

**BYLAWS
HOMELESS SERVICES NETWORK OF CENTRAL FLORIDA, INC.**

ARTICLE I - NAME

Section 1.01. The name of this corporation is the "Homeless Services Network of Central Florida, Inc. (hereinafter "Corporation.")

ARTICLE II - PRINCIPAL OFFICE

Section 2.01. The principal office for the transaction of business of this Corporation and the mailing address shall be located in Orange County, Osceola County, or Seminole County. The location of the principal office may be changed by the Board of Directors, but shall remain within the area defined by the Central Florida Continuum of Care.

ARTICLE III - PURPOSES

Section 3.01. Purposes - Generally.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.;

Section 3.02 Purposes - Specifically.

The specific purposes for which the Corporation exists: is (a) to coordinate, facilitate, and support the ongoing development, implementation, evaluation, and improvement of a comprehensive and integrated system of housing and services to persons experiencing homelessness in Central Florida, which may include, but may not be limited to:

(a). Serving as the organizational agent (lead agency) and platform for facilitating the development and implementation of a continuum of care plan, which may include serving as a fiscal conduit and initiating activities to prevent and/or alleviate issues related to homelessness in Orange, Osceola, and Seminole Counties;

(b). To convene, implement, manage, coordinate and carry out the responsibilities required by, but not limited to, the Department of Housing and Urban Development (HUD), other federal agencies and the State of Florida, including counties and cities, for the Continuum of Care FL-507 (CoC). These responsibilities include, but are not limited to, the responsibilities enumerated under 24 CFR Part 578, as may be amended or superseded, and specifically, but not limited to, the following:

(1) Operating the coordinated assessment system for the CoC, as set forth in 24 CFR §578.7(a)(8).;

(2) Designating and operating the Homeless Management Information System for the CoC;

(3) Carrying out CoC planning activities, including facilitating the coordination and implementation of a housing and service system within the CoC geographic area that meets the needs of homeless individuals (including unaccompanied youth) and families, planning and conducting at least biennially a point in time count of homeless persons within the CoC geographic area, conducting an annual gaps analysis of the homeless needs and services within the CoC geographic area; and measuring project and system performance and targeting system improvements and interventions based on such measurement;

(4) Serving as the collaborative applicant for funds in response to Notices of Fund Availability (NOFAs) Requests for Proposals (RFPs) published by, but not limited to, the U.S. Housing and Urban Development (hereinafter “HUD”), other federal agencies, the State of Florida, and counties and cities within the Geographic Coverage Area;

(5) Serving as the Unified Funding Agency for the CoC, if so designated by HUD, or as the recipient of HUD, State, and jurisdictional funding, as well as the administrator of grants and contracts associated with the receipt of such funding and the monitor and technical assistance provider for sub-recipients of such funding; and

(6) Performing such other duties and functions for which the CoC has determined that the Corporation is uniquely or most appropriately qualified or positioned to perform for or on behalf of the CoC.

(c) To exercise all rights and powers conferred on not-for-profit corporations under the laws of Florida, provided, however, that the corporation shall not engage in any activities or exercise any powers, that are not in furtherance of the specific and primary charitable and educational purposes of the corporation. All of the foregoing purposes and powers shall be exercised exclusively for those charitable and educational purposes and shall be exercised in such manner that the corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as it is currently or hereafter may be in force and effect.

ARTICLE IV - MEMBERSHIP

Section 4.01. Members.

The Corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

Section 5.01. Powers and Duties.

The activities, affairs and property of the Corporation shall be managed, directed, and controlled, and its powers exercised by, and vested in the Board of Directors (hereinafter “Board of Directors.”) The Board of Directors shall set policy for the Corporation and shall be charged with the overall responsibility of accomplishing its purposes and reviewing its financial integrity. The Board shall employ an executive director to manage the daily operations of the corporation and to implement policies as set by the Board of Directors.

Section 5.02. Number and Composition.

(a) The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members who are at least eighteen (18) years of age).

(b) Six (6) directors shall be designated by the chief executive or process established by the governmental jurisdiction, with one (1) director appointed by the staffs of each of the following:

- 1) Orange County Board of Commissioners;
- 2) Osceola County Board of Commissioners;
- 3) Seminole County Board of Commissioners;
- 4) City of Kissimmee;
- 5) City of Orlando; and

6) City of Sanford.

(c) At least one director shall be a homeless or formerly homeless individual.

Section 5.03 Term and Tenure.

- (a) Each elected director shall hold office for two (2) years and may be re-elected for two (2) additional terms of two (2) years each. Each appointed Director shall be appointed for one (1) term of two (2) years and may be re-appointed for additional terms without limitations, except that, for each appointed term, appointed directors must provide certification from the jurisdiction confirming the appointment prior to serving on the Board of Directors. Directors shall continue to serve until their successors are elected and qualified.
- (b) Effective April 1, 2017, the Nominating Committee shall provide for staggered terms for directors such that, paragraph (a) notwithstanding, not more than 60 percent of the terms of sitting directors shall expire in any given year. The proposal of the Nominating Committee for the annual meeting of the Board of Directors shall consider such limit and incorporate adjustments to terms as may be necessary to ensure compliance.

Section 5.04 Transitional Directors.

- (a) Notwithstanding any other section of these Bylaws, effective April 1, 2017, the terms of all directors in office as of March 31, 2017, shall expire, with the exception of those directors specifically designated as transitional directors by the sitting Board of Directors prior to March 31, 2017. Such transitional directors shall complete their respective terms as they were defined prior to March 31, 2017, and shall be eligible to stand for re-election.
- (b) The provisions of Paragraph (a) shall not take effect unless and until such time as the sitting Board of Directors has designated a minimum of five (5) transitional directors to continue to serve as of April 1, 2017.

Section 5.05 Election.

Directors shall be elected at the annual meeting of the Board of Directors described at Section 5.17. A slate of directors proposed for election shall be provided by the Nominating Committee to the sitting Board of Directors no less than seven (7) days prior to the annual meeting.

Section 5.06 Resignation.

Any director may resign at any time by delivering a written resignation to the Chair or the secretary of the Corporation. Such resignation shall be effective upon receipt, unless otherwise provided by the terms thereof.

Section 5.07 Removal.

Any director may be removed for cause at any time by the affirmative vote of two-thirds of all members of the Board of Directors. Proper notice specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such removal shall be considered.

Section 5.08 Attendance.

Any director with at least three (3) unexcused absences from regularly scheduled board meetings within one calendar year shall be deemed to have vacated his/her seat and shall be replaced. In the event that a regular meeting is recessed to be reconvened at a later date, each session missed will not be considered an absence for purposes of this rule. Exceptions to the above provision may be made only by a two-thirds vote of the Board conducted by secret ballot.

Section 5.09. Vacancies.

(a) Upon removal or resignation of any elected director, if the Board of Directors declares that a vacancy exists in the directorship vacated, the vacancy may be filled by a majority vote of the remaining directors after receipt of any recommendation by the Nominating Committee, and each such director so appointed shall hold office for the remainder of the term of the directorship so vacated.

(b)

(b) Upon removal or resignation of any appointed director, the vacancy shall be filled by the appointing jurisdiction, and each such director shall hold office for the remainder of the term of the directorship so vacated.

Section 5.10. Regular and Special Meetings.

Regular meetings of the Board of Directors shall be held at such times and with such frequency as the Board of Directors may, by duly adopted resolution, determine provided, however, that regular meetings shall be held no less frequently than quarterly. The time and place of the regular meetings shall be specified in the resolution. Special meetings shall be held at any time when called by order of the Chair of the Board of Directors, or any three (3) directors.

Section 5.11. Place of Meeting.

Except as otherwise provided in Section 5.12 of these Bylaws, each meeting of the Board of Directors shall be held at such place as shall be specified in the notice thereof.

Section 5.12. Notice.

Notice of each special meeting of the Board of Directors shall be transmitted to each director, not less than 5 days by mail or 2 days by telephone, or electronic or personal delivery before the day on which the meeting is to be held. Each such notice shall state the general nature of the business to be transacted, the day, time and place of such meeting, and by whose request it was called. Notice of any meeting of the Board of Directors need not be given to any director who shall waive such notice in writing, whether before or after such meeting, or if he or she shall be present at the meeting. No notice need be given of the annual meeting, regular meetings or of any adjourned meeting of the Board.

Section 5.13. Quorum.

The presence at any meeting of the Board of Directors in person, or electronically, of no less than a majority of the sitting number of directors thereof shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 5.14. Voting.

Unless otherwise indicated in these Bylaws at all meetings of the Board of Directors, all matters shall be decided by a majority of the directors present and voting, physically or electronically, at the

meeting, a quorum being assembled.

Section 5.15. Proxy Voting.

All voting by proxy is prohibited.

Section 5.16. Action by Board of Directors Without A Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the directors shall individually or collectively consent in writing to the action. Written consent may be transmitted direct or via electronic means. The written consent or consents shall be filed with the minutes of the proceedings of the Board, and the action taken shall have the same force and effect as a unanimous vote of the directors.

Section 5.17. Annual Meeting of the Board of Directors.

The annual meeting of the Board of Directors for election of directors and officers and shall be held in September of each year, or as soon thereafter as determined by the Board of Directors.

ARTICLE VI – OFFICERS

Section 6.01. Titles and Qualifications.

The elected officers of the Corporation shall include a Chair, a Vice-Chair, a Secretary, and a Treasurer. Elected officers must be directors, and may only stand for election after consideration by the Nominating Committee.

Section 6.02. Election of Officers.

Each officer shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The Nominating Committee shall present a proposed slate of officers for consideration, but nominations may also be received from the floor.

Section 6.03 Term of Office.

Each elected officer shall serve a term of approximately one (1) year, from the date of the first regularly scheduled meeting following the annual meeting of the Board of Directors until the date of the first regularly scheduled meeting following the next annual meeting of the Board of Directors following their accession to office. Officers may serve up to three (3) terms in succession.

Section 6.04. Resignations.

Any officer may resign at any time by delivering a written resignation to the Chair or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 6.05. Removal.

Any officer may be removed at any time, either for or without cause, by a vote of a two-thirds majority of directors then in office at a meeting, the notice or waiver of notice of which shall have specified the proposed removal.

Section 6.05. Vacancies.

Any vacancy in office may be filled for the unexpired portion of the term by the Board of Directors.

Section 6.06. Chair.

The Chair shall be the chief officer of the Corporation and shall have general responsibility for the business affairs of the Corporation, subject to the control of the Board of Directors, and shall preside at all meetings of the Board of Directors and Executive Committee.

Section 6.07. Vice-Chair. The Vice-Chair shall assist the Chair in the performance of the Chair's duties. The Vice-Chair shall assume the duties of the Chair at any time the Chair is unable to do so. The Vice-Chair shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Chair or by the Board of Directors.

Section 6.08. The Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have other such power and perform such other duties as may be prescribed by the board of directors of the board Chair. The Secretary shall serve as the parliamentarian of the board.

Section 6.09. The Treasurer.

The Treasurer shall have responsibility for the financial records of the Corporation, and shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 7.01. Designation.

There shall be an Executive Committee of the Board of Directors.

Section 7.02. Number and Qualification.

The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary, the Treasurer, and up to three (3) additional Directors, selected from the Board of Directors, appointed by the Chair and approved by the full Board of Directors.

Section 7.03. Authority.

The Executive Committee may act for the Board of Directors between meetings of the Board of Directors, within the policies established by the Board of Directors and with such additional authority as may be delegated by the Board of Directors, except in those matters reserved in these Bylaws for determination by the Board of Directors.

Section 7.04. Executive Director Performance.

The Executive Committee is responsible for ensuring an annual performance evaluation is completed on the Executive Director prior to the annual membership meeting each year.

Section 7.05. Meetings.

The Executive Committee may meet prior to each regularly scheduled Board of Directors meeting, at a time and a place to be determined by the Executive Committee, or at any other such time as may be necessary, at the call of the President or a majority of the Executive Committee membership.

Section 7.06. Action.

A majority of members of the Executive Committee shall constitute the quorum required for transaction of business at any meeting of the Executive Committee. Action approved by a majority of committee members present and voting at any meeting at which a quorum is present shall be the act of the Executive Committee, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Executive Committee, the members present may adjourn the meeting without notice, other than an announcement at the meeting, to be reconvened when a quorum is present. The Executive Committee shall keep regular minutes of its proceedings which shall be placed into the minutes of the corporation. A report of any actions of the Executive Committee shall be made to the Board of Directors at its each regularly scheduled meeting.

ARTICLE VIII –

Section 8.01. Standing Committees.

The three (3) standing committees of this Corporation shall consist of: the Nominating, Finance, and Personnel Committees.

Section 8.02. Membership.

All standing committees of the Corporation shall consist solely of directors, as appointed by the Chair of the Board of Directors or by action of the full Board of Directors. All standing committees shall have a minimum of three (3) members. Unless excused by the Chair, each director shall serve on at least one (1) standing committee.

Section 8.03. Chairmanship.

The chairs of the Nominating and Personnel Committees must be a member of the Board of Directors and shall be nominated by the Chair of the Board of Directors and approved by the Executive Committee. The chair of the Finance Committee shall be the Treasurer.

Section 8.04 Charge.

(a) Nominating Committee.

- i. The Nominating Committee shall be responsible for identifying and recruiting new directors and officers for the Corporation and presiding over the Board of Directors' nominating and voting process.
- ii. The Nominating Committee shall present a slate of proposed officers and directors for consideration at the annual meeting of the Board of Directors described at Section 5.17 of these Bylaws, and may present other proposed officers and directors for consideration at any regularly scheduled Board of Directors meeting when a vacancy exists in any elected office or fewer than fifteen (15) directors serve on the Board of Directors.

(b) Personnel Committee. The Personnel Committee shall be responsible for supporting the Executive Director with development of the organizational staffing pattern, salary and benefit schedule, personnel policies and procedures, position descriptions, performance standards, evaluation processes, and other activities as assigned by the Board of Directors.

(c) Finance Committee. The Finance Committee shall be responsible for developing and reviewing fiscal procedures and the annual budget with staff. The Board of Directors must approve the budget.

Any major change in the budget must be approved by the Board of Directors or the Executive Committee.

Section 8.05. Special Committees.

The Board of Directors may by resolution create and appoint directors to additional standing and/or special committees, to the extent provided in said resolution, which shall have and exercise the authority of the Board of Directors in the management of the Corporation. The Chair shall appoint the chair of each special committee.

Section 8.06. Term of Office.

Each committee chair shall continue as such until the next annual meeting of the Board of Directors or until his/her successor is appointed, unless the committee shall sooner be terminated or unless such member shall cease to qualify as a member thereof.

Section 8.07. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 8.08. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and decisions made at meetings which a majority of the members are present shall be the act of that committee.

Section 8.09. Rules and Functions.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Each committee shall formulate a statement of its function which shall be submitted to the Board of Directors for approval.

Section 8.10. Notice of Meetings.

Written notice of all committee meetings shall be given by the chair to the members thereof at least five (5) days prior to such meeting.

ARTICLE IX - DEPOSITS, CHECKS, LOANS, AND CONTRACTS.

Section 9.01. Deposit of Funds.

All funds of the corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.

Section 9.02. Checks, etc.

All checks, drafts, endorsements, notes, and evidences of indebtedness of the corporation, and all endorsements for deposits to the credit of the corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the Chair or Vice-Chair of the corporation.

Section 9.03. Loans.

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the corporation.

Section 9.04. Contracts.

The Chair, Vice-Chair, or any other officer specifically authorized by the Board of Directors, may, in the name of and on behalf of the corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

ARTICLE X - COMPENSATION OF AND CONTRACTS WITH DIRECTORS AND OFFICERS

Section 10.01. Compensation of Directors and Officers.

The directors and officers of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by the directors and officers in the performance of their duties and of reasonable compensation for special services rendered by any director. Except as provided in this section, no director or officer of the Corporation shall receive, directly or indirectly, any salary, compensation, or gift from the Corporation.

Section 10.02. Contracts with Directors or Officers.

No directors or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless: (a) such contract shall be authorized by an absolute majority of directors present and voting at a meeting at which the presence of such director is not necessary to constitute a quorum and the vote of such director is not necessary for such authorization, and (b) the fact and nature of such interest shall have been fully disclosed or known to the members of the Board of Directors present at the meeting at which such contract is so authorized.

Section 10.03. Conflict of Interest Statement.

In addition to complying with the conflict of interest provision in Section 10.02 all directors and officers shall annually sign a Conflict of Interest Statement as adopted by the Board of Directors.

ARTICLE XI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.01. Right to Indemnification.

Any person and the heirs and personal representatives of such person made or threatened to be made party to any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she is, or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or by his or her heirs or personal representatives) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein or appeal thereof, except in relation to matters as to which it shall be finally adjudged in such action, suit or proceedings that such director or officer is liable for gross negligence or misconduct in the

performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heir or personal representatives) may be entitled apart from this Article.

Section 11.02. Insurance and Other Indemnification.

The Board of Directors shall have the power to instruct the Executive Director to cause to be purchased and maintained, at the corporation's expense, insurance on behalf of the Corporation, its Board of Directors and on behalf of others, to the extent that power to do so has been or may be granted by statute, and to give other indemnification to the extent permitted by law.

ARTICLE XII – EXECUTIVE DIRECTOR

Section 12.01. Executive Director.

Subject to such supervisory powers, if any, as may be given by the Board of Directors (hereinafter “Board”) to the Chair, the Executive Director shall be the general manager and the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the business of the Corporation. The Executive Director shall be given the necessary authority and responsibility to operate the Corporation in all of its activities, subject to the following: with respect to policy development, program planning and employee and community relations, the Executive Director shall be subject to such policies as may be adopted and such orders as may be issued by the Board or any of its committees to which the Board has delegated power for such action; and with respect to program execution and overall management performance, the Executive Director shall be subject to the authority of and shall report to the Board. The Executive Director shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The Executive Director shall ensure that all policy and procedure manuals are maintained, current and readily accessible. The Executive Director shall serve at the pleasure of the Board that shall have the power to terminate the services of the Executive Director.

ARTICLE XIII - AMENDMENT OF BYLAWS

Section 13.01. Amendment of Bylaws.

These Bylaws may be altered, amended, or repealed, and a new Bylaw or Bylaws may be adopted by a two-thirds (2/3) vote of the sitting Directors of the Board of Directors, physically or electronically, at any meeting of the Board of Directors, a quorum being assembled, the notice or written waiver of which shall have specified or summarized the changes proposed to be made, provided that a notice of the proposed amendment setting forth in detail the proposed revision with explanations thereof shall have been presented to every Director at least 7 days prior to the meeting at which the proposed amendment or repeal is acted upon.

ARTICLE XIV – MISCELLANEOUS

Section 14.01. Fiscal Year.

The fiscal year of the corporation shall be set by the Board of Directors by resolution from time to time as may be required.

Section 14.02. Conduct of Meetings.

The conduct of all meetings shall be according to Roberts Rules of Order Newly Revised (hereinafter “Rules of Order”) to the extent that said Rules of Order are consistent with the laws of the State of Florida and said Rules of Order shall be the final authority, unless otherwise provided in accordance

with these Bylaws.

ARTICLE XV - WAIVER OF NOTICE

Section 15.01. Waiver of Notice.

Whenever any notice is required to be given under the provision of the General Corporation or the Non-Profit Corporation Act of the State of Florida, or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI - PROHIBITED ACTIVITIES

Section 16.01. Prohibited Activities.

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 180(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE XVII - DISTRIBUTION OF ASSETS

Section 17.01. Distribution of Assets.

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of, all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located.

Certificate of Secretary

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the HOMELESS SERVICES NETWORK OF CENTRAL FLORIDA, INC, a Florida not-for-profit corporation, and that the foregoing Bylaws constitute the Bylaws of said corporation as duly adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20 day of February, 2017.

Valmarie Turner, Secretary of the Corporation