary, and Treasurer. The Board shall elect or appoint these officers and, if it desires, additional officers, at each annual meeting of the Board. The Board may, if it desires, further identify or describe any one or more of such officers. Officers serve a one (1) year term with the opportunity to be reelected up to three (3) times per office. Despite the expiration of an officer's term, however, unless the Board states otherwise, the officer shall continue in office until the respective successor has been elected.

Section 1. Executive Director: Unless the Board otherwise provides, the Executive Director shall be the chief executive officer of the Coalition with such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and he or she shall carry into effect all directions and resolutions of the board. Except as otherwise provided for in these By-laws, the Executive Director shall preside at all meetings of the Members. Unless the Board otherwise provides, the Executive Director may execute all bonds, notes, debentures, mortgages, contracts and all other instruments for and in the name of the Coalition. The Executive Director

shall have such other or further duties and authority as may be prescribed elsewhere in these By-laws or from time to time by the Board of Directors.

Section 2. Chair: The Chair shall:

- 2.1. Facilitate at Board Meetings;
- 2.2 Act as a spokesperson for the Board;
- 2.3 Schedule meetings;
- 2.4 Ensure other officers perform their duties;
- 2.5 Nominate Board members to Board committees to be approved by the Board and appoint replacement Board members to committees as necessary;
- 2.6 Delegate duties as necessary, and
- 2.7 The Chair will not represent a CoC funded agency in the capacity of employee, contractor, or board member

Section 3. Vice-Chair: The Vice-Chair shall:

- 3.1 Fulfill the duties of the Chair when the Chair is unavailable;
- 3.2 Be appointed Interim Chair should the Chair resign or leave office; and
- 3.3 Coordinate the work of committees.

Section 4. Secretary: The Secretary shall:

- 4.1 Attend all meetings of the Board and all meetings of the Members, and record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the Coalition to be kept for that purpose;
- 4.2 see that all books, records, lists and information, or duplicates, required to be maintained at the registered or some office of the Coalition in the State, or elsewhere, are so maintained
- 4.3 Safeguard the archives of the organization;
- 4.4 Ensure that notice is given of meetings of Directors and Members required by law and by these By-laws; and
- 4.5. Perform such other duties as are usual incident to the office of the Secretary.

Section 5. Treasurer: The Treasurer shall:

- 5.1 Have charge of the funds of the Coalition;
- 5.2 Oversee the preparation of the quarterly and annual financial reports of the Coalition;
- 5.3 Ensure the safeguarding of the records and receipts of all income and expenses of the Coalition; and
- 5.4 Have the general duties, powers and responsibilities of a treasurer of a corporation, and shall, unless otherwise provided by the Board, be the chief financial and accounting officer of the Coalition.

Section 6. Delegation of Authority to Hire, Discharge and Designate Duties. The Board from time to time may delegate to the Chair, or other officer or executive employee of the Coalition, authority to hire, discharge and fix and modify the duties, salary, or other compensation of employees of the Coalition under their jurisdiction, and the Board may delegate to such

officer or executive employee similar authority with respect to obtaining and retaining for the Coalition the services of attorneys, accountants, and other experts.

Section 7. Duties of Officers May be Delegated. If any officer of the Coalition be absent or unable to act, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the Coalition or other responsible person.

Article VI. Limitations on Activity: No part of the net earnings of the Coalition shall inure to the benefit of, or be distributable to the Members, Directors, or officers of the Coalition, except that the Coalition shall have the authority to pay reasonable compensation for services actually rendered to or for the Coalition. The Coalition shall not participate, or intervene in (including the publication and distribution of statements), any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Coalition shall be for the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of the By-laws of the Coalition or any provision of the Missouri laws governing or pertaining to the Coalition, the Coalition shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

Article VII. Fiscal Year: The fiscal year of the Coalition shall begin on the first day of May, and end on the 30th day of April of each year.

Article VIII: Fiscal Policy: The Coalition shall have a policy and procedures manual, outlining its fiscal policy. This policy will be reviewed annually by the Finance Committee and approved every three years by the Board.

Article IX. Amendments: These By-laws may be amended by the vote of two-thirds (2/3) of the Directors then in office, and ratified by a majority of the membership. The text of any amendments shall be sent to the membership via email at least twenty (20) days prior to the meeting to permit any desired review of the member organizations.

Article X. Indemnification:

Section 1. General Indemnity and Indemnity for Derivative Actions. The Coalition may, at the Board's discretion and with two-thirds vote of a quorum of board members, indemnify Directors, officers, or executive employees of the Coalition, against claims, demands, actions, suits, damages, liabilities, losses, settlements, judgments, costs and expenses (including but not limited to reasonable attorney's fees and costs), incurred in connection with such action, suit, or proceeding if he acted in good faith and in a manner



he reasonably believed to be in or not opposed to the best interests of the Coalition, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Coalition unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Under no circumstances shall this General and Derivative Indemnity clause be interpreted to require the Coalition to indemnify any individual associated with the Coalition or otherwise.

- Section 2. Mandatory Indemnification of Expenses. To the extent that a Director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit, or proceeding.
- Section 3. Board Determination. Any indemnification under Section 1 or 2 of this Article, unless ordered by a court, shall be made by the Coalition only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the Members.
- Section 4. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Coalition in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Coalition as authorized in this Article.
- Section 5. Nonexclusive Right. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law,

the Articles of Incorporation or By-laws or any agreement, vote of members, if any, or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The Coalition may give any further indemnification to any person who is or was a Director, officer, employee or agent, or to any person who is or was serving at the request of the Coalition as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, except that no such indemnity shall indemnify any person from or on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

Section 6. Insurance. The Coalition shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Coalition, or is or was serving at the request of the Coalition as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Coalition would have the power to indemnify him against such liability under the provisions of this Article.

Section 7. Definitions.

- 8.1 Executive Employee. For purposes of this Article, the term "executive employee" shall include only those employees designated as such by the Board of Directors.
- 8.2 Coalition. For the purposes of this Article, references to "the Coalition" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee, or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.
- 8.3 Other Definitions. For purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Coalition" shall include any service as a Director, officer, employee, or agent of the Coalition which imposes duties on, or involves services by, such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he

reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Coalition” as referred to in this Article.

Article XI. Conflict of Interest

Section 1. Obligation to Disclose: Any Member, Board member, or officer of the Coalition (including any Member of a committee appointed by the Board) who has a direct or indirect financial interest (as defined in Section 7 of this Article XII) shall disclose the existence of, and all material facts related to, the financial interest to the Board of Directors and members of committees with Board-delegated powers considering the proposed transaction.

Section 2. Participation of Interested Person: Any person having a financial interest on any matter shall not participate in the discussion of the matter, vote or use personal influence on the matter and that person shall not be counted in determining the existence of a quorum for a meeting considering the matter even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, the existence of a quorum and whether the matter was approved.

Section 3. Statement of Position: The requirements of this Article XII should not be construed as preventing any individual from briefly stating a position on a financial interest nor from answering the pertinent questions of others.

Section 4. Determination of Fairness: The Board of Directors or any committee thereof having Board-delegated powers, by a majority vote of the non-interested Board or committee members present, must determine that the transaction or arrangement is in the Coalition's best interest and for its own benefit; is fair and reasonable to the Coalition; and after exercising due diligence, must determine that the Coalition cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances.

Section 5. Record of Disclosure and Action: The minutes of the Board meeting and all committees of the Board shall include the following:

- (a) The names of any person who disclosed a financial interest, the nature of the interest, and whether the Board (or committee as applicable) determined whether there was a conflict of interest and
- (b) The names of the persons who were present for the discussions and voted relating to the transaction or arrangement; a summary of those discussions, including any alternatives, if applicable, to the proposed transaction or arrangement, and a record of the vote.

Section 6. Distribution of Conflict of Interest Policy: A copy of these By-laws shall be distributed to all Members, Board members, and officers of the Coalition. Each such person shall be deemed to have agreed that:

- (a) He or she will comply with this Article XII;
- (b) He or she understands that this Article XII applies to all committees; and
- (c) He or she understands that the Coalition is charitable organization and that in order to maintain its tax-exempt status, must continuously engage primarily in activities which accomplish its tax-exempt purposes.
- (d) On an annual basis, each Board Member will review and sign the Board Conflict of Interest and Disclosure Statement. These statements will be collected and reviewed by the Nominations Committee.

Section 7. Financial Interest: For the purposes of this Article XII, a person has a financial interest if the person, has, directly or indirectly, through business, investment or family:

- (a) A present or potential ownership, investment interest or compensation arrangement in any entity with which, the Coalition (or any entity related to the Coalition) has or may have a transaction or arrangement: or
- (b) A compensation arrangement with the Coalition (or any entity related to the Coalition) or any entity or individual with which the Coalition (or any entity related to the Coalition) has a transaction or arrangement. Compensation includes any remuneration, directly or indirectly, and gifts or favors which exceed \$100 in value.

Section 8. Removal for Violation: Any Member, Board member, or officer of the Coalition who violates this Article XII may be subject to expulsion or removal, as applicable. See Article IV Section 5.

Certification By Secretary

I, Precious Stargell Cushman, Secretary of the Greater Kansas City Coalition to End Homelessness, certify that the Membership voted on the 16th day of February 2022, to adopt these By-Laws.

Secretary: \_\_\_\_\_

Amended January 19, 2022