



Kansas Statewide
Homeless Coalition

BYLAWS

Approved 5-24-2022

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KANSAS STATEWIDE HOMELESS COALITION, INC. BYLAWS

Approved By
May 24, 2022

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1.1: Name

The name of this nonprofit public benefit corporation shall be Kansas Statewide Homeless Coalition, Inc. (hereafter the “Coalition”), and will operate according to these bylaws and under the laws of the State of Kansas.

Section 1.2: Mission

The Coalition’s mission is “to be the catalyst for safe, appropriate, and affordable housing for Kansans in collaboration with local, state, and national partners.”

Section 1.3: Purpose

The Coalition is organized exclusively to act as a unifying voice to influence policies toward the fair and equitable treatment of individuals and families experiencing homelessness.

Section 1.4: Geographical Representation

The Coalition, when acting as the CoC Collaborative Applicant, shall represent the 101 counties of Kansas outside of Johnson, Sedgwick, Shawnee, and Wyandotte. The Coalition will also support efforts statewide to end homelessness across all of Kansas.

Section 1.5: Address

The principal office of the Coalition shall be located within the State of Kansas. The principal address of the Coalition is located at 2001 Haskell Avenue Lawrence, Kansas 66046. The Coalition may have additional offices located within the State of Kansas as the affairs of the Coalition require. The registered office and agent shall be maintained as required by the *Kansas General Corporation Code* and changes may be completed through the proper filings with the Secretary of State of Kansas.

Section 1.6: Fiscal Year

The fiscal year of the Coalition shall be the calendar year.

ARTICLE II: BOARD OF DIRECTORS

Section 2.1: Governing Body

The leadership of the Coalition shall be comprised of at a minimum of five (5) and at a maximum of nine (9) persons. These nine (9) to fifteen (15) collectively shall be known as the Board of Directors (hereafter the “Board” or “Directors”).

The Directors must:

include at least one Director who is homeless or formerly homeless individual or the board must instead develop and implement a plan, to consult with homeless or formerly homeless individuals in considering and making policies and decisions regarding any facilities, services, or other assistance that receive funding under KSHC's Continuum of Care grants.

- be at least eighteen years of age,
- have a vested interest in the success of the Coalition's mission.
- individuals affiliated with organizations funded through the competitive CoC Program NOFA process or requesting CoC funding are prohibited from being a Board Director.

Newly elected Directors will be inducted at the next Board meeting following approval of their applications by the current Directors.

Section 2.2: Board Responsibilities

The Board of Directors are responsible for the following:

- create and review the mission statement and purpose that articulates the Coalition's goals, means, and primary constituents served,
- determine Executive Director responsibilities and, when the position is vacant, undertake a search to find the most qualified individual for the Executive Director position,
- during a short- or long-term absence of the Executive Director (less than 3 months), the Coalition's Chair of the Board of Directors will serve or appoint another director to serve as Acting Interim Executive Director,
- support and evaluate the Executive Director,
- determine the Executive Director's compensation,
- removal of the Executive Director requires a majority vote (51%) of the Board,
- actively participate in strategic planning and assist in implementing and monitoring the strategic plan's goals,
- ensure adequate financial resources for the organization whether through fund raising, grant writing, donations, or other viable options as part of a nonprofit board responsibilities,
- approve the annual budget and ensuring that proper financial controls are in place,
- ensure adherence to legal and ethical standards,
- approve Coalition's employee handbook,
- form audit review committee,
- articulate the organization's mission, accomplishments, and goals to the public and garner support from the community through education.

Section 2.3: Responsibilities of Directors

The Directors shall:

- attend, as much as possible, board meetings and functions such as special events,
- be informed about the Coalition's mission, services, policies, and programs,

- review agenda and supporting materials prior to board and board committee meetings,
- make a personal financial and/or in-kind contribution annually to the Coalition for no less than \$50 (this requirement will be waived for homeless or formally homeless persons who may serve on the Board),
- inform others about and advocate for the Coalition,
- read, sign and follow the Conflict-of-Interest policy,
- refrain from using a director's position to solicit or request special assignments of the Coalition staff.

Section 2.4: Term Limits

Directors shall serve a term of two (2) years from the date of their election. No Director shall serve more than three (3) consecutive two-year terms. After three completed terms a Director must take a one year leave before being eligible to run for another term. Directors' terms begin at the next Board meeting following their application approval by the current Board of Directors. Any Director elected as an Officer for a term that exceeds their term limit as a Director, the Director will be allowed to complete their term as Officer.

Section 2.5: Director Removal and Resignation

Any Director may be subjected to removal from the Board if a Director misses more than 25% of regularly scheduled Board meetings and/or trainings per year. (Trainings may include Board member training or strategic planning meeting/trainings for example.) Any Director may be removed by the Board of Directors whenever in its judgment the best interests of the Coalition would be served by a majority vote (51%) of the Board.

Any Director may resign at any time by giving written notice to the Board of Directors, the Chair, or the Secretary of the Board. Any such resignation shall take effect at the time specified in the resignation, or, if the time is not specified in the resignation, upon receipt of the resignation. The acceptance of such resignation shall not be necessary to make it effective.

Section 2.6: Board Regular Meetings

The Board of Directors shall meet no less than every other month at such time, place, or designated method.

Section 2.7: Board Emergency Meetings

Emergency meetings of the Board of Directors may be called by or at the request of any Director or the Executive Director. The person or persons authorized to call emergency meetings of the Board may fix any time, place, or meeting method (e.g., in-person or remote video conferencing platforms) within the State of Kansas for the meeting.

Section 2.8: Executive Sessions

Executive sessions are a special meeting that provides an opportunity for the Board to meet privately to handle sensitive and confidential issues. Executive sessions are private meetings

for Coalition Board Members only with no staff present and are closed to the public. Executive sessions may be called by the Board Chair, Executive Director, or other designee.

There may be occasions when the Executive Director, staff members, constituents or a professional advisor is included for all or part of the meeting. The purpose of the meeting determines who should be present or excluded.

Situations that are acceptable for closed executive sessions include:

- meeting with an auditor to review the organization's financial audit,
- discussion of Executive Director's performance review and compensation,
- alleged or actual improper behavior by the Executive Director,
- alleged or actual improper conduct by a director,
- litigation,
- crisis management.

All executive sessions are held for a pre-determined purpose only. If the Executive Director is not in attendance, the Board Chair will inform the Executive Director within three (3) days of any specific conclusions or recommendations that surfaced during the meeting.

A written record will be kept for all executive sessions. Detailed minutes are not necessary; however, the record must include the date, time, and place of the meeting, names of those people present, any actions taken, and any abstentions from voting if voting took place. These minutes are kept confidential and should be distributed to only those who were present in the session.

Section 2.9: Notice of Board Meetings

Notice of each regular meetings and executive sessions of the Board of Directors, shall be given to each Director at least four (4) days prior to meeting. Emergency meetings will be called with a 24-hour notice. Notification will be made public through the official Coalition website within the above timeframes.

Section 2.10: Voting and Quorum

The Board of Directors may meet in a designated location or by video/telephone conference calls. Voting may occur by voice vote, in writing by mail or electronically by email as needed.

A majority (51% of eligible voting Directors) of the Board will determine the outcome of vote when a vote is required.

Section 2.11: Operation

The Coalition will follow Robert's Rules of Order for parliamentary procedure.

Section 2.12: Compensation

Directors do not receive compensation for fulfilling their duties as a Board member.

ARTICLE III: BOARD OFFICERS

Section 3.1: Officers

The authorized officers of the Board shall consist of the Chair, Vice Chair, Secretary, and Treasurer. Officers shall be elected from the Board of Directors on an annual basis in December. Officers shall be elected for a two (2) year term. Any Director may run for the office of Chair of the Board after serving six months on the Board.

Section 3.2: Chair of the Board

The Chair will:

- facilitate and preside over all Board of Director meetings,
 - schedule meetings,
 - create a Board agenda in collaboration with the Executive Director,
 - ensure a quorum,
- act as a spokesperson for the Board or designate another Director or Executive Director to serve in that role,
- work in partnership with the Executive Director to ensure board resolutions are carried out,
- during a short- or long-term absence of the Executive Director (less than 3 months), the Coalition's Chair of the Board of Directors will serve or appoint another director to serve as Acting Interim Executive Director,
- call emergency and executive sessions, when necessary,
- be the authorized official in eLOCCS; assign the Executive Director or other designee to be a User to draw down HUD grant funds, ensure that other Officers perform their duties and delegate duties as necessary,
- serve on the Executive Committee as determined by the Board of Directors,
- sign and execute, in the name of the Coalition, all authorized documents as identified within the financial policies and procedures, however, the Chair may assign delegated authority to the Treasurer and/or Executive Director.

Section 3.3: Vice-Chair

The Vice-Chair will:

- Fulfill the duties of the Chair in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair.
- Serve as Interim Chair should the Chair resign or leave Office.
- Serve on the Executive Committee as determined by the Board of Directors.
- Other duties as assigned by the Chair of the Board or by the Board of Directors.

Section 3.4: Secretary

The Secretary will:

- Virtually record meeting and document meeting minutes, motions, 2nds, discussion and votes. Collaborate with Coalition to staff to make the meetings dates/times, agendas, and meeting recordings available on the Coalition website,
- maintain a list with names and other contact information of Directors,

- ensure that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; and be custodian of the records,
- ensure that the Robert’s Rules of Order is being followed,
- serve on the Executive Committee as determined by the Board of Directors,
- other duties as assigned by the Chair of the Board or by the Board of Directors.

Section 3.5: Treasurer

The Treasurer will:

- maintain charge, custody of and oversight for all funds and securities of the Coalition,
- sign checks (make purchases/payments with the Coalition debit/credit card) for expenditures included in the approved budget and the financial policies and procedures to carry out the regular business of the Coalition. This authority may be delegated to the Executive Director with oversight of the Treasurer and/or Finance Committee,
- finance committee review any financial audit or financial review and answer any Board questions about the audit/review,
- work with the Executive Director and Coalition COO/Bookkeeper to ensure that appropriate financial reports are made available to the Board on a regular basis,
- serve as the chair of the Finance Committee,
- serve on the Executive Committee,
- other duties as assigned by the Chair of the Board or by the Board of Directors.

Section 3.6: Officer Absence

In case of an Officer’s absence, the Board may delegate the power or duties of the absent Officer to any other Officer or Director for such period of time as the Board may deem appropriate.

ARTICLE IV: BOARD COMMITTEES

Section 4.1: Executive Committee

The Executive Committee will consist of the Chair, Vice Chair, Treasurer and Secretary of the Board. Executive Committee acts and makes decisions on behalf of the Board. Executive Committee agendas, meeting minutes will be distributed to the full Board. The Board will provide direction and oversight regarding the Executive Committee’s actions and decisions.

Section 4.2: Finance Committee

The Finance Committee will provide guidance, oversight, and transparency for the Coalition’s financial management as determined by the Financial Policies and Procedures. The Treasurer is the Chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget preparations with the Coalition Executive Director and the full Board. The Board must approve the budget that includes estimated expenditures for the next fiscal year. Any major change in the budget must be approved by the Board. Annual fiscal reports are required to be submitted to the Board and made available to the public.

ARTICLE V: INDEMNIFICATION

Section 5.1: Indemnification

To the extent permitted or required by the Act (as defined below) and any other applicable law, if any Director or Officer (as defined below) of the Coalition is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or Officer of the Coalition, the Coalition (I) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (II) shall advance to such person expenses incurred in such proceeding.

The Coalition may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Coalition to the same extent as to a Director or Officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Coalition may at its discretion provide for indemnification or advancement of expenses in a resolution of its Board of Directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this Article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this Article, the following terms have the following meanings:

Act. The term “Act” means the *Kansas General Corporation Code* as it exists on the date this Article is adopted, and as may be thereafter amended from time to time. In the case of any amendment of the *Kansas General Corporation Code* after the date of adoption of this Article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “Act” shall include such amendment only to the extent that the amendment permits a Coalition to provide broader indemnification rights than the *Kansas General Corporation* permitted prior to the amendment.

Director or Officer. The term “Director” or “Officer” means (I) a Director or Officer of the Coalition and (II) while an individual is a Director or Officer of the Coalition, the individual’s serving at the Coalition’s request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign Coalition, nonprofit Coalition, or other person or of an employee benefit plan, and (III) any other position (not with the Coalition itself) in which a Director or Officer of the Coalition is serving at the request of the Coalition and for which indemnification by the Coalition is permitted by the act.

Proceeding. The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

Code. The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

Section 5.2: Limitation

Notwithstanding any other provision of this Article IX during any period that the Coalition is a “private foundation” within the meaning of Section 509 of the Code, or any corresponding provision of any future United States tax law, the Coalition shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the Coalition purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the Code, to be a taxable expenditure within the meaning of Section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE VI: RECORDS

Section 6.1: Records

The Coalition shall keep correct and complete fiscal transactions and records of account. The Coalition shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the Board of Directors. All records of the Coalition may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII: WAIVER OF NOTICE

Section 7.1: Notice

Whenever any notice is required to be given under the provisions of the *Kansas General Corporation*, or under the provisions of the Articles of Incorporation or the Bylaws of the Coalition, a waiver thereof may be granted in the following manner:

A Director may waive any notice required to be given to such Director by the *Kansas General Corporation* or these Bylaws: Whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the Coalition which is signed by the Director entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or

Objection by a Director’s attendance at the meeting whereby such Director waives objection to lack of notice or defective notice, unless the Director at the beginning of the meeting objects to the holding thereof or transacting business at the meeting

because of lack of notice or defective notice, and such Director waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Director objects to considering the matter when it is presented. The Director must not only object to holding the meeting but also must not vote for or assent to action taken at the meeting. Further, even if a director attends or participates in a meeting, the Director does not waive any required notice if special notice was required of a particular purpose and the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

ARTICLE VIII: AMENDMENT OF BYLAWS

Section 8.1: Amendment

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors meeting at which a quorum is present at any regular or special meeting, if at least seven days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE IX: DISSOLUTION STATEMENT

Section 9.1: Dissolution

Should the Coalition dissolve, any remaining funds in the account are to be donated to a non-profit group voted on by the Directors present at the final meeting as consistent with the Articles of Incorporation. If it is the wishes of the Directors present to allocate funds to a non-profit group, agency or organization that is a Director of the Board then said Director must abstain from voting.

CERTIFICATION

The above and foregoing is a true and correct copy of the Bylaws of the KANSAS STATEWIDE HOMELESS COALITION

By: _____

Name: _____

Title: _____