

Macomb Homeless Coalition

BYLAWS

ARTICLE I

NAME

The name of the Corporation shall be the Macomb Homeless Coalition, a Michigan non-profit Corporation hereinafter referred to in these Bylaws as the Corporation.

ARTICLE 2

PRINCIPLE OFFICE

The principal office of the corporation shall be at 18600 Florence, Suite B5 Roseville, MI 48066 or at such place within the state of Michigan as the board of directors may determine from time to time. The board of directors may establish other offices in [or outside] the state of Michigan.

ARTICLE [2]

PURPOSE

The Purpose of this corporation is to be an advocate for the ending of homelessness within the County of Macomb. The Corporation is the coordinating body for agencies and organizations, which address the needs of persons dealing with homelessness. The Corporation may distribute funds to Board-designated organizations that qualify as conforming to the Mission and Vision Statements of the Corporation.

ARTICLE [3]

BOARD OF DIRECTORS

The Board of Directors is the primary decision making body of the Macomb Homeless Coalition. It shall be comprised of no less than nine (9) and no more than seventeen (17) members. Up to thirteen (13) members may be elected and the Board may appoint up to four (4) members to meet community needs. Representative of:

- County Board of Commissioners
- Faith-based Community
- Service Providers
- Landlords

- A homeless or formerly homeless individual
- Community Representatives

The Board of Directors shall be made up of at least 65% representation from the private sector (HUD defined) and up to 35% representation from the public sector. No more than two Board members may represent the same agency, organization or business.

Members of the Board of Directors shall be elected for two-year terms to begin on January 1. Elections of one half (1/2) of the board will be staggered for continuity at each election. A Board member must take a one-year leave from the Board of Directors after serving three consecutive terms (six years).

Members of the board shall be at least 18 years of age and shall demonstrate willingness and ability to meaningfully contribute to the goals of the corporation including a serious commitment to participate actively in committee work. It is the intent of the organization to use its best efforts to elect a board that will provide diverse experience, education, and skills including leadership and inspiration and who will use those qualities to promote the purpose of the corporation. Toward that end, the nomination and election of members of the board shall not be limited by race, creed, national origin or other discriminatory considerations.

The President and Vice-President serve two-year terms and must have been a Board Member for at least one year. The President and Vice-President may serve seven (7) years if elected in their 6th year.

The officers shall be the President, Vice-President, Secretary and Treasurer. They will be elected from and by the members of the Board of Directors at the January Board of Director's meeting.

The immediate past President of the Board of Directors shall serve as ex-officio for one year following the end of their term. The Macomb County Continuum of Care Coordinator will serve as ex-officio of the Board of Directors indefinitely.

Section 3.1 – Duties of the Officers of the Board of Directors

A – Duties of the President

The President shall preside at Board Meetings and see that orders and resolutions of the Board are carried out, oversee that corporate books, reports and audits are in order, report on the operation of the Corporation to the membership annually, and keep the Board informed of

miscellaneous corporate matters. The President shall serve as the supervisor of the Continuum of Care Coordinator. The President shall serve as ex-officio member of all committees.

The President shall sign all corporate documents and agreements on behalf of the corporation, unless the board instructs that the signing be done with or by some other officer, agent, or employee. The President shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the board to delegate any specific power to any other officer of the corporation.

B – Duties of the Vice-President

The Vice-President shall assume the duties of the President in his/her absence or inability and will carry out other tasks as assigned by the President.

C – Duties of the Secretary

The Secretary shall oversee keeping of the minutes and attendance at Macomb County Continuum of Care General Membership and Board meetings.

D – Duties of the Treasurer

The Treasurer shall oversee corporate assets, disbursements and revenue as well as make regular statements of corporate financial activities to the MHC Board and the Macomb County Continuum of Care General Membership. The Treasurer shall be the Chairperson for the Finance Committee. The Treasurer shall also oversee accurate accounts of the books or records pursuant to the accounting principles of the Association of Certified Public Accountants. The Treasurer will ensure prompt payment of all financial obligations.

E – Legal Obligations of the Corporation

All contracts, Memorandums of Understandings, loans, releases and other legal promises and obligations of the Corporations shall require a "yes" vote of two-thirds (2/3) of the members of the Board of Directors and shall be signed by the President or Vice-President of the Corporation.

Section 3.2 – Function of the Board of Directors

The function of the Board of Directors shall be to set policy and oversee the assets and financial affairs for the Corporation. The Board shall act as the collaborative body of the Corporation in its partnership with the Continuum of Care. Adoption of Corporation budgets and signing of contracts must be approved by the Board of Directors.

Section 3.3 - Board of Directors Meetings

The Board of Directors shall meet no less than nine (9) times per year. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. In the case of an emergency, votes may be taken by the President broadcasting the motion to the Board members via any technological means available and the members voting by the same means. All other rules regarding quorums and majority votes remain. The motion and votes will be incorporated into the minutes of the next Board of Directors meeting.

Section 3.4 – Quorum

The presence of one-half (1/2) of the members of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting.

Section 3.5 – Conduct of Meetings

The meetings shall be conducted under the Simplified Version of Robert’s Rules of Order.

Section 3.6 – Voting Rights of Board Members

Each member of the Board shall have one vote on any action or issues pertaining to the Corporation.

Section 3.7 – Election to the Board of Directors

Annually, the President shall appoint a Nominating Committee, which will consist of at least one member of the current Board, one member from the General Membership and the CoC Coordinator to present a list of candidates for the open seats on the Board of Directors. This list shall be presented to the Board of Directors by the October meeting and to the Membership at the Annual Meeting in November. The Membership shall, by majority vote elect the representatives for the open seats on the Board.

Section 3.8 – Removal from the Board

Removal of a Board member may occur when the member is absent from three (3) consecutive, regularly scheduled Board meetings without notification to the Corporation office. Any director may be removed with cause by the remaining directors on the board. Cause for removal shall be determined by the board of directors. Such removal is subject to a majority vote of the Board of Directors. Vacancies shall be filled as provided herein.

Section 3.9 – Removal of an Officer of the Board

An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person’s contract rights, if any. Appointment to an office does not of itself create contract rights.

Section 3.10 – Vacancies of an Officer of the Board

A vacancy in any office for any reason may be filled by the board.

Section 3.11 – Resignation of a Board Member

A Board member must convey his/her desire to resign to the Board President. It is the responsibility of the Board President to verify all notices of resignation from a member. The President will present the notice of resignation to the Board at the next regularly scheduled Board meeting.

Section 3.12 – Vacancies in the Board of Directors

Within forty-five (45) days after a vacancy has occurred, the Board of Directors reserves the right to appoint a candidate to complete the term of the vacancy.

ARTICLE [4]

DIVISIONS AND COMMITTEES

Section 4.1 – Coalition Board Committees

- Board Development Committee
- Finance Committee
- Homeless Management Information System (HMIS)
- Personnel Committee
- Fundraising

All Board Committees are chaired by a Board member. Ad hoc committees shall be called from time to time as deemed necessary by the Board President.

ARTICLE [5]

FINANCE

Section 5.1 – Fiscal Year

The fiscal year shall be from January 1 through December 31.

Section 5.2 – Banking

The books and records of the Corporation shall be kept in the Principle office of the Corporation and shall be open for inspection at the direction of the Board of Directors. An Annual financial statement of the Corporation will be presented to the Macomb County Continuum of Care Membership at the first meeting of the New Year. The Corporation is authorized to maintain

banking accounts. Any two elected executive officers must sign all disbursements in excess of \$500.00. No recipient of a check may be a signer of that check.

Section 5.3 – Distribution of Grants

Grants shall be distributed according to written corporation policies and procedures. Each provider shall be provided with a copy of the procedures.

ARTICLE [6] ANTI-DISCRIMINATION POLICY

It is the policy of the Corporation to insure and maintain a community free of discriminatory practices, policies and customs. This policy shall apply with respect to any program, service or activity in which the Corporation is engaged without regard to race, religion, creed, political beliefs, disability, ancestry, sex, sexual orientation, color, national origin, age, marital status or status with regard to public assistance or housing accommodations.

ARTICLE [7] INDEMNIFICATION POLICY

Each person who is or was a member of the Corporation, a member of the Board of Directors, and each person who serves or has served at the request of the Corporation as a Director, Officer, agent or committee member shall be indemnified and held harmless from any liability, costs, damages and attorney's fees arising out of any acts or omissions in the course of performing their duties except for gross negligence or willful misconduct. The Corporation [may] will purchase and maintain insurance on behalf of any such person(s) in any such capacity as provided under the laws of the State of Michigan.

ARTICLE [8] AMENDMENTS

Any member of the Corporation may suggest an amendment(s) to the Bylaws. The Secretary shall submit any suggested amendments as an agenda item for consideration at the next regularly scheduled meeting of the Board of Directors.

ARTICLE [9]
DISSOLUTION

Macomb Homeless Coalition may be dissolved by a two-thirds (2/3) vote of the MHC Board of Directors at a special meeting called for that purpose. In the event of dissolution, all assets shall be distributed at the discretion of the MHC Board of Directors to such organizations as are qualified as tax exempt under Section 501(c)3 of the U.S. Internal Revenue Code or corresponding provisions of future U.S. tax or revenue laws or codes.

(Note: From this point on are proposed additions to the bylaws in accordance either with federal or state laws and/or suggested as bylaws necessary for organizational risk management.) (These will not be numbered until accepted as bylaws)

LIMITATIONS PROHIBITING CONFLICTS OF INTEREST

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation or these bylaws of the corporation. Any duality of interest or possible conflict of interest on the part of any governing board member shall be immediately disclosed to the other members of the board and made a matter of board action. The corporation shall pay no board member a fee for services on the board nor contract with any board member's firm nor engage in any commercial transactions with any board member that represent an undisclosed conflict of interest. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

WHISTLEBLOWER PROTECTION POLICY

In compliance with the [Whistleblower Protection Act](#) (Michigan Compiled Laws (MCL) 15.362; Public Act 469 of 1980) The Board of Directors of Macomb Homeless Coalition shall not retaliate against an employee who reports, or intends to report, a violation of state law by the employer (WWCC). Section 2 of the Act (Michigan Compiled Laws (MCL) 15.362; Public Act 469 of 1980) states as follows:

"An employer shall not discharge, threaten, or otherwise discriminate against an employee regarding the employee's compensation, terms, conditions, location, or privileges of employment because the employee, or a person acting on behalf of the employee, reports or is about to report, verbally or in writing, a violation or a suspected violation of a law or regulation or rule promulgated pursuant to law of this state, a political subdivision of this state, or the United States to a public body, unless the employee knows that the report is false, or because an employee is requested by a public body to participate in an investigation, hearing, or inquiry held by that public body, or a court action."

The law also requires The Board of Directors of Macomb Homeless Coalition to post notices to inform employees of their rights under the law.

DOCUMENT DISCLOSURE POLICY

In compliance with federal law, The Board of Directors of Macomb Homeless Coalition will publically disclose our tax exemption application (Form 1023) together with supporting documents and any correspondence with the Internal Revenue Service pertaining to the application, our three most recently filed Form 990s, the annual financial statements and conflict of interest policy in a Portable Document Format (pdf) on our website located at wwconnections.org.

All publically disclosed documents are available for public inspection at our principle office currently located at 18600 Florence, Suite B5 Roseville, MI 48066.

The Board of Directors of Macomb Homeless Coalition is not required to, and therefore will not, disclose the name and address of any contributor to our organization.

DOCUMENT RETENTION AND DESTRUCTION POLICY

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention, and destruction of documents received or created by The Macomb Homeless Coalition in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains

guidelines for how long certain documents should be kept, and how records should be destroyed (unless under a legal hold). The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate The Macomb Homeless Coalition's operations by promoting efficiency and freeing up valuable storage space.

In addition, Proper maintenance of corporate documents and records is critical from both management and legal aspects. An organization's preparedness for financial or IRS audit, legal action and/or response, and public inquiry, loss by theft or natural catastrophe, among other things, depends largely on keeping accurate records for as long as necessary.

Document Retention

The Macomb Homeless Coalition follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

Corporate Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Agenda and Minutes	Permanent
Board Policies/Resolutions	Permanent
Bylaws	Permanent
Certificate of tax exemption - -state(s)	Permanent
Correspondence with IRS regarding tax status	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years
Charitable Registration filings	3 years

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
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Fixed Assets and Depreciation Schedules	Permanent
IRS Form 990, 990-T Annual Returns	Permanent
General Ledgers	Permanent
Business Expense Records	7 years
IRS Forms 1099	7 years
Invoices	7 years
Journal Entries	7 years
Sales Records	5 years
Bank reconciliations	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years
Monthly financial reports and statements	3 years
Petty Cash Vouchers	3 years
Working papers (accounting, budgets, cash flow, audits)	3 years
<u>Bank Records</u>	
Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years
<u>Payroll and Employment Tax Records</u>	
Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years

Payroll Tax Returns	7 years
W-2 Statements	7 years
1099 Statements	7 years

Employee Records

Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Personnel File	7 years after termination
Accident Reports and Worker's Compensation Records	20 years
Employment Tax records	7 years
Personnel policies, superseded	7 years
Time worked records	7 years
I-9 Forms	3 years after termination
COBRA Notices	3 years post termination
Employment Applications (unsuccessful candidates)	1 year

Donor and Grant Records

Gift Agreements and records of restricted gifts	Permanent
Gift Instrument where donor makes a deferred gift	Permanent
Donor Records and Acknowledgment Letters	7 years
Grant Applications/Proposals and Contracts	7 years after completion
Grant reports, correspondence with funders	7 years

Legal, Insurance, and Safety Records

Appraisals	Permanent
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Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Litigation – related documents	Permanent
Insurance matters	Permanent
(Policies, claims, accident and fire inspection reports)	
Real Estate Documents	Permanent
Deeds on real property	Permanent
Trademark Registrations	Permanent
Web Domain	Permanent
Accident Reports	7 years
General Contracts	6 years after termination
Leases	6 years after expiration
OSHA Documents	5 years
Service Contracts	3 years
<u>Communications</u>	
Press releases	Permanent
Annual reports	3 years

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

Emergency Planning

The Macomb Homeless Coalition's records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping The Macomb Homeless Coalition operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

Document Destruction

The Macomb Homeless Coalition's Treasurer is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Compliance

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against The Board of Directors of Macomb Homeless Coalition and its employees and possible disciplinary action against responsible individuals. The chief financial officer and finance committee chair will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.

GIFT ACCEPTANCE POLICY

The Macomb Homeless Coalition actively solicits gifts and grants to further the mission of the organization. There is a potential that the acceptance of certain gifts could compromise the ability of the organization to accomplish its goals or could jeopardize its tax-exempt status. Hence, the following gift acceptance policy applies:

The Board of Directors of Macomb Homeless Coalition have the authority to solicit and/or Accept gifts on behalf of the Coalition.

The Board of Director's responsibility is to productively pursue gifts that will further the organization's mission, goals, and objectives. The primary consideration in the pursuit of gifts is how they can benefit the organization in the most ethical and unencumbered manner. To that end, the following criteria must be considered:

- a. *Core Values*. Is the gift one that is consistent with the organization's standards, principles, and core values?
- b. *Compatibility of Cause*. Will the gift unnecessarily challenge the organization's ability to further its mission, goals, or objectives?

- c. *Public Relations.* Does the acceptance of the gift present the organization in an unfavorable light? Does it appear that there may exist a conflict of interest between the donor and the organization?
- d. *Motivation.* Is there clear charitable intent and a commitment to the organization?
- e. *Consistency.* Will the acceptance of the gift be compatible and in agreement with other fundraising activities or gifts of the organization?
- f. *Credibility.* Are the circumstances surrounding the donor and the gift believable?
- g. *Organizational Stability.* If controversy develops, will it be significant enough to weaken the structure of the organization?
- h. *Form of Gift.* Will the nature of the in-kind contribution create problems, such as in advertising or sponsorship?
- i. *Source of Gift.* Who is the donor? Is the gift from an individual or a corporation? Does the donor represent a perceived conflict of interest, or might the donor's objectives not fit with the mission of the organization?

Refusal of Gifts - The board shall have the right to refuse contributions that do not enhance, promote, and ensure further the purpose of Macomb Homeless Coalition and the long-range financial viability of the organization. Gifts of stock – The Macomb Homeless Coalition may receive gifts in the form of cash, checks, and securities. Securities are received into the investment account. Gifts of securities will be acknowledged to the donor at the value received into the account, as of the day received. All securities should be sold immediately upon receipt into the account. The funds available after the sale will be invested only in interest-bearing accounts of low risk, such as money market accounts, treasury notes or bills, or certificates of deposit. The board's role in accepting gifts valued at over \$10,000.00 - Any gifts of securities, property, equipment or any other type of gift valued at \$10,000.00 or more must be approved by the Board of Directors of Macomb Homeless coalition.

MEDIA SPOKESPERSON POLICY

The Macomb Homeless Coalition has a designated media spokesperson. Only authorized employees may speak to the news media about The Coalition's business or issues relating to The Coalition's programs, those served or its employees.

If someone from the media approaches you and asks you for a comment you should tell them that you are not authorized to speak for The Macomb Homeless Coalition and instead you should direct them to the Continuum of Care Coordinator who will respond or will put them in touch with the designated spokesperson.

The designated spokespersons for the Macomb Homeless Coalition are the President of the Board of Directors and the Continuum of Care Coordinator of the Coalition.