

BYLAWS

BOISE/ADA COUNTY COALITION FOR THE HOMELESS

Article I. Name and Principal Business

The name of the non-profit corporation shall be the Boise/Ada County Coalition for the Homeless, Inc., herein referred to as the Coalition, and its principal office shall be in Boise, Idaho.

Article II. Purpose

The Boise/Ada County Coalition for the Homeless is a network of individuals and organizations committed to our mission of ending homelessness through education, advocacy, and coordinated services. The Coalition provides a forum for sharing information among members and other entities to help ensure that no individual or family either at risk or experiencing homelessness shall be without proper services or needed assistance.

Article III. Statement of Nondiscrimination

The Coalition shall not discriminate on the basis of race, sex, sexual orientation, gender identity, color, national origin, religion, age, or mental or physical disability in any matter regarding its members, including Executive Committee members.

1

Article IV. Meetings

Section 1. General Meetings

1. There shall be at least five (5) general meetings per year.
2. Meetings shall be open to the public.
3. The President or other Homeless Coalition member(s) so designated by the Leadership Team shall facilitate meetings.
4. Advance notice of each meeting shall be given and shall include a tentative agenda.
5. Persons requesting to be on the agenda must make a request to the Leadership Team prior to the mailing of the agenda.
6. If a special meeting is necessary, notice to members, including place and purpose of the meeting, shall be given at least 48 hours in advance.

Section 2. Annual Meeting

1. The annual meeting shall be held in December. At this meeting, the General Membership shall vote to approve Leadership Team members for the next year. The annual meeting shall be open to the public.
2. A Leadership Team member or a Coalition member appointed by the Leadership Team shall preside over the vote.
3. Notice of the annual meeting shall include criteria for voting.

Section 3. Quorum

Twenty (20) percent of members, including a majority of Leadership Team members (not including vacancies), shall constitute a quorum.

Section 4. Voting

1. Each member shall have one (1) vote.
2. Each organization shall have one (1) representative as its voting member.
3. Members may not send a proxy to vote in their stead.⁽¹⁾
4. Individual members who also represent a member organization are allowed only one (1) vote.⁽²⁾

(1) Robert's Rules of Order states: "Ordinarily (Proxy Voting) should neither be allowed nor required because proxy voting is incompatible with the essential characteristics of a deliberative assembly in which membership is individual, personal, and nontransferable."

(2) Robert's Rules of Order states: ONE PERSON ONE VOTE. It is a fundamental principle of parliamentary law that each person who is a member of a deliberative assembly is entitled to one – and only one-- vote on a question. This is true even if a person is elected or appointed to more than one position, each of which would entitle the holder to a vote. For example, in a convention, a person selected as a delegate by more than one constituent body may cast only one vote. An individual's right to vote may not be transferred to another person (for example, by the use of proxies).

2

Article V. Membership

Section 1. Policies

1. Payment or waiver of dues is a prerequisite for membership.
2. All members shall be individuals or organizations who have demonstrated interest in and support for the purposes of the corporation.
3. Individuals within a member organization may hold a separate, individual membership.
4. No member shall receive compensation from the corporation except as reimbursement for out-of-pocket expenses on behalf of the corporation or for professional services duly authorized and performed.
5. The Leadership Team shall appoint one or more authorized spokespersons to represent the Coalition. Other members must receive approval from the Leadership Team prior to making public statements on behalf of the Coalition.

Section 2. Dues

1. Membership shall become effective on the 1st of the month following the month in which dues are paid and will remain in effect for a 12-month period.
2. Payments received before the member anniversary date will be applied on the anniversary date.
3. Waivers may be granted when individuals or organizations are unable to pay dues. Release from dues is at the discretion of the Leadership Team.

Article VI. Leadership Team

Section 1. Substitution of Leadership Team in place of Executive Committee

1. The Executive Committee shall be replaced by a Leadership Team. All responsibilities of the Executive Committee and Executive Officers shall become the responsibility of the Leadership Team. The Leadership Team shall be the "Executive Committee" referred to in the Coalition's Articles of Incorporation.
 - a. The Leadership Team shall be empowered to divide the responsibilities of operating the Coalition, including the roles formerly assigned to Executive Officers, between members of the Coalition's Leadership Team, committees, and members of the Coalition.
 - b. Decisions made by the Leadership Team will have the same authority as if made by the former Executive Committee or its officers.
2. Leadership Team Membership and Officers
 - a. The Leadership Team members shall be persons who are current, active members of the Coalition who make a commitment to participate on the Leadership Team for a one-year period, attend Leadership Team meetings monthly, and take responsibility for one or more tasks or roles that are important for the Coalition's operation or approved activities that are consistent with the Coalition's mission.
 - b. The Leadership Team shall consist of a minimum of three (3) members.
 - c. The Leadership Team shall include at least one (1) person experiencing homelessness and/or representing people experiencing homelessness, when possible.
 - d. Subject to the limitations listed above, the Leadership Team shall be empowered to make decisions about the size and composition of its membership, including creating new positions and voting to approve new members.
 - e. The Leadership Team shall include three (3) members designated to serve as Officers for a one-year term. The Leadership Team will appoint Officers during the first Leadership Team meeting of the year.
 - f. The Officer positions shall be a President, a Secretary and a Treasurer. The exact duties of the Officers shall be determined by the Leadership Team and may be changed as needed.
 - g. Membership of the Leadership Team and Officers shall be publicly posted on the Coalition's website.
3. Voting
 - a. Decisions of the Leadership Team shall be made either by consensus or a majority vote of the members present. A quorum for voting purposes shall consist of three (3) members.

- b. In preparation for the annual meeting each year, the Leadership Team shall nominate candidates to serve as Leadership Team members for the upcoming calendar year. All candidates must be eligible and willing to serve on the Leadership Team for a one-year term.
 - c. Members of the Coalition may submit nominations to the Leadership Team to be considered for Leadership Team membership. Nominations must be received by the Leadership Team at least 21 days prior to the annual meeting, to allow time for consideration.
 - d. The General Membership shall vote to approve the members of the Leadership Team in their annual meeting.
 - e. The Leadership Team may be expanded as necessary for the operation of the Coalition at any time during the year by the decision of the existing Leadership Team without a vote of the General Membership.
4. Leadership Team responsibilities shall include but are not limited to:
- a. Ensure that the essential tasks of operating the Coalition are assigned to and carried out by qualified persons
 - b. Review, modify and approve the Coalition's Financial Policies document
 - c. Authorize two (2) Leadership Team members to sign legal documents on behalf of the Coalition
 - d. Approve expenditures or forward expenditures to the General Membership for approval, according to the Financial Policies document
 - e. Ensure the voice of the Coalition is represented in the community for purposes of education, advocacy, coordination of services, and in pursuit of policies that further the Coalition's mission
 - f. Review the Bylaws and propose amendments to the General Membership for approval
 - g. Monitor compliance with the Articles of Incorporation and propose amendments to the General Membership for approval if necessary to facilitate efficient operation of the Coalition
5. Removal of Leadership Team member(s)
- a. A member of the Leadership Team may be removed for cause by a majority vote of the General Membership or the Leadership Team, provided a 7-day notice is given before a vote is taken. Causes may include any of the following:
 - i. Use of the position for any activity deemed a conflict of interest
 - ii. Inability to follow through with assigned duties
 - iii. Engagement in behavior that conflicts with the mission and purposes of the Coalition
 - iv. Repeated and unaccounted for absences at regularly scheduled Leadership Team meetings
6. Future Coalition Leadership Structure

- a. At the request of the General Membership through a vote at a General Membership meeting or based on the decision of a majority of Leadership Team members, a more traditional Executive Team structure may be proposed to the General Membership and voted upon for reimplementation.

Article VII. Fiscal Year and Financial Policies

The fiscal year shall be a calendar year for purposes of annual reporting, audits, and dues requirements. A Financial Policies document shall be reviewed, modified, and approved by the membership annually.

Article VIII. Committees

As the need arises, the Leadership Team shall appoint special or ad hoc committees to serve until the purpose(s) of the committee has been fulfilled.

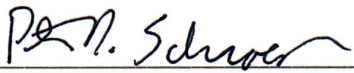
Article IX. Amendments to Bylaws

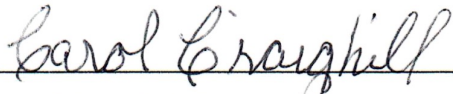
These Bylaws may be altered, amended, or repealed by a resolution receiving a two-thirds (2/3) vote of members present at any duly called Coalition meeting, provided there is a quorum and a 30-day advance notice of the vote.

Article X. Parliamentary Authority

Robert's Rules of Order shall govern the conduct of business in all applicable cases that are not in conflict with these bylaws.

Dated this 13th day of Dec ²⁰²³ at a duly called Coalition meeting.


Pete Schoeder, President


Carol Craighill, Secretary