

Homeless Coalition of Polk County, Inc.

Bylaws

Article 1: Name

The name of the Corporation shall be the Homeless Coalition of Polk County, Inc., hereafter referred to as HCPC. HCPC is a not-for-profit organization incorporated in the State of Florida pursuant to Chapter 617 of the Florida Statutes.

Article 2: Purpose

The corporation is organized to work toward the improvement of the plight of the homeless. It is nonsectarian, nonpartisan, and nonprofit. Its purposes are exclusively charitable and educational consisting of the following:

- a. Coordinate existing shelter and support programs, evaluating unmet needs and exploring possible resources for filling those needs.
- b. Educate the community and its leaders about homelessness.
- c. Serve as a catalyst/collaborative agency for grant applications.
- d. Serve as Lead Agency for the Continuum of Care.

Article 3: Board of Directors

1. Membership

The Board of Directors shall consist of the officers of the corporation and any at-large members elected by majority vote of the Board of Directors.

2. Regular Meetings

The Board of Directors shall meet at 3:00 PM on the second Wednesday of January, April, July, and October at the HCPC offices unless determined otherwise.

3. Special and Emergency Meetings

Special meetings of the Board of Directors may be called by the President or by a majority vote of its members. Notice of such meeting shall be given to all members at least one week prior to the date of the special meeting. Notice of special meetings shall include the date, time, place, and purpose of the meeting and by whom it is called. No business other than that specified in the notice may be transacted at special meetings without the unanimous consent of all present at such meeting.

4. Conduct of Meetings

The President, and in his/her absence the Vice President, shall preside at all meetings. Should the President and Vice President both be absent, the Board of Directors may designate a presiding officer for the meeting. Attendance at meetings of persons not on the Board of Directors shall be by invitation or advance approval of the President only, provided that the Executive Director and Planner may attend meetings unless requested otherwise. The Board of

Directors may enter executive session at any time during a meeting at the request of the President or any member.

5. Quorum

A quorum for meetings shall consist of three members of the Board of Directors.

6. Minutes

Minutes will be taken at all Board meetings. Except for executive sessions these minutes will be filed at the HCPC offices and posted on the HCPC website.

7. Functions of the Board of Directors

The Board of Directors shall have the authority to govern the corporation within the limits prescribed in these Bylaws. The Board of Directors shall hire and has the authority, by majority vote, to suspend and terminate the Executive Director, who shall be directly responsible to the President of the Board of Directors. The Executive Director is authorized to hire other staff members as allowed in approved grants or in the annual budget. The Board of Directors shall approve staff job descriptions. It shall receive regular reports on the operations of HCPC and its financial condition from the Executive Director, and other staff members, as appropriate. The Board of Directors may establish policies and procedures for the corporation.

8. Removal of Board Members

- a. The Board of Directors may, by a majority vote, remove any board member at any time with or without cause.
- b. The resulting vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Article 4: Officers and Board Members

1. Officers

The officers of the HCPC shall be the President, Vice-president, Secretary, and Treasurer.

2. Board Members

There shall be one at-large member.

3. Election and Term of Office

The officers and board members whose terms are expiring shall be elected at the January board meeting and shall take office at the close of the meeting at which they are elected.

4. Staggered terms

The Vice-President and Treasurer shall be elected in odd years and take office at the close of the meeting at which they are elected and serve for two (2) years or until their successors are elected. The President, Secretary, and At-Large Member shall be elected in even years and take office at the close of the meeting at which they are elected and serve a term of two (2) years or until their successors are elected.

5. Duties

The officers shall perform the duties defined by the articles of incorporation and the Bylaws.

a. President

The President shall preside at all meetings of the HCPC and shall perform the duties that usually pertain to such an office.

b. Vice-President

The Vice-President shall serve in the absence of the President and shall perform such duties as the president of the Board of Directors may designate.

c. Secretary

The secretary shall maintain the minutes of all meetings of the HCPC and shall be the custodian of the records.

d. Treasurer

The treasurer shall oversee all money and securities of the corporation and will be accountable for all financial transactions of the HCPC.

6. Vacancies

Upon vacancy of the office of the President, the Vice-president shall take office for the balance of the term. Upon vacancy of the Vice-president, Secretary or Treasurer, the President shall fill the office by appointment as soon as practical.

Article 5: Review and Amendments

1. These Bylaws may be amended at any meeting of the HCPC Board of Directors provided that notice of the proposed action is sent to each board member at least ten (10) days preceding the meeting at which the proposed changes are to be acted upon.
2. These Bylaws must be reviewed, updated, and approved by the board at least once every 5 years.

Article 6: Dissolution

1. The organization may be dissolved only by a unanimous of the Board of Directors.
2. Disbursement of Funds

In the event of dissolution, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

Article 7: Miscellaneous

1. Order of Business at Board Meetings
 - a. The order of business at meetings of the Membership and Board of Directors shall be as follows:
 - (1) Roll call or attendance sheet sign-in
 - (2) Secretary's Report of Minutes of last meeting
 - (3) Executive Director's Report

- (4) Old Business
- (5) New Business
- (6) Other
- (7) President's comments
- (8) Adjournment

b. The President may change the order of business without objection from the floor at any meeting.

2. Confidentiality

Members of the Board of Directors are expected to treat all discussions relating to personalities, staff reviews, clients, and other sensitive issues as confidential.

3. Conflicts of Interest

No member of the Board of Directors shall cast a vote on any matter that has direct financial benefit to the member, a relative of the member, or organization represented by the member. No member of a board shall receive any remuneration for serving in his/her capacity as a member of the board. However, with the approval of a majority vote of the Board of Directors, a member of a board, or his/her business entity, may receive reasonable payment for work done for HCPC outside his/her capacity as a member of the board.

4. Conduct of Meetings

Robert's Rules of Order shall prevail at all meetings except as specified in these Bylaws.

5. Decisions by Board of Directors

Except as specified in these Bylaws, all decisions by the Board of Directors shall be by majority vote.