

BY-LAWS FOR THE SOUTH BAY COALITION TO END HOMELESSNESS

APPROVED: MARCH 18, 2015

ARTICLE 1: NAME

The name of the organization is the SOUTH BAY COALITION TO END HOMELESSNESS.

ARTICLE 2: PURPOSE & AFFILIATION

SECTION 1: PURPOSE.

Develop and sustain a collaborative to effectively address the needs of those experiencing homelessness to ensure human dignity and compassion through education, advocacy, and coordination. To this end the SOUTH BAY COALITION TO END HOMELESSNESS encourages communication and networking, provides training and education, identifies services, promotes program best practices, and performs advocacy.

SECTION 2: AFFILIATION.

The SOUTH BAY COALITION TO END HOMELESSNESS is a coalition and serves as an umbrella organization for stakeholders who are committed to preventing and ending homelessness in Los Angeles County's Service Planning Area (SPA) 8, specially in the Los Angeles Continuum of Care. These include: service providers, public sector organizations, faith organizations, businesses, and residents. This coalition is a representative to city and county entities to end homelessness, such as the Los Angeles Homeless Services Authority.

ARTICLE 3: MEMBERSHIP

SECTION 1: BECOMING A MEMBER OF THE SOUTH BAY COALITION TO END HOMELESSNESS ("COALITION MEMBER").

"Active" Coalition Membership shall consist of individuals or organizations who participate in the coalition at least five times in one year. Active Membership within the SOUTH BAY COALITION TO END HOMELESSNESS is defined as (1) participating in monthly general meetings; (2) participating in coordination, education or advocacy committee meetings (on-line or in-person); or (3) participating in events in which the coalition is involved. Participating in these activities indicates active support for the purpose and values of the coalition. Active Coalition Members vote on strategic planning decisions and the development of committees to address the needs of the SOUTH BAY COALITION TO END HOMELESSNESS.

"Affiliates" of the SOUTH BAY COALITION TO END HOMELESSNESS shall consist of individuals, organizations, or coalitions working to address issues related to homelessness in other Los

Angeles County SPAs, as well as outside Los Angeles County. SOUTH BAY COALITION TO END HOMELESSNESS Affiliates share best practices across regions and create a support network to end homelessness.

“Friends” of the SOUTH BAY COALITION TO END HOMELESSNESS shall consist of individuals or organizations who provide resources to sustain the work of the coalition (e.g., volunteers, fiscal resources, in-kind items, etc.).

SECTION 2: REMOVAL OF MEMBERS.

Any Coalition Member shall be removed by a majority vote of the Active Coalition Members of the SOUTH BAY COALITION TO END HOMELESSNESS and a 2/3 vote of SOUTH BAY COALITION TO END HOMELESSNESS’s Governing Board whenever in these bodies’ judgment the best interests of the SOUTH BAY COALITION TO END HOMELESSNESS would be served thereby. This vote will be initiated by presentation of information to the Governing Board to support this removal.

ARTICLE 4: BUSINESS MEETING OF THE ACTIVE COALITION MEMBERS

A business meeting (e.g., retreat or general meeting designated for strategic planning) of the Active Coalition Members of the SOUTH BAY COALITION TO END HOMELESSNESS shall be held not less than once a year and a majority of these Active Coalition Members shall constitute a quorum for the transaction of business (i.e. development of a strategic plan) at these meetings. Active Coalition Members should be present at a scheduled business meeting via phone, the internet, or designated proxy otherwise the business meeting shall be adjourned and rescheduled to ensure that all Active Coalition Members have a voice in strategic planning sessions related to coordination, education, and advocacy.

ARTICLE 5: GOVERNING BOARD

SECTION 1. GOVERNING BOARD.

The SOUTH BAY COALITION TO END HOMELESSNESS is represented in its financial and administrative functions by its Governing Board, which consists of members over the age of 18, who operate according to the following subsections.

SECTION 2. GOVERNING BOARD POWERS.

The GOVERNING BOARD of the SOUTH BAY COALITION TO END HOMELESSNESS manages, supervises and controls the business and affairs of the SOUTH BAY COALITION TO END HOMELESSNESS, except as otherwise expressly provided by its Bylaws. The GOVERNING BOARD of the SOUTH BAY COALITION TO END HOMELESSNESS operates in collaboration with the SOUTH BAY COALITION TO END HOMELESSNESS’s Chair(s), who also participate as an integral, active, voting member of the GOVERNING BOARD.

SECTION 3: GOVERNING BOARD DUTIES AND RESPONSIBILITIES.

The GOVERNING BOARD:

- a) Supports the Coalition Chair(s) and Committee Chair(s) in connecting and building relationships with individuals, for profit and non-profit organizations, and other community partners;
- b) Helps identify and secure resources (financial and / or human) to ensure the continuation and growth of the SOUTH BAY COALITION TO END HOMELESSNESS;
- c) Advises and mentors Coalition Chair(s) and Committee Chair(s) (coordination, education and advocacy) in strategy work;
- d) Recruits, nominates, and selects new GOVERNING BOARD MEMBERS as needed;
- e) Interacts with, inspires, and advises volunteers, Coalition Members, allies, and community partners;
- f) Determines and reviews periodically the purposes and mission for the SOUTH BAY COALITION TO END HOMELESSNESS;
- g) Oversees and approves the budget of the SOUTH BAY COALITION TO END HOMELESSNESS and establish policy guidelines for fund-raising activities;
- h) Establish policies and procedures regarding stipends for contracted work.

SECTION 4: ELECTION AND TERM OF OFFICE FOR GOVERNING BOARD.

New Governing Board members shall be elected exclusively by Active Coalition Members until there are at least 13 and no more than 17 Governing Board members.

At such time there exists at least 13 SOUTH BAY COALITION TO END HOMELESSNESS Governing Board members, new Governing Board members shall be elected by a majority vote of the Governing Board and a majority vote of the SOUTH BAY COALITION TO END HOMELESSNESS Active Members at its Business Meeting (see Article 4, above), subsequent to recommendation made to the Board, as follows.

- a) A recommendation may be made by any Governing Board or Coalition member to the Governing Board. Such recommendations should include the reasons why the nominee would make a good Governing Board member.
- b) The Governing Board will vote on the nominee. This process may take place entirely, or in part, by electronic communication and no in-person meeting of the Board shall be required to elect new Governing Board members, subject to affirmation by the SOUTH BAY COALITION TO END HOMELESSNESS Active Coalition members.
- c) At a Business Meeting, the Active Coalition Members will vote to affirm or reject the nominee, according to majority vote.

- d) Vacancies occurring on the Governing Board shall be filled by appointment by the Board Chair, subject to approval by the Active Coalition Members, to serve until the next Business meeting. The Active Coalition Members, at its next business meeting, shall elect a Governing Board member to serve the remainder of the vacated term.
- e) To ensure orderly succession, the Governing Board shall be divided into three staggered terms. The term of each class will expire on succeeding years. Each term will have three seats not all of which have to be filled.
- f) In case a vacancy exists, a person may be elected to fill the unexpired term at a regular or special meeting of the Governing Board members. Persons elected will serve the unexpired portion of the term for which that previous Governing Board member had been elected until the term to which that Governing Board member serves is replaced.

SECTION 5: RESIGNATION.

Any Governing Board member may resign at any time by giving written notice to the Board Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board Chair.

SECTION 6: REMOVAL.

Any Governing Board member may be removed from said office, with cause, by a two-thirds or greater vote of all the Governing Board members then in office at any regular or special meeting of the Board called expressly for that purpose.

SECTION 7: REGULAR GOVERNING BOARD MEETINGS.

A minimum of four meetings with the Governing Board members should be held each year, at such time, day and place as shall be designated by the Board Chair, for the purpose of transacting such business as may come before the meeting. Reasonable notice of each meeting must be given.

SECTION 8: SPECIAL MEETINGS.

Special meetings of the Governing Board members may be called at the direction of the SOUTH BAY COALITION TO END HOMELESSNESS Chair, Board Chair, or by a majority of the Governing Board members then in office, to be held at such time, day and place as shall be designated in the notice of the meeting. Reasonable notice of each meeting must be given.

SECTION 9: QUORUM.

A majority of the Governing Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of Governing Board members is present at a scheduled meeting, the meeting shall be adjourned and rescheduled.

SECTION 10: MEETING BY TELEPHONE AND VIDEO-CONFERENCING.

Any Governing Board members may participate in a meeting of the Board by means of a telephone-conference, video-conference, or similar telecommunications device which allows all persons participating in the meeting to hear one another, and such participation in a meeting shall be deemed presence in-person at such meeting.

SECTION 11: VOTING BY EMAIL, TELEPHONE, AND VIDEO-CONFERENCING.

Governing Board members may vote on Board items either by email, or by video- or telephone-conferencing, as may be necessary.

ARTICLE 6: OFFICERS TO THE GOVERNING BOARD

SECTION 1: OFFICERS.

Each year, the SOUTH BAY COALITION TO END HOMELESSNESS Governing Board members and Active Coalition Members shall select a Board Chair, a Vice Chair, a Secretary, and a Treasurer. Coalition Chair(s) and Coalition Committee Chair(s) shall also be elected on a yearly basis to lead the work outlined at the SOUTH BAY COALITION TO END HOMELESSNESS business meetings. These officers alongside at least 5 other individuals will serve as the Governing Board to the SOUTH BAY COALITION TO END HOMELESSNESS. Each Governing Board member will serve a three year term.

SECTION 2: BOARD CHAIR.

The BOARD CHAIR shall collaborate with the SOUTH BAY COALITION TO END HOMELESSNESS Chair(s) to create the agenda for Board meetings, and shall facilitate the Board meetings and the work of the Board.

SECTION 3: VICE CHAIR.

The VICE CHAIR of the Board shall serve in the Board Chair's absence according to Article 6, Section 2, above.

SECTION 4: SECRETARY.

The SECRETARY shall be responsible for taking minutes at Governing Board meetings and General Coalition Member meetings and provides the minutes to the Chair(s) and Board for revisions no later than a week before the next scheduled meeting. If the Secretary cannot attend a meeting, the Chair shall designate a person to fulfill this role.

SECTION 5: TREASURER.

The TREASURER shall work with the Chair(s) or another designee to generate budget reports for Governing Board meetings. The TREASURER shall work with the Chair(s) or another designee to

generate quarterly giving statements for all Active Coalition Members and annual reports on a calendar-year basis for all SOUTH BAY COALITION TO END HOMELESSNESS financial contributions received.

SECTION 6: COALITION CHAIR(S).

The CHAIR(S) shall facilitate monthly meetings and post meeting minutes no later than one week before the next meeting. The CHAIR(S) shall also guide the development of relationships with individuals, private and public organizations, foundations, and other community partners that will support the Coalition's overall strategic and operational needs.

SECTION 7: COMMITTEE CHAIR(S).

The COMMITTEE CHAIR(S) duties include facilitating committee meetings and posting meeting minutes no later than one week before the next meeting related to the strategic plan developed at the previous business meeting. The COMMITTEE CHAIR(S) will also guide the development of relationships with individuals, private and public organizations, foundations, and other community partners that will support the overall strategic plan developed at the previous business meeting related to their specific committee.

ARTICLE 7: COMMITTEES

SECTION 1: COMMITTEE FORMATION.

Committees (Standing, *Ad Hoc*, or other) may be established to conduct the Board's business, as a majority of the Governing Board members deem necessary.

SECTION 2: COMMITTEE RESPONSIBILITIES.

Each committee shall notify the membership of its meetings and shall generate meeting minutes from said events.

SECTION 3: STANDING COMMITTEES.

The coalition shall have the following Standing Committees. They will work closely with each other and the Chair(s). The committee chair of each Standing Committee shall serve as a Governing Board member.

a) **EDUCATION COMMITTEE**

This committee shall oversee the development of educational material to support the coalition. It will be responsible for maintaining the coalition website and social media accounts.

b) **COORDINATION COMMITTEE**

This committee shall oversee the development of membership to sustain the coalition.

It shall maintain membership lists related to active coalition members, affiliates, and friends.

c) **ADVOCACY COMMITTEE**

This committee shall oversee the development of resources to shape public policy around homelessness. It shall maintain relationships with the Los Angeles Homeless Services Authority, and local, state, and national policymakers.

ARTICLE 8: PARLIAMENTARY AUTHORITY

The Governing Board members shall be governed by Robert's Rules of Order.

ARTICLE 9: AMENDMENTS

These Rules may be amended or repealed or new Rules adopted by a two-thirds or greater vote of the Governing Board members at any meeting of the Board. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.

ARTICLE 10: DISSOLUTION

Dissolution requires $\frac{3}{4}$ of the Active Coalition Members' support, with a minimum of 10 Members voting. If the SOUTH BAY COALITION TO END HOMELESSNESS does not have 10 Members, $\frac{3}{4}$ of the Governing Board members must vote in support of Dissolution. Upon the dissolution of the SOUTH BAY COALITION TO END HOMELESSNESS, all its assets shall be distributed in accordance with a plan of distribution adopted by $\frac{3}{4}$ of the SOUTH BAY COALITION TO END HOMELESSNESS Active Coalition Members (or Governing Board members, respectively).