

**BYLAWS OF
METROPOLITAN CONTINUUM OF CARE FOR THE HOMELESS
(MACCH)**

These bylaws shall serve as the Bylaws of Metro Area Continuum of Care for the Homeless (MACCH/the 'Corporation'), a corporation organized under the Nebraska Nonprofit Corporations Act according to the Articles of Incorporation filed with the Secretary of State's office on the 15th day of May 2006.

The principal office of MACCH in the State of Nebraska shall be located in the City of Omaha, Douglas County. MACCH may have such other offices, either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of MACCH may require from time-to-time.

MACCH shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the Board of Directors may change the address of the registered office as needed.

**ARTICLE 1
MEMBERS**

Section 1. Members. The Corporation shall have one class of members; namely, "principal" members. The rights, responsibilities and obligations of each Member are as follows:

Principal Members. Principal members shall be those Members who wish to participate in the opportunities/services provided. Principal members may be required to pay annual membership fees as determined by the Board of Directors.

Section 2. Annual Meeting. There will be an annual meeting of the Members at such time, date and place as determined by the Board of Directors.

Section 3. Regular and Special Meetings. A minimum of one (1) meeting of the Members shall be held each year at such time, date and place as determined by the Board of Directors. Special meetings of the Members may be called by the Executive Director, Board President, the Board of Directors or by 25% of the Members.

Section 4. Notice of Member Meetings. Notice of all annual, regular and special meetings of the Members shall be provided no fewer than seven nor more than 60 days before the meeting date, by or at the direction of the President, the Secretary, or the officer or the persons calling the meeting.

Section 5 Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member.

ARTICLE II **DIRECTORS**

Section 1. Number and Qualifications. A Board of Directors consisting of no fewer than five (5) or more than twenty-one (21) Directors shall conduct the business and affairs of the Corporation. The Board of Directors shall determine the number of Directors. Although the numbers and qualification of the Directors may be changed from time to time by the Board of Directors, no change shall affect the incumbent Directors during the terms for which they were elected.

Section 2. Election and Tenure. At each annual meeting following expiration of the term of each Director, Directors shall be chosen by the Board of Directors for a term of three years to succeed those whose terms expired. In all cases, Directors shall serve until their successors have been elected and qualified unless their service is earlier terminated because of death, resignation or removal. Directors may be re-elected for one additional term for a total of six years of service. Individuals may serve subsequent terms after a two year absence.

Section 3. Expiration of Terms and Vacancies. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or a special meeting of Members called expressly for that purpose. Vacancies caused by any cause other than expiration of term or an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, at a meeting, though less than a quorum of the Board of Directors is present. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4. Removal. At a meeting called expressly for that purpose, Directors may be removed in the manner herein after provided. Any Director, or the entire Board of Directors, may be removed, with cause, by a majority of the Board of Directors. Any Director may be removed without cause by a vote of two-thirds of Board of Directors.

Section 5. Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 6. Action without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or of any committee, may be taken without a meeting, if consent in writing, setting forth the action so taken, is signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the directors in counterparts.

Section 7. Voting. At all meetings of the Board of Directors, each Director shall have one vote.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors may be reimbursed for expenses of attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation thereof.

Section 9. Conflict of Interest. Directors must adhere to the conflict of interest policy as adopted by the organization. See appendix.

Section 10. Whistleblower Policy. Directors must adhere to the whistleblower policy as adopted by the organization. See appendix.

Section 11. Document Destruction Policy. Directors must adhere to the document destruction policy as adopted by the organization. See appendix.

Section 12. Affiliations Per HUD Requirements. Directors will follow HUD guidelines as best determined by the Board. See appendix.

ARTICLE III **OFFICERS**

Section 1. Number and Qualifications. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and any other officers as the Board of Directors may determine, such as Past-President.

Section 2. Election and Tenure. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting. Each officer may hold office for a term of two years. Officers may serve a maximum of two sequential terms, unless such service is terminated sooner.

Section 3. Removal. Any officer of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. An officer may only be removed by a quorum of the Directors.

Section 4. Vacancies. Vacancies occurring in any office by reason of death, resignation or otherwise may be filled by the Board of Directors at any meeting.

Section 5. Duties and Authority of Officers.

President:

The board president is the head of the board of directors for the organization. The president partners with the organization leadership to promote the organization. The president conducts board meetings and ensures that the board's directives are implemented and monitored.

The president calls and conducts meetings of the executive committee, which consists of board officers and the chief executive officer. The president collaborates with the Executive Director to carry out the organization's mission and ensures accomplishment of goals. In partnership with the full board, they are also instrumental in hiring and supervising the Executive Director.

Vice President:

The vice president of the board is prepared at all times to assume the role of board president, if necessary. The vice president, whose knowledge and commitment mirrors that of the president, may serve in the president's place for board activities.

The president may delegate special assignments to the vice president, who also works closely with the organization's CEO to carry out the boards vision and directives.

Secretary:

The Secretary shall attend and keep minutes of the meeting of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws.

Treasurer:

The treasurer serves as the financial officer and serves as chairperson of the finance committee. The treasurer applies his/her knowledge of accounting to monitor finances, while directing the preparation of financial reports and summarizing the reports for the board.

The treasurer works with other board officers and the Executive Director to develop financial plans and prepare the organization's budget. The treasurer reviews the annual audit, 990, and presents the financial material to the board.

Section 6. Actions of Officers. The signing of any document by any officer of the Corporation, where the Corporation is a party to such document and the officer's title accompanies his or her signature on the document or instrument shall be conclusively presumed to be the action of the Corporation and not the action of the office or in his or her individual capacity. No deed, contract or instrument purporting to be made by and on behalf of the Corporation shall be

valid as against the Corporation unless authorized by the Board of Directors, the Executive Committee or other duly authorized committee and signed by at least two (2) officers of the Corporation to whom such authority has been delegated.

ARTICLE IV **EXECUTIVE DIRECTOR**

The Executive Director shall be in charge of all management and shall have full authority and responsibility for its daily operations, and any other duties subject to the general direction, approval and control of the Board of Directors. The Executive Director shall have the authority to sign with the President, the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The Executive Director shall be an ex-officio member of the Board of Directors, and count for quorum for Board of Director meetings. The Executive Director shall receive compensation for his or her services.

ARTICLE V **COMMITTEES**

Section 1. Executive Committee. The Executive Committee of the Board of Directors shall consist of the officers of the Corporation and the immediate past President of the Corporation, if past-president has been named per Article III, Section 1. The chair of the Executive Committee shall be the President of the Corporation unless the President appoints an alternative chair. The Executive Committee shall perform the functions and discharge the duties concerning the evaluation and supervision of the Executive Director. The Executive Committee shall also ensure that proper procedures are in effect concerning the appointment and removal of the Executive Director and shall carry out any other functions related to the oversight of the Executive Director.

Section 2. Other Committees; Limits on Powers of Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board of Directors, appoint one or more other committees, and the appointed committees shall consist of two or more Directors of the Corporation, which committees shall, to the extent permitted by such resolution and the Act, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Corporation as shall be delegated to them; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws or the Articles, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or

substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceeding therefore; adopting a plan for the distribution of the assets of the Corporation; amending, altering or repealing any resolution of the full Board of Directors; or electing, appointing or removing Directors or filling vacancies on the Board of Directors or any of its committees. Subject to the limitation provided above or in the Act, the Executive Committee may act for the Corporation, subject to ratification of all its actions by the full Board of Directors at the next regularly scheduled meeting. Committees shall hold meetings as required in any resolution creating them or at the call of their Chairperson, appointed in the resolution creating the same or in the manner provided for therein, and shall keep records of their actions which shall be presented to the Board at its regular meetings. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it, him or her by law. Committee members shall be approved by the Committee Chair and/or the Board President.

Section 3. Removal from Committee. Any member of a committee (other than Executive Committee) may be removed by the persons authorized to appoint such member whenever in his or her or their judgment the best interests of the Corporation shall be served by such removal.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating the committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 6. Reports. Each committee shall keep regular minutes of the transactions of its meetings and shall report its activities to the Board of Directors at its regular meetings if and when there is committee activity and shall make recommendation directly to the Board of Directors on matters referred to it or falling within its charge.

ARTICLE VI **Corporate Funds**

The funds of the Corporation shall be deposited in such banks, trust funds or depositories as the Board of Directors may designate and shall be withdrawn upon the signature of the President and/or upon the signatures of such other person or persons as the Directors may by resolution authorize.

ARTICLE VII
WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of the Articles of Incorporation, these bylaws or the Nebraska Nonprofit Corporation Act, 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 equivalent to the giving of such notice.

ARTICLE VIII
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer of, member of a committee of, or person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Corporation; *provided, however*, this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE IX
**INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND AGENTS**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of any employee benefit plan, against expenses, including

attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred in such capacity or arising out of this or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article IX shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article IX be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the bylaws.

ARTICLE X
AMENDMENT

Except as otherwise provided by law or by specific provisions of these bylaws, the bylaws may be amended or repealed by a simple majority of the Board of Directors at any annual, regular or special meeting of the Board of Directors.

Metro Area Continuum of Care for the Homeless
A Nebraska Nonprofit Corporation

By: _____
NAME HERE, President

Date

By: _____
NAME HERE, Secretary

Date

Appendices

1. Conflict of Interest Policy
2. Whistleblower Policy
3. Document Destruction Policy

4. Affiliations Per HUD Requirements