

CODE OF REGULATIONS
Toledo Lucas County Homelessness Board
A Non-Profit Corporation

Article I. Introduction

(1) Regulations. These regulations constitute the codes of rule adopted by Toledo Lucas County Homelessness Board (the “Corporation”) for the regulation and management of its affairs.

(2) Purpose and Powers. The Corporation is organized exclusively for charitable, educational, and scientific purposes, specifically to build collaborative community wide partnerships to encourage effective and efficient use of resources; to promote and advocate for the implementation of best practices models of service delivery and housing development; to increase the awareness and understanding of policy makers, funders, and the community-at-large about homelessness; and 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.

(3) Principal Place of Business. The principal place of business is Toledo, Ohio.

Article II. Membership

Membership shall consist only of the members of the Board of Directors (the “Board”).

Article III. Board of Directors

(1) Board Role, Size, and Compensation

(a) The Board is responsible for overall policy and direction of the organization and delegates’ responsibility for day-to-day operations to the Executive Director and committees of the Board. A Director shall perform his/her duties in good faith and in a manner the Director reasonably believes to be in the best interest of the Corporation with the care that an ordinarily prudent person in a like position would follow under similar circumstances.

(b) Number. The Board of this Corporation shall consist of twenty-three (23) and no less than nine (9) Directors. Three (3) shall be appointed by the City of Toledo, Ohio (“City Directors”). Three (3) shall be appointed by Lucas County, Ohio Service systems (“County Directors”) in the following manner: One (1) from the Lucas County Commissioners Administration; Two (2) County wide service entities identified by the current seated Board and approved and accepted by identified entity. One (1) shall be appointed by the Toledo Area Alliance to End Homelessness (“TAAEH Director”). The chair of TAAEH shall serve ex officio. The City Directors, County Directors, and TAAEH Director shall be collectively referred to as the Appointed Directors. The remaining sixteen (16) Directors shall be representatives of the community (“Community Directors”) elected by the current seated Board.

(c) The board receives no compensation.

(2) Term. Each Community Director elected at regular or special meeting of the Board shall serve a term of three (3) years or immediately when fulfilling a term of a Director’s early resignation, removal from office, or death. Each Appointed Director shall also serve in the same manner. 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 approved by three-fourths vote of seated board.

(3) Meetings and Notice: The Board shall meet at least bi-monthly, at an agreed upon time and place. Meetings of the Board may be held through any means of communication technology if all persons participating can hear each other.

An annual meeting will be held within the first quarter of each calendar year.

An official board meeting requires that each director have written notice at least two weeks in advance.

(4) Election. Election of new directors or election of current directors to a second term will occur at a regular board meeting within the last quarter of the calendar year or at a special meeting of the Board held for the purpose of electing Directors. Directors will be elected by a majority of the seated directors.

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

(6) Officers and Duties. There shall be at least four officers of the Corporation consisting of a President, Vice-President, Secretary and Treasurer. Upon the expiration of a term of Office, the Officer shall deliver all money, books, papers, and other property of the Corporation that shall be in the possession or under control of the Officer to the place determined by the successor in office. The Board shall elect Officers in the last quarter of the calendar year prior to the calendar year when Officers' Terms begin. The Officers must be Directors and President of the Board shall be a Community Director. Their duties 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 the business of the Corporation, 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) 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) The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, submission of the 990, the annual audit and other required financial documents. The Treasurer shall keep proper books of account and keep accurate account of the finances of the Corporation and shall present at the annual meeting of the Directors, a statement of profit and loss and a balance sheet containing a summary of the assets and liabilities, a stated capital and surplus as of the close of the Corporation's fiscal year. At any meeting of the Board, the Treasurer shall furnish summary statements of the financial condition of the Corporation as of the date requested by the President or the Board.

(7) Vacancies. The office of a Director shall become vacant upon the death or resignation of a Director. The resignation shall take effect immediately or at such other time as the Director resigning may specify, or if the Director is removed. When a Community Director vacancy on the Board exists, nominations for the new director may be received from seated directors to the Nomination Committee Chair two weeks in advance of a Board meeting. The nomination shall be sent out to the Board with the regular Board meeting announcement, to be voted upon at the next Board meeting. The remaining Directors, even if less than a majority of the whole authorized number of Directors may, by a majority vote fill any vacancy for a Community Director. The City, County, or TAAEH shall fill any vacancy for the respective Appointed Director for the unexpired term. The vacancy will be filled only to the end of the particular Director's term.

(8) Resignation, Termination and Absences. Resignation from the board must be in writing and received by the Secretary. A director may be terminated from the board due to excess absences, more than two unexcused absences from regular board meetings a year. A director may be removed for other reasons. All removals require a three-fourths vote of the seated directors.

(9) Action without Meeting. 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 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 the Corporation.

(10) Special meetings. Special meetings of the Board may be called by the President, the Executive Committee, or one-third of the seated board. Meetings of the Board may be held through any means of communication equipment if all persons participating can hear each other.

(11) Contracts

(a) No contract, action, or transaction shall be voided or voidable with respect to the Corporation because the contract, action, or transaction is between or affects the Corporation and one or more Directors or Officers, or is between or affects the Corporation and any other person in which one or more of its Directors or Officers are directors, or officers, or in which one or more of the Corporation's Directors or Officers have a financial or personal interest, or because one or more interested Directors or Officers participate in or vote at the meeting of the Board or a Committee thereof that authorizes the contract, action, or transaction, if any of the following applies:

(i) the material facts as to the Director(s)' or Officer(s)' relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Directors or the Committee, and the Directors or Committee, in good faith, reasonably justified by the material facts, authorize the contract, action, or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum of the Directors or Committee; or

(ii) the material facts as to the Director(s)' or Officer(s)' relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Directors entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of Directors held for such purpose of voting on the contract, action, or transaction by the affirmative vote of a majority of the Directors of the Corporation not interested in the contract, action or transaction; or

(iii) the contract, action, or transaction is fair to the Corporation at the time it is authorized or approved by the Board or a Committee thereof.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors or of a Committee thereof which authorizes the contract, action, or transaction.

(b) A Director is not an interested Director solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Corporation or the Director's continuation in office as Director of the Corporation.

(12) Conflict of Interest. The Board shall compose, review, revise, implement and uphold conflict of interest policies and procedures. (See Appendices)

Article IV. Committees

(1) Committee Formation: The Board may create committees or ad-hoc committees as needed. The Board President appoints all committee chairs.

(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.

(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.

(4) Nomination Committee: A Nominations Committee of at least three (3) Directors and chaired by a Director is responsible for the recruitment, and nomination of Community Directors and Officers to be elected at the annual meeting and on the occasion of filling any Community Director vacancy. The Nomination Committee is responsible for assuring that Appointed Directors are duly selected and appointed by the City, County and TAAEH.

Article V. Director and Staff

(1) Executive Director: The executive director is hired and evaluated by the Board. The executive director has day-to-day responsibilities for the organization 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 the Corporation's 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 vote at said meetings.

(2) In the absence of an Executive Director, the Board can authorize another with Executive Director responsibilities and privileges.

Article VI. Indemnification

Each Director, Officer, Director, Agent, employee or volunteer of this Corporation, and any Director, Officer, Director, Agent, employee or volunteer of any other corporation serving as such as the request of this Corporation shall be indemnified by this Corporation 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 VII. Amendments

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.

Certification

These Revisions to these Code of Regulations were approved at the meeting of the seated Board by a two-thirds vote on June 18, 2009 at Toledo, Ohio.