**Capital Region Housing Collaborative**

**BYLAWS**

**ARTICLE 1 - NAME OF ORGANIZATION**

# Article 1, Section 1. Name

The name of this organization shall be Capital Region Housing Collaborative (CRHC), hereinafter referred to as the Collaborative.

**ARTICLE 2 - PURPOSE AND RESPONSIBILITY**

# Article 2, Section 1. Mission

We partner to prevent and end homelessness.

# To serve as the continuum of care for Ingham County, leading a collaborative, community approach to

# addressing and ending homelessness.

The corporation is organized exclusively for the purpose of receiving and administering funds for charitable, religious, educational, or scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of the Internal Revenue Code).

**ARTICLE 3 - MEMBERSHIP**

# Article 3, Section 1. General Membership

Members of the Collaborative shall be organizations, agencies, and individuals concerned with housing, shelter, health care, mental health, substance abuse, education, employment, and other services that address the needs of the homeless and those at risk of homelessness. The business of the Collaborative shall be managed by the Board of Directors.

**Article 3, Section 2. Membership Categories**

There shall be two categories of membership: voting members and community members. The Collaborative Secretary shall maintain a list of the names, addresses, and status of all members.

**Article 3, Section 3. Collaborative Members**

1. An individual or representative of an organization or agency completing the annual membership application and paying the annual membership dues shall hereafter be known as a collaborative member.
2. Annual dues shall be billed at such time as the Board of Directors determine is reasonable of each year and shall be paid by the end of August of that year to determine and secure voting membership for the following fiscal year, October 1-September 30.
3. If an organization or individual cannot pay the annual membership, that entity can submit a written request for a waiver in writing to the Chair or Chief Executive Officer (CEO) for approval by the Board of Directors.
4. Each individual or agency/organization representative shall have one vote.
5. An agency/organization may have additional representatives participate in committees.
6. Each voting member shall serve on at least one standing committee.
7. Voting members are eligible to serve on the Board of Directors.
8. Collaborative members shall recuse themselves from any vote that considers a project in which they or the organization they represent have a financial or other interest. Collaborative members shall also recuse themselves when a majority vote of the Board of Directors determines a failure to recuse would result in a possible appearance of impropriety.

**ARTICLE 4 - GENERAL NETWORK MEETINGS**

Except as otherwise provided for in these Bylaws, General Network meetings shall be held at a frequency determined by the Board of Directors, at least quarterly, for the purpose of receiving input from the community, providing interagency education and collaboration, and supporting the mission of the Collaborative.

**ARTICLE 5 - ANNUAL MEETING**

**Article 5, Section 1. Purpose**

An Annual meeting of all eligible voting members shall be held to elect members to the Board of Directors and consider proposed revisions to the bylaws.

**Article 5, Section 2. Annual Meetings**

The Annual Meeting shall be held the third Thursday of October, or at such time and place as the Board determines is reasonable and that notice gives members a reasonable time to attend, in accordance with MCL 450.2404.

# Article 5, Section 3. Voting at Annual Meetings

1. Each collaborative member or his/her alternate shall have one vote.
2. Proxy voting is allowed by written notification to the Network Secretary at least 24 hours in advance of the Annual Meeting.
3. For the purposes of the Annual Meeting, a two-thirds majority of eligible members is required, either in person, through electronic media attendance, or by approved proxy.
4. Items requiring Collaborative action shall be determined by a majority vote of the established quorum.

**ARTICLE 6 – BOARD OF DIRECTORS**

**Article 6, Section 1. Authority of Board of Directors**

1. Each member of the Board of Directors shall abide by the position description established in the Board Governance Policies
2. The Board of Directors shall have the authority to establish the long term goals of the Collaborative and to establish the policies for the administration of all programs, business, and property of the Collaborative.
3. No individual Director of the Network may commit the Collaborative to a policy or expenditure without the express authority of a majority of the Board of Directors.
4. The Board of Directors shall be authorized to employ and discharge a chief executive officer and resident agent to implement the Network’s mission, goals, policies, and strategic plans. The Chief Executive Officer is responsible for personnel management including the hiring and discharge of Collaborative staff. In the absence of a Chief Executive Officer, the duties described in this subsection shall be discharged by the Board Chair.

**Article 6, Section 2. Composition of Board of Directors**

The Board of Directors is composed of fifteen members, eleven of whom shall be elected by the general membership. Three seats shall be reserved for one representative each from the Ingham County Commissioners, the field of education, and one consumer representative, who shall be appointed by the Board of Directors. Another seat shall be reserved for the fiduciary with the majority of CRHC funding, as determined by the Board.

**Article 6, Section 3. Board Terms of Office**

The eleven elected members shall serve two-year terms, six elected on even years and five elected on odd years. All elected directors shall serve beginning on the date of the annual meeting of their election and ending on the date of the annual meeting at the end of their term. Board officers shall serve until their replacement is elected at the first board meeting of the new fiscal year. Board-appointed members shall serve a one-year term, which shall be from October 1 through September 30th.

**Article 6, Section 4. Board Nominations**

Nominations for directors shall be received by the Membership Committeeand voted on at the Annual Network meeting in October. Any Collaborative member may submit the name of any voting Network member as a nominee for the Board of Directors to the Membership Committee. The Membership Committee shall present all eligible candidates to the voting members. Candidates for appointed positions shall be identified by the Membership Committee and presented at the November meeting of Board of Directors each year.

# Article 6, Section 5. Board Elections

Each Director shall be chosen by majority vote. If no majority is obtained for an office, a run-off election shall commence immediately between the two persons receiving the largest number of votes.

# Article 6, Section 6. Non-Officer Board Vacancies

1. The resignation of any board member shall be in writing and addressed to the Executive Committee.
2. Any Director may be removed by a majority of directors at a special board meeting called for that purpose. Removal may be with or without cause.
3. The Board of Directors shall determine whether it is necessary to hold an election to fill mid-term vacancies on the Board of Directors.

**Article 6, Section 7. Frequency of Meetings**

The Board of Directors shall meet monthly.

**Article 6, Section 8. Board of Directors, Quorum**

One half of the elected board members must be present at the meeting to constitute a quorum. If less than a quorum is present, a meeting may be conducted, but no action can be taken.

**ARTICLE 7 - OFFICERS**

**Article 7, Section 1. Collaborative Officers**

The minimum officers of the Collaborative shall be the Chair, Vice-Chair, Secretary, and Treasurer.

**Article 7, Section 2. Election of Officers**

1. Officers shall be elected at the first meeting of the Board of Directors. Officers shall be selected from the Board of Directors following the annual meeting by a majority vote of the Board of Directors.
2. Officers shall serve one year terms.

# Article 7, Section 3. Duties and Responsibilities of Chair

The Chair shall fulfill all responsibilities listed in the Board-approved Collaborative Chair position description. The Chair shall chair the Network meeting and Executive Committee. The Chair shall provide supervision of the CEO. The Chair shall act as an authorized signatory on Collaborative contracts.

# Article 7, Section 4. Duties and Responsibilities of Vice-Chair

The Vice-Chair shall fulfill all responsibilities listed in the Board-approved Network Vice-Chair position description. The Vice-Chair shall act as Chair in the temporary absence of the Chair. The Vice Chair shall oversee the annual review of the CEO, or other applicable staff member.

# Article 7, Section 5. Duties and Responsibilities of Secretary

The Secretary shall fulfill all responsibilities listed in the Board-approved Collaboraive Secretary position description. The Secretary shall ensure that a written accurate record of the minutes of all official meetings is maintained. The Secretary shall also ensure that the following records are properly recorded and maintained:

1. Meeting Attendance
2. Membership lists containing names, addresses, and voting status
3. Membership Forms and Documentation

# Agency governing documents, contracts, and other legal documents

# Article 7, Section 6. Duties and Responsibilities of Treasurer

# The Treasurer shall fulfill all responsibilities listed in the Board-approved Collaborative Treasurer position description. The Treasurer shall ensure network dues are paid and deposited, and that an accurate record of any Collaborative finances is maintained. The Treasurer shall also ensure the following:

1. All Collaborative financial accounts are current
2. All financial records of the Collaborative are accurate and up to date
3. The status of Collaborative finances and membership is reported to Collaborative membership

**Article 7, Section 7. Officer Vacancies**

Should the Chair be unable to complete a term, the Vice-Chair shall assume the Chair responsibilities for the remaining term of the Chair. The Board of Directors shall determine whether it is necessary to hold an election to fill mid-term vacancies for other positions on the Executive Committee.

**Article 8 - STANDING AND AD HOC COMMITTEES**

**Article 8, Section 1. Establishment of Committees**

The Board of Directors of the Collaborative may designate ad hoc committees to complete temporary or limited assigned tasks. In addition, the Network shall maintain the following standing committees:

1. **Membership Committee responsibilities:**
* Recruit new members for the collaborative, perform orientation of new members, and review applications for membership.
* Ensure that activities and issues important to those served by the CRHC are presented to and promoted within the community at large in a timely and effective manner.
* Accept nominations in accordance with Article 6, Section 4, and present a slate of eligible candidates.
* Identify candidates for appointed positions in accordance with Article 6, Section 4.
1. **Continuous Quality Improvement Committee responsibilities:**
* Oversee data management.
* Monitor agency reporting and performance.
* Perform grievance management within the Collaborative.
* Manage all other quality improvement activities

3. **Human Services Committee responsibilities:**

* Identify gaps in services.
* Identify opportunities and challenges.
* Coordinate discharge planning.
* Provide training and information for Interagency Service Teams.

4. **Finance Committee responsibilities:**

* Oversee of all finances administered by the Collaborative.
* Serve as the Audit Committee for the Collaborative.

The committee shall be chaired by the Collaborative Treasurer. Funding recommendations shall be made by the Finance Committee and reported to the Board of Directors for a vote.

# Article 8, Section 2. Frequency

Except as otherwise provided for in these Bylaws, standing committees shall meet monthly. Ad hoc committees shall meet at the frequency determined by their Chair.

# Article 8, Section 3. Committee Chairs

The Network Chair shall appoint all committee chairs, except for the Chair of the Finance Committee. All committee chairs shall serve one-year terms. The committee chairs’ responsibilities include but are not limited to the following:

 1. Setting the Agenda for the committee meeting

 2. Conducting the committee meeting

 3. Recruiting committee members as needed from the membership

 4. Ensure the compiling and mailing of meeting notices

 5. Accurate documentation of meeting minutes and attendance

 6. Communicating with the Board of Directors

**ARTICLE 9 – GRIEVANCE REVIEW BOARD**

The Grievance Review Board shall be appointed by the Board of Directors to address grievances and establish a process for concerns to be addressed that involve and impact the Network, clients, and agencies.

**ARTICLE 10 – BYLAWS**

# Article 10, Section 1. Adoption

Adoption of these Bylaws shall require a two-thirds majority vote of eligible voting members.

# Article 10, Section 2. Amendments

Proposed amendments to these Bylaws may be initiated by any member and presented to the Executive Committee for their approval at least 60 days in advance of the annual meeting or of the April Network meeting. Upon approval, the Executive Committee shall present proposed amendments to be voted upon at the annual meeting or the April Network meeting. If bylaw amendments would be voted at the April Network meeting, it is subject to the same meeting requirements of the Annual Meeting, as described in Article 5.

# ARTICLE 11 – OPEN MEETINGS

**Article 11, Section 1. Compliance with Open Meetings Act**

Except as otherwise provided for in these Bylaws, the Collaborative shall abide by the provisions of the State of Michigan’s “Open Meetings Act”.

**Article 11, Section 2. Parliamentary Authority**

All meetings shall be ordinarily conducted in an informal manner, but may be conducted by Robert’s Rules of Order (revised edition) as deemed appropriate by the Chair.

**Article 11, Section 3. Non-discrimination**

The Capital Region Housing Collaborative is committed to equal opportunity for all persons without regard to sex, age, race, color, religion, creed, national origin, marital status, disability or sexual orientation. It is the policy of Collaborative Region Housing Collaborative to comply with all federal, state and local laws and regulations regarding equal opportunity. In keeping with that policy, Capital Region Housing Collaborative

is committed to maintaining an environment that is free of unlawful discrimination and harassment.

Revision History

Revised on 12/1/18

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