

**HOMELESSNESS AND HOUSING ALLIANCE**

*of Okaloosa and Walton Counties*

Known formerly as Okaloosa Walton Homeless Continuum of Care/Opportunity Inc.

**AMENDED AND RESTATED BY-LAWS**

**July 2023**

**ARTICLE I**

***Name, Geographical Area, Headquarters, Purpose, etc.***

**1. Name**

The name of this organization shall be the Homelessness and Housing Alliance, referred to herein as HHA.

**2. Geographical Area**

The geographical area served shall be Okaloosa and Walton Counties in the State of Florida.

**3. Headquarters**

The headquarters office shall be located in Okaloosa County or Walton County as determined by the Board of Directors.

**4. Purposes**

Working in cooperation with the Florida Coalition on the Homeless (FCH) and the Okaloosa Walton Continuum of Care, HHA shall be a not-for-profit corporation whose purposes are to prevent and alleviate homelessness and improve the care and treatment of persons who are homeless in Okaloosa and Walton counties.

- a. HHA was designated by the United States Department of Housing and Urban Development to serve as the Collaborative Applicant for the Okaloosa Walton Homeless Continuum of Care. This designation is regulated by 24 CFR Part 578.
- b. HHA was designated by the state of Florida to serve as the Lead Agency for the Okaloosa Walton Homeless Continuum of Care. This designation is regulated by F.S. 420.621 and 420.622 and aligns with 24 CFR 578.

**5. Perpetuation**

The period during which HHA is to continue as a corporation is perpetual.

**6. Nonprofit Status and Exempt Activities Limitation**

- a. Nonprofit Legal Status. HHA is a nonprofit corporation as defined in Chapter 617 of the Statutes of the State of Florida and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code.
- b. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws,

no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 and these Bylaws.

- c. Collaboration. To maximize impact, HHA will seek to collaborate with other Nonprofit organizations which fall under the 501(c)(3) section of the Internal Revenue Code, as the Lead Agency for the Okaloosa Walton Continuum of Care. Additionally, for greater impact for change, and per discretion of its board of directors, HHA may provide internships or volunteer opportunities which shall provide opportunities for involvement in its activities and programs.

7. **Powers and Duties**

All corporate powers and duties shall be exercised by or under the authority of the board of directors. The affairs of HHA shall be managed as otherwise provided by law.

8. **Agent**

HHA's registered agent shall be hired and approved by the Board of Directors and serve as the ~~chief executive officer~~ **Executive Director**.

9. **Finance**

- a. HHA's fiscal year shall be from July 1 to June 30.
- b. All funds received by HHA shall be credited to HHA and placed in depositories approved by the Board of Directors. Checks shall be issued for all bills owed by HHA within provisions of the budget adopted by the Board of Directors and pursuant to special appropriations made by the Board of Directors.
- c. Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of HHA shall be executed on its behalf by the Treasurer, ~~Chief Executive~~ **Executive Director** or other person(s) to whom HHA has delegated authority to execute such documents in accordance with policies approved by the Board.
- d. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of HHA, shall be signed by such officer or officers, agent or agents, of HHA and in such manner as shall from time to time be determined by resolution of the Board.

- e. All funds of HHA not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board or the Finance Executive Committee may select.
- f. No loans shall be contracted on behalf of HHA and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.
- g. All Memorial Contributions shall be deposited as directed by the Board of Directors.
- h. All financial accounts of HHA shall be audited by a certified public accountant for each fiscal year that reaches the thresholds in A-133.

10. **Codes of Ethics and Whistleblowers**

HHA shall maintain a policy that requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities and, if so noted, the individual(s) shall submit a written complaint with the Board Chairperson or Board Vice Chair.

11. **Nondiscrimination**

It shall be the policy of HHA to not discriminate in any manner. Officers, directors, committee members, employees, and persons served by HHA shall be selected entirely on a nondiscriminatory basis within the boundaries of all federal and state laws regarding discrimination.

12. **Counterterrorism and Due Diligence**

In furtherance of its exemption by contributions to other organizations, domestic, or foreign, HHA shall stipulate how funds will be used and upon request shall require Grant Recipient Members to provide it with financial proof of how disbursements to them are utilized. HHA shall put to practice guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

13. **Conflicts of Interest**

Conflicts of Interest (CI) arise when a person in a position of authority may benefit financially from a decision to be made, including indirect benefits to family members or to businesses with which the person is closely associated. There shall be a CI policy at HHA and directors, committee members and staff shall affirm their acceptance of this policy and complete and sign a CI form stating such at the beginning of each term-year of service.

14. **Lobbying**

Nothing herein shall authorize HHA directly or indirectly to engage in or include among its purposes, any activity prohibited in the Statutes of the State of Florida. No part of the activities of HHA shall consist of participating in or intervening in (including the publishing or distributing of statements), of any political campaign on behalf of any candidate for public office or attempting to influence legislation.

15. **Dissolution**

Upon termination or dissolution of HHA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to that of HHA.

The organization to receive the assets of HHA hereunder shall be selected in the discretion of a majority of the managing body and if the members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity file in a court of proper jurisdiction against HHA by one (1) or more directors of the managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located with the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to HHA, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

**ARTICLE II**

***Membership and Annual Meetings***

1. **Members**

A member may be a dues-paying individual or an organization supportive of the mission of Okaloosa Walton Homeless Continuum of Care/HHA and/or an organization charged with achieving all or a portion of Okaloosa Walton Homeless Continuum of Care/HHA's mission through a funding relationship with HHA.

2. **Stakeholders**

The general membership group will be referred to as "Stakeholders." Stakeholders may:

- a. Be recruited from service providers, faith-based organizations, mental health and substance abuse organizations, representatives from health, education, housing, Workforce Development, homeless, prior homeless, law enforcement, business, community volunteers, and other parties interested in eliminating homelessness in Okaloosa and Walton Counties.
- b. Shall include dues-paying members and representatives of supporting donor businesses.
- c. Will meet on a quarterly basis at minimum at a location easily accessible to the public. One of these meetings may serve as the **Okaloosa Walton Homeless Continuum of Care**/HHA's Annual Meeting. Notices of the meetings will be distributed to members of the Stakeholder group and distributed widely to other interested community, state, and federal organizations, and to other individuals who have requested notification of Stakeholder meetings.
- d. The agendas for meetings of the Stakeholders group will be developed by the Chair of the Board of Directors and the ~~chief executive officer~~ **Executive Director** with solicited input from the Stakeholders group.
- e. The Stakeholder group will develop an Annual **Continuum of Care** Strategic Plan for approval and adoption by the Board of Directors. The **Continuum of Care** Strategic Plan will be used by the Board of Directors in developing its plan of work, establishing priorities for resources development and programs and services implementation, and for identification of other needed services for eliminating homelessness in the two-county area of Okaloosa and Walton Counties.
- f. Members of the Stakeholder group will be encouraged to participate in funding activities, provide and/or recruit financial support and/or provide or recruit volunteer expertise needed to prevent and eliminate homelessness in Okaloosa and Walton Counties.
- g. Members of the Stakeholders group will be encouraged to expand the membership and to invite other interested parties to attend scheduled Stakeholder Meetings.

3. **Duties and Rights**

Members have the right to nominate and elect Members to **Okaloosa Walton Homeless Continuum of Care**/HHA's Board of Directors, to hear reports of organizational activities of the previous year, and to conduct such other business as may come before the membership in regard to the Continuum of Care and responsibilities under 24 CFR 578.

4. **Membership and Terms**

There shall be three classes of Membership:

- a. Individual Members. Individual Members (IM) shall be defined as any individual financial contributor of at least \$50.00. Individual contributors shall become Members of HHA for the remainder of the year immediately following their contributions or if paid specifically for the following year, for that year only.

- b. Supporting Organizational Members. Any organization, association, corporation partnership, group or agency, governmental or otherwise, which shares purposes with Okaloosa Walton Homeless Continuum of Care/HHA and which contributes at least \$100.00, may become a Supporting Organizational Member (SOM) of HHA. Such membership shall be for the year on behalf of which the contribution was made and shall terminate at the end of said year unless renewed by a contribution applicable to the following year.
- c. Grant Recipient Members. Any not-for-profit association, organization, or partnership group successfully applying for admission as an Okaloosa Walton Homeless Continuum of Care/HHA grant agency shall be known as a Grant Recipient Member (GRM) and shows evidence that it is eligible for funding. Community based agencies, local educational institutions, faith-based agencies and other not-for-profit organizations must submit information demonstrating fiscal accountability, a basic operating program that meets the Grants Committees' tests of "Need," and shall include all other such information as required by the Grants Committee. Status as a GRM is for the funding period approved by the board only but may be renewed from year-to- year as the board sees fit. GRM must pay the membership fee according to the fee schedule approved for the Fiscal Year by the Board of Directors prior to applying for funds.

5. **Annual Membership Meetings**

An annual meeting of the membership shall be held in July or August to receive reports on the previous year, to conduct any necessary business, and to elect and affirm Directors for the coming year. Notice of such meeting shall be publicly noticed at least two (2) weeks before the date of the meeting and shall include agenda items different from those noted, if any.

6. **Quorum for an Annual Membership Meeting**

At minimum, at least two (2) Members more than the total number of Directors currently seated must be present for the meeting to proceed and conduct business.

**ARTICLE III**

***Board of Directors***

- 1. The Board of Directors shall formulate policy and oversee the affairs and property of the Okaloosa Walton Homeless Continuum of Care and HHA. It shall not be compensated for these efforts. The Board shall consist of from eleven (11) to twenty-three (23) directors who shall be nominated by the ~~Nominating Committee~~ general membership and elected at the Annual Membership Meeting. Between annual meetings, the Board may fill vacancies by a majority vote of Directors present at

regularly scheduled meetings for which there has been at least seven days' notice of an election.

2. The term of office of each Director shall be three years and directors shall be divided into three approximately equal sized classes based on the dates of election to stagger those leaving the board. A director shall be eligible for re-election without restriction for a second three-year term (six [6] consecutive years), then rotate off the Board at least one (1) year prior to re-election. The term of office of the immediate past Board Chair may be extended for as long as he/she serves as immediate past Board Chair.
  
3. Considerations for Board representation include expertise and experience in homelessness, geographic distribution, and diversification of interests, provider prospective, and the perspective of homeless persons, managing conflicts of interest, community health, and local officials from multiple jurisdictions. Board members must be relevant meaning that they must live or work in the geographical area of the CoC. Board membership must consist of only Members as defined in Section 5.1.1 of the Governance Charter and Article II of this document, and includes the following slate:
  - a. Public Housing (1 seat per County)
  - b. Government: City/County (1 seat per County)
  - c. Non-Profit Service providers (~~3~~ 2 total with 1 seat per County)
  - d. Veteran Organization (~~1 seat per County~~)
  - e. Community Agencies (i.e.: CareerSource, MHA) at least 1 seat per County)
  - f. Law Enforcement (1 seat per County)
  - g. School Districts (1 seat per County)
  - h. Faith-Based Organizations (1 seat per County)
  - i. Formerly Homeless individuals (1 to 3)
  - j. At Large (1 seat per County)

Members can represent more than one member position (i.e.: formerly Homeless and Veteran Organization). The Board of Directors shall be composed of a minimum of eleven (11) representatives from the above slate and if possible must include at least:

- a. One Law Enforcement representative
  - b. One Government representative
  - c. One homeless or formerly homeless person
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4. Each constituency category on the board slate will nominate or appoint one alternate except for people with experience of homelessness who may nominate multiple alternates. The CoC's intention is to ensure a balance of constituencies represented on the Board while ensuring a path for new stakeholders to serve on the Board.

## Article IV

### *Officers*

1. **General**

The officers shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time deem necessary.

2. **Election and Term of Office**

All officers shall be elected from the Board of Directors by the members of the Board of Directors at a regularly scheduled meeting for which advance notice of at least seven days has been given to include the purpose of electing officers. Officers shall serve a term of two years beginning September 1.

3. **Duties**

The officers shall perform the duties defined by these by-laws and shall assume such additional duties as may be prescribed by the Board of Directors.

4. **Chair**

The Chair is responsible for:

- a. Scheduling meetings of HHA
- b. Ensuring that the HHA Board of Directors meets regularly, or as needed
- c. Setting the agenda for meetings

The Chair shall:

- d. Preside at all meetings
- e. Act as Chair of the Board of Directors and of the Executive Committee
- f. Be an ex officio a member of all committees except the **Nominating Membership Committee**
- g. Perform the duties that usually pertain to such an office

The Chair, with the consent and approval of the Board of Directors, may appoint the chairs of all committees except the **Nominating Membership Committee**

5. **Vice Chair**

The Vice Chair shall serve in the absence of the Chairman, serve as Chair of the **Nominating Membership Committee**, and may chair other committees as appointed.

6. **Secretary**

The Secretary shall:

- a. Keep accurate records of the acts and proceedings of all meetings of the HHA Board, or designate another person to do so at each meeting



- b. Document all actions taken without a meeting
- c. Record all the names of those in attendance
- d. Give notices required by law and by these regulations
- e. Perform such other duties as HHA may designate
- f. Chair HHA meetings in the case of the absence of the Chair and Vice Chair
- g. Maintain attendance records in order to determine eligibility to vote

7. **Treasurer**

The Treasurer is responsible for:

- a. Development of annual budget and any subsequent modifications to the budget for the approval by the board
- b. Responsible for compliance with all financial reporting requirements to funding sources, board members and HHA membership
- c. Responsible for compliance with all auditing requirements including development of an Audit Selection process
- d. Provide monthly financial reports to the Board of Directors
- e. Ensure all fiscal processes are transparent for full reporting and accountability of public and government funds

**ARTICLE V**  
***Committees***

1. **Executive Committee**

The Executive Committee shall:

- a. Be composed of elected officers and the immediate past Board Chair
- b. Have the power of the Board of Directors between meetings providing there is Board ratification of actions taken at or before the next scheduled meeting

2. **Nominating Membership Committee**

The Nominating Committee composed of at least three persons shall:

- a. Be chaired by the Vice Chair and at least one Stakeholder
- b. Be approved by the Board of Directors
- c. Be available throughout the year to present qualified nominees to the Board of Directors for election to fill any vacancy that may occur on the Board, or for any vacancy in any office of the Board

3. **Finance Committee**

The Finance Committee shall:

- a. Be composed of at least three directors, one of whom may be appointed as Committee Chair by the Board Chair
- b. Be approved by the Board of Directors
- c. Provide oversight of fiscal policy
- d. Coordinate with the chief executive officer and external auditors at the time of the annual audit

#### **4. Continuum of Care Committees**

Committees may be appointed by the Continuum of Care (CoC) membership to fulfill the responsibilities of the Continuum of Care outlined in 24 CFR 578. Committees should align with the FL-SOS Governance Charter and be chaired by a member of the board of directors, unless otherwise designated in the Charter.

The primary responsibilities of the CoC are:

1. Operating the CoC,
2. Designating and operating the HMIS
3. CoC Planning

**HHA is responsible for preparing an application for funds as detailed in Subpart B of the interim rule or designated by the CoC in the Continuum of Care Governance Charter.**

- a. The CoC Planning Committee shall ensure HHA fulfills its responsibilities for CoC planning as detailed in 578.7(c)(1) of Subpart B of the interim rule and be responsible for completing or for designating an entity, subcommittee, or work group to complete the following to develop a HHA plan meeting the requirements of 578.7(c)(1)
- b. The CoC must have a written process for ranking project applications. The CoC has a Rank and Review Committee to make recommendations for board approval in priority order to be used in ranking requests for CoC Program funding; recipients and subrecipients. Members of this committee shall ensure fair and equitable distribution of funds to paid member applicants in a transparent process free of conflict of interest.

#### **5 Other Committees and Committee Policies**

The Board of Directors may establish other standing committees as needed to perform the work of HHA.

The Chair shall appoint committees, subject to the approval of the Board of Directors, to do preliminary work in the preparation of matters for Board action and to expedite the work of HHA. The Chair may appoint ad hoc committees for special purposes, subject to the approval of the Board of Directors.

**ARTICLE VI**  
***Meetings and Quorum***

**Meetings of the Board of Directors**

1. Board of Directors, at a place and time determined by the Board, shall hold at least six regular meetings during the fiscal year.
2. Quorum and authorization for the conduct of all business at meetings of the board or committees shall be at least twenty-five percent (25%) of the composition of the board or committee.
3. Special meetings of the Board of Directors may be called by the Chair and the Secretary or may be called upon the petition of five Directors. Notice of a special meeting shall be received by first class mail or e-mail to Directors at least three (3) business days prior to the meeting. The Notice of the meeting shall state its purpose.
4. Action: Except as otherwise provided in these by-laws, all business requiring approval at meetings of the Board of Directors or at committee meetings shall be decided by a majority vote of the members present.
5. Hung Decision: On the occasion that members are unable to make a decision based on a tied vote, the chairperson of the meeting shall have the power to settle the vote based on his or her preference.
6. Electronic Participation. Except as required otherwise by law, the Articles of Incorporation, or these bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all members may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conferencing.
7. Informal Action by the Board of Directors. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use e-mail to approve actions, as long as a quorum of Directors gives consent.
8. Failure to Attend: If any member of the Board of Directors fails to attend three consecutive regular Board meetings without satisfactory cause, the Board may, after consultation with such Director, declare the position vacant. A Director who cannot attend a meeting shall give prior notice to the Chair, Secretary, or an appropriate staff member.

**ARTICLE VII**  
*Staff*

The Board of Directors is authorized to employ a person who shall serve as ~~Chief Executive Officer~~ **Executive Director** and appoint any other staff position as needed as funds permit. In its discretion, the Board, in consultation with the ~~Chief Executive Officer~~, **Executive Director**, may utilize volunteers in these positions instead.

**ARTICLE VIII**  
*Amendments*

These bylaws may be altered, amended, or repealed at any meeting of the members of HHA by two-thirds of those Directors voting, provided that the proposed action is inserted in the notice of such meeting and is distributed to the Board of Directors for review at least ten days in advance.

**ARTICLE IX**  
*Parliamentary Authority*

Any rules of parliamentary procedure not covered by these bylaws shall be governed by the latest edition of "Roberts Rules of Order."

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Amended, restated and approved by the Board of Directors \_\_\_\_\_

Signature of Secretary \_\_\_\_\_

Printed Name of Secretary \_\_\_\_\_ Rocky Harrison \_\_\_\_\_