

CODE OF REGULATIONS

TLC Homelessness Board An Ohio Non-Profit Corporation

Article I. Introduction

1.1 Regulations. This code of regulations constitutes the bylaws adopted by TLC Homelessness Board, an Ohio non-profit corporation, commonly known as the Toledo Lucas County Homelessness Board (“TLCHB”), for the regulation and management of its affairs.

1.2 Purpose. TLCHB is organized exclusively for charitable, educational, and scientific purposes, and specifically to:

- (a) build collaborative community-wide partnerships to encourage effective and efficient use of resources;
- (b) promote and advocate for the implementation of best practices models of service delivery and housing development;
- (c) increase the awareness and understanding of policy makers, funders, and the community-at-large about homelessness; and
- (d) to promote an effective and sustainable advocacy organization that will prioritize programs and funding that addresses the prevention, reduction and eventual elimination of homelessness in the community.

1.3 Mission. TLCHB shall:

- (a) serve as the Continuum of Care, as that term is described in the Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act and implementing regulations;
- (b) operate the Continuum of Care in compliance with HUD regulations in such a manner as to promote inter-agency coordination and collaboration;
- (c) facilitate dialogue and strategic action among public, private and non-profit sectors to prevent and end homelessness and promote affordable housing;
- (d) consult and coordinate with the State of Ohio, County of Lucas, City of Toledo, Lucas Metropolitan Housing Authority and other agencies in developing, updating and implementing their plans and programs to reduce and end homelessness and to provide an effective system of care and services responsive to the needs of at risk and homeless individuals and families, including the establishment of goals, objectives and action steps for reducing and ending homelessness;
- (e) allocate Emergency Solutions Grant program funds;
- (f) develop performance standards, outcomes and evaluations of projects and activities assisted by Emergency Solutions Grant program; and
- (g) conduct all business necessary to implement the mission and purposes of the TLCHB.

1.4 Principal Place of Business. The principal place for TLCHB shall be within the City of Toledo, Lucas County, Ohio at a location as determined by the Board of Directors. TLCHB may have such other offices within Lucas County, Ohio as the Board of Directors may determine.

Article II. Membership

2.1 Membership in TLCHB shall consist only of the members of the Board of Directors (the “Board”). Each member of the board has one vote. All members of the board are voting members.

Article III. Board of Directors

3.1 Role of Board Directors. The Board is responsible for overall policy and direction of TLCHB and delegates’ responsibility for day-to-day operations to the Executive Director, staff and to committees of the Board. The Board shall adopt policies and procedures and provide clear and concise policy and guidelines to TLCHB through the Executive Director. The Board should observe the chain of command and act collectively to avoid situations where they appear to be manager instead of policy makers. The Board shall have no review of personnel issues nor shall the Board hear appeals of personnel actions. A Director shall perform his or her duties in good faith and in a manner the Director reasonably believes to be in the best interest of TLCHB with the care that an ordinarily prudent person in a like position would follow under similar circumstances.

3.2 Number of Directors. The Board of TLCHB shall normally consist of nine (9) Directors and at no time less than three (3) Directors. Immediately after the adoption of this code of regulations, four (4) Directors shall be appointed by the Lucas Metropolitan Housing Authority (“LMHA Directors”); Two Directors (2) shall be appointed by the City of Toledo, Ohio (“City Directors”); Two Directors (2) shall be appointed by the Lucas County Commissioners (“County Directors”); and One Director (1) shall be the current president of the Toledo Area Alliance to End Homelessness (“TAAEH Director”) who shall serve as an ex officio Director. The LMHA Directors, City Directors, County Directors, and TAAEH Director shall be collectively referred to as the Appointed Directors.

At the end of the initial terms of the two (2) LMHA Directors appointed to serve a one year term, those positions shall become “at large” positions to be filled by independent persons identified and selected by the Nominations Committee, and thereafter, the Lucas Metropolitan Housing Authority shall have the authority to appoint only two (2) Directors. Per 24 CFR § 578.5 (a)(2), at least one director shall be homeless or formerly homeless.

3.3 Compensation. Members of the Board shall not receive any compensation for their services.

3.4 Term. Upon the adoption of this code of regulations, the following shall apply:

- (a) two (2) of the initial LMHA Directors shall serve a one (1) year term, one (1) shall serve a two (2) year term and one shall serve a three (3) year term;

- (b) one (1) of the initial City Directors will serve a one (1) year term and the other will serve a three (3) year term; and
- (c) one (1) of the initial County Directors will serve a two (2) year term and the other will serve a three (3) year term.

Thereafter, all members of the Board, with the exception of the TAAEH Director, shall serve three (3) year staggered terms. Terms begin on the first day of the fiscal year unless otherwise duly noted by Board action. Directors may serve no more than two (2) consecutive terms unless otherwise recommended by Nominations Committee and/or approved by two-thirds vote of seated Board, excluding the Director in question.

3.5 Meetings and Notice. An annual meeting will be held within the last quarter of each year. The Board shall regularly meet on a bi-monthly basis, at an agreed upon time and place. Special meetings of the Board may be called by the Executive Director, the President, or one-third of the board members. The Executive Director or the Secretary shall provide notice by usual means of communication not less than ten (10) business days before a regular meeting and not less than five (5) days before a special meeting. Meeting minutes from the most recent meeting and agendas will be sent out with each meeting announcement. Members of the Board may participate in regular or special meetings by, or through the use of, any means of communication allowing all participants to simultaneously hear each other, such as teleconference or videoconference.

3.6. Election. Appointment of new Directors or appointment of current Directors to a second term will be confirmed at a Board meeting within the last quarter of the calendar year or at a meeting of the Board held for the purpose of confirming the appointment of Directors. Directors will be appointed as described in Sec. 3.2 above. Upon the adoption of this code of regulations, the then Appointed Directors shall automatically become Directors of TLCHB for the purposes of continuity.

3.7 Vacancy/Removal. Any Board member who wishes to resign shall submit a resignation to the President who shall present it to the Board. A Board member may be removed for:

- (a) violating the Board Policy Manual;
- (b) violating the nondiscrimination policy;
- (c) failing to disclose a conflict of interest;
- (d) excessive absences (more than two unexcused absences from regular board meetings per year); and/or
- (e) by a majority vote of two-thirds of the Board, excluding the Director to be removed.

At the meeting following a resignation or removal of a Board member, a successor shall be appointed to complete the remainder of the Board member's term, following the requirements of Section 3.2.

3.8 Quorum. A quorum exists when a majority of seated directors meet for business transactions to take place and motions to pass.

3.9 Written Action. Any action which may be authorized or taken at a Board meeting may be authorized or taken without a meeting in a writing or writings signed by at least seventy-five percent (75%) of all of the Directors who would be entitled to notice of a meeting of the Directors held for such purpose, and such writing or writings shall be made part of the records of TLCHB.

Article IV. Officers

4.1 Election. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer. The Board shall elect officers in the last quarter of the calendar year prior to the calendar year when officers' terms begin. All officers must be Directors and the President of the Board shall be an LMHA Director.

4.2 Term. The officers shall hold office for one (1) year unless they shall resign sooner, are removed, or otherwise become disqualified to serve. Upon the expiration of a term of office, the officer shall deliver all money, books, papers, and other property of TLCHB that shall be in the possession or under control of said officer to the place determined by the successor in office.

4.3 Removal and resignation. Any officer may be removed from office, for cause, by the Board. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein.

4.4 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

4.5 Duties. The duties of the officers are as follows:

(a) **President and Vice-President:** The President shall preside at all meetings of the Directors. The President shall have general supervision, management, control and oversight of TLCHB, subject to this Code of Regulations and subject to the orders of the Board, and shall in general, perform all the duties usually incident to the office of President or that may be imposed or required by the Board. The President shall evaluate the Executive Director. The President serves ex-officio on all committees and ad-hoc committees. In the President's absence or inability to act, the Vice-President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board.

(b) **Secretary:** The Secretary shall be responsible for keeping records of Board actions, including the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board director, and assuring that corporate records are maintained.

(c) **Treasurer:** The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee; and assist in the preparation of the budget, submission of the IRS Form 990 the annual audit and other required financial documents. The Treasurer shall keep proper books of account and keep accurate record of the

finances of TLCHB and shall present, a statement of receipts and disbursements and a balance sheet containing a summary of the assets and liabilities and other matters customarily included in financial statements at the annual meeting of the Directors. At any meeting of the Board, the Treasurer shall furnish summary statements of the financial condition of TLCHB.

Article V. Conflicts of Interest

5.1 Conflicts of Interest. All members of the board shall abide by the Conflict of Interest guidelines provided in 24 CFR 578.95 Conflicts of Interest. All members of the Board shall sign a Conflict of Interest statement at the beginning of their membership. Members must act in accordance with the conflicts of interest requirements at 24 CFR §578.95(b). No member may participate in or influence discussions or resulting decisions concerning the award of a grant, contract or other financial benefit to the organization that the board member represents or any member of the board member's immediate family (such as parent, sibling, child, spouse or person with whom they cohabit) represents. "Representation" includes but is not limited to the organization that appointed the member, an organization that employs the member or an organization with which the member has a financial or oversight interest. Members who find themselves faced with a potential conflict between their business, organizational or private interests and their TLCHB responsibilities shall avoid conflict of interest during the decision-making process by following these steps:

- (a) Disclose any actual or potential conflicts of interest in advance of the meeting.
- (b) Publicly disclose conflicts of interest at relevant TLCHB meetings.
- (c) Recuse himself or herself at any time from involvement in any decision or discussion in which they believe he or she may have a conflict of interest.

5.2 Conflict of Interest Policies & Procedures. The Board shall compose, review, revise, implement and uphold conflict of interest policies and procedures.

Article VI. Community Advisory Council

6.1 General Powers. The TLCHB Community Advisory Council ("Council") shall serve as a source of expertise and policy guidance for the Board. Responsibilities include providing input, expertise, and recommendations to the Board and the Executive Director regarding all matters relating to Continuum of Care responsibilities, policies, and procedures.

6.2 Membership. The Council shall maintain open membership to a broad spectrum of stakeholders from the community including but not limited to: community service providers, local governmental authorities or agents, local educational representations, court representatives, nonprofit agents, those with lived experiences, and/or any other entity which commits resources or whose activities encompass the spectrum of services directed at the Toledo/Lucas County homeless population. Applications are not required for membership and all Council participants will have the opportunity for participation in regular meetings.

6.3 Leadership. The Council will be led by representatives from the TLCHB and LMHA.

6.4 Meetings and Notice. Council meetings will be held at least quarterly. It is expected that committee meetings and workgroups will occur more frequently. Leadership from the Council shall report regularly to the TLCHB.

6.5 Committee Formation. The Council may create committees or ad-hoc committees as needed. The Council leadership appoints all committee chairs and all such committees shall report regularly to the Council.

6.6 Charter. The Council may establish its own charter or governing document not to conflict with the provisions of this code of regulations.

Article VII. Committees

7.1 Committee Formation. The Board may create committees or ad-hoc committees as needed. The Board President appoints all committee chairs and all such committees shall report regularly to the Board.

7.2 Executive Committee. The four officers serve as the members of the Executive Committee along with one chair from each standing committee and any Director appointed by the Executive Committee and approved by the Board. Except for the power to amend the Articles of Incorporation and Code of Regulations, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, subject to the discretion and control of the full board. The Executive Committee shall be responsible for any task not otherwise assigned to another established or created ad-hoc committee, including overall governance of the Board.

7.3 Finance Committee. The Treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to directors and the public.

7.4 Nominations Committee. A Nominations Committee of at least three (3) Directors and chaired by the President is responsible for the recruitment, and nomination of the At-Large Directors to be appointed at the annual meeting or on the occasion of filling any vacancy. The Nomination Committee shall also be is responsible for assuring that Appointed Directors are duly selected and appointed by LMHA, City of Toledo, Lucas County and TAAEH.

Article VIII. Executive Director

8.1 Executive Director. The Executive Director is hired and evaluated by the Board. The executive director has day-to-day responsibilities for operations of TLCHB, including carrying out the organization’s goals and policies. The Executive Director is responsible for the hiring, firing and supervision of all other staff according to TLCHB personnel policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the Board and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Director serves ex-officio on all committees and ad-hoc committees, shall make recommendations, but shall not have a vote at said meetings. In the absence of an Executive Director, the Board shall appoint another to fulfill the responsibilities of the Executive Director.

Article IX. Indemnification

9.1 Each Director, Officer, Director, Agent, employee or volunteer of TLCHB, and any Director, Officer, Agent, employee or volunteer of any other corporation serving as such as the request of TLCHB shall be indemnified by TLCHB under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time. The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of disinterested Directors of this Corporation, or otherwise.

Article X. Amendments

10.1 These regulations may be amended when necessary by two-thirds vote of the seated directors. Proposed amendments must be submitted to the Secretary and sent out with regular announcements.

Article XI. Nondiscrimination

11.1 TLCHB is a non-discriminatory organization and does not discriminate on the basis of age, sex, race, ethnicity, religion, creed, disability, sexual orientation, familial status, or natural origin in accordance with all state and deferral regulations.

CERTIFICATION

These Revisions to this Code of Regulations were approved at the meeting of the seated Board by a two-thirds vote on August 19, 2020 at Toledo, Ohio.

Board Secretary