

BYLAWS
of the
NATIONAL HEALTH CARE FOR THE HOMELESS COUNCIL, INC.

Revised March 15, 2013

ARTICLE I. Purposes of the Corporation.

As set forth in the Charter, the corporation was formed for the following purpose:

To coordinate the efforts of providers of health care to homeless people in the areas of fundraising, organizational development, and public education. The National Council is committed to accessible, quality health services for homeless people, and to the elimination of homelessness in the United States.

ARTICLE II. Membership.

The corporation shall have a membership composed of providers of health care and other services to homeless people according to criteria established by the Board of Directors.

Section 1. Membership. Any person and any organization may become a member of this corporation upon application for membership and acceptance of such application as provided by the Board of Directors. The corporation may not refuse membership on the basis of race, religion, color, sex, national origin, creed, or sexual preference. Any organization or individual having membership in the National Council may be removed by a consensus of the Board of Directors whenever, in its judgment, the best interest of the National Council will be served thereby.

Section 2. Classes of Membership. There shall be two classes of membership, the members of which have applied for and been accepted for membership and who have paid their dues and with governing rights as provided for by these by-laws: Organizational and Individual. Organizational members shall include organizations which support the mission of the corporation. Individual members shall include individuals who support the mission of the corporation. The Board may establish Individual Membership Groups composed of members who share common interests; the Health Care for the Homeless (HCH) Clinicians' Network, the Respite Care Providers' Network and the National Consumer Advisory Board shall be three such Individual Membership Groups. The Board may elect to provide for an Associate Membership class, the members of which have met criteria established by the Board but have no governing rights.

Section 3. Membership Dues. Dues and membership criteria for members of the corporation shall be fixed by the Board for all membership classes. Annual dues shall be assessed each member of the corporation as provided for by the Board of Directors. Organizational members will be considered to be members in good standing if they have paid their dues within

four months of being invoiced and have met all other eligibility criteria established by the Board of Directors.

Section 4. Powers of the Individual Membership. Each Individual Membership Group shall annually elect its own Steering Committee. The HCH Clinicians' Network Steering Committee shall elect two (2) members to the Board of Directors and shall coordinate the affairs of the HCH Clinicians' Network. Other Individual Membership Groups shall elect one member each to the Board of Directors, and shall coordinate the affairs of their respective Individual Membership Groups. Individual Membership Groups may establish their own operating rules and procedures, subject to these By-Laws and approval by the Board of Directors.

Section 5. Powers of Organizational Members. Each Organizational Member in good standing shall be a Governing Member of the Corporation and shall name an individual Representative to exercise the rights of the member in any Governing Membership meeting.

Section 6. Governing Membership. The Governing Membership of the Corporation shall consist of the Organizational Members' Representatives, each member of the Board of Directors, two (2) additional representatives of the HCH Clinicians' Network appointed by the Clinicians' Network and up to two (2) additional representatives appointed by each Individual Membership Group established by the Board.

Section 8. Powers of the Governing Membership. The Governing Membership shall determine long-term organizational goals and objectives, elect the Board of Directors and officers of the corporation, and approve amendments to the by-laws and charter of the corporation.

Section 8. Annual Meeting. There shall be an annual meeting of the Governing Membership as provided in Article VI, Section 3.

ARTICLE III. Board of Directors.

Section 1. General Powers. The Board of Directors shall constitute the legally responsible governing body of this corporation. It shall manage, control and direct the affairs and property of the corporation, and it shall have all powers necessary to carry out the purposes of the corporation as set forth in Article I, subject to these by-laws. The Board may accept, on behalf of the corporation, any contribution, bequest or devise for the support of the corporation and it shall have the power to hire such salaried staff as it deems necessary. The Board may employ an Executive Director, who serves at the discretion of the Board to implement the policies established by the Board, to manage the affairs of the corporation, to employ other staff members, and to act as the agent of the Board.

Section 2. Composition of the Board of Directors.

(a) The Board of Directors shall be composed of no fewer than ten (10) and no more than thirty (30) members. Members of the Board of Directors shall be Individual Members or representatives of Organizational Members of the corporation, elected to the Board by the Governing Membership at its Annual Meeting. A Nominating Committee appointed by the President shall solicit nominations from the membership and shall prepare a slate of candidates for election to the Board by the Governing Membership. Chairs of Standing Committees appointed by the President shall serve as full members of the Board for the duration of their terms as Committee chairs, regardless of their status as elected Board members. Two members of the HCH Clinicians' Network Steering Committee and one member of each other Individual Membership Group, elected by the respective Individual Membership Groups, shall serve as full members of the Board.

(b) Elected or appointed members of the Board shall take office on July 1 of the appropriate year, and shall serve for a term of two years.

(c) The terms of the elected Board of Directors shall be staggered. Of those members of the Board of Directors elected in March, 2000, each shall be elected to a one or two year term such that an equal number of terms shall expire every year. No Director may be elected for more than two (2) consecutive terms, except that individuals who have served two full terms may serve for an additional year if elected to Officer positions by the Governing Membership. The members of the Board of Directors selected by the HCH Clinicians' Network Steering Committee shall be elected for different initial terms.

(c) A vacancy on the Board due to death, resignation or any other reason, may be filled at any meeting of the Board upon nomination and a consensus of the members of the Board present at the meeting.

Section 3. Removal and Replacement. A Director shall be automatically removed from membership on the Board when he or she submits his or her resignation. A Director may be subject to removal when he or she no longer meets the eligibility requirements as an Individual Member or as the representative of an Organizational Member. Any Director serving on the Board of Directors of the National HCH Council may be removed by a consensus of the Board of Directors whenever, in its judgment, the best interest of the National Council will be served thereby.

Section 4. Reimbursement. Provision may be made for reimbursement of expenses incurred by members for transportation or other costs necessary for the performance of official duties, if so provided by the Board.

ARTICLE IV. Officers and Their Duties.

Section 1. Officers. The officers of this corporation shall be a President, President-Elect, Immediate Past President, Secretary, and Treasurer, all of whom (with the exception of the

Immediate Past President) shall be elected by the Governing Membership at its Annual Meeting from among the members of the Board. The President will be named as the Immediate Past President (unless he or she resigns or declines the position) upon expiration of his or her term, unless due to limits in the terms of Board membership, he or she must be elected to the position of Immediate Past President as noted in Section 2 (b). Except as otherwise provided by law or in these by-laws, the officers sitting as an Executive Committee shall have all the authority of the Board in the management of the daily affairs of the corporation during such times as the Board is not in session.

Section 2. Duties of the Officers.

(a) The President shall be responsible for the general supervision of the affairs and business of the corporation subject to the control of the Board of Directors and in accordance with the purposes of the corporation. The President shall preside at all meetings of the Board and the Executive Committee. He or she shall appoint all Chairs of Standing Committees. Together with the Treasurer and the Executive Director, he or she may sign deeds, bond, mortgages, contracts and other instruments, and enter into agreements with the approval of the Board, which are necessary to carry out the purposes of the corporation, except where the Board or these by-laws require or allow the signature of some other officer or agent of the corporation.

(b) The President-Elect shall succeed to the office of the President upon completion of the President's term. The President Elect shall act in the place of the President in his or her absence, or when required to do so by the President, and assist the President in the performance of his or her duties.

(c) The Immediate Past President shall assist the President and President-Elect in the performance of their duties. The Immediate Past President shall preside over Board meetings in the absence of the President and President-Elect.

(d) The Secretary shall keep an accurate record of all meetings of the Board and the Executive Committee, shall see that all required notices are duly given, and shall adequately publicize every meeting of the Board.

(e) The Treasurer shall serve as Chair of the Finance Committee of the Board, shall be responsible that the books of the corporation are properly maintained and audited annually by a certified public accountant, and shall initiate or conduct any investigation into the income, expenditures, or bookkeeping practices of the corporation on his or her own initiative or at the request of the Board and shall report the results of the same to the Board. Together with the President and the Executive Director, he or she may sign deeds, bonds, mortgages, contracts or other instruments and enter into agreements with the approval of the Board, which are necessary to carry out the purposes of the corporation, except where the Board or these by-laws require or allow the signature of some other officer or agent of the corporation.

Section 3. Method of Election. A slate of officers shall be prepared by a Nominating Committee appointed by the President. A consensus of the Governing Membership shall be required for the election of any officer.

Section 4. Term of Office. The Officers shall be elected at the Annual Meeting of the Governing Membership. All officers shall hold office for a term beginning on July 1 and lasting one (1) year or until their successors are duly elected, irrespective of term limits that apply to elected Board members.

Section 5. Removal and Replacement.

(a) Any officer may be removed by the Board whenever, in its judgment, the best interests of the corporation will be served thereby. Removal shall be by a consensus of the Directors, but such consensus shall not effect the officer's term as a director.

(b) A vacancy in any office except Immediate Past President due to death, resignation or any other reason must be filled by the Board at its next regular meeting. A person so elected shall serve the unexpired term of the person he or she replaces.

ARTICLE V. Committees of the Board.

Section 1. Committees. The Board shall have the following Standing Committees: Executive Committee and Finance Committee. Other committees may be established by the Board as it deems it appropriate. Committees shall be appointed by the President, unless otherwise provided herein. Committee members need not be members of the Board.

(a) The Executive Committee shall be composed of the officers of the corporation. The committee shall meet upon the call of the President for the purpose of performing such business as cannot wait for the next regular meeting of the Board or which cannot be handled by another committee of the Board. All action by the Executive Committee shall be presented to the Board at its next meeting for ratification.

(b) The Finance Committee shall be composed of the Treasurer of the corporation and no fewer than two (2) other Directors. The Finance Committee shall develop the annual budget for the corporation and recommend the same to the Board for its approval. The Finance Committee shall also be concerned with all matters that affect the financial condition of the corporation and may recommend such actions as it considers in that regard to the Board for its approval.

ARTICLE VI. Meetings.

Section 1. Regular Meetings of the Board. The Board shall meet at such time and place as is determined by the Board. The Secretary shall give written notice of all regular meetings at least two (2) weeks in advance.

Section 2. Special Meetings of the Board. A special meeting of the Board may be called by the President or upon receipt of a written request for a special meeting signed by three Directors and delivered to the President and the Secretary. The Secretary shall send notice of the meeting to the Board within five (5) days after receipt of such request. The notice shall include the place of the meeting. Notice shall be sent to all Directors at least five (5) days prior to the day of the meeting. No business other than that specified in the notice can be transacted at the meeting.

Section 3. Annual Meeting of the Membership. The Annual Meeting of the Governing Membership shall be held at such time and place as designated by the Board. The officers, and any other persons as the President may direct, shall present reports on the programs, activities, financial condition and other pertinent matters of the corporation. Election of new Directors and officers shall be conducted at the Annual Meeting.

Section 4. Special Meetings of the Governing Membership. Special meetings of the Governing Membership may be called by the President, upon written request for a special meeting sent to the President and Secretary signed by twenty-five (25%) percent of Directors then in office, or upon request for a special meeting sent to the President and Secretary signed by twenty-five (25%) percent of the Governing Membership. Any request for a special meeting of the Governing Membership must specify the reason for the special meeting. Upon receipt of a request for a special meeting of the Governing Membership, the Secretary shall send notice of the meeting to the Governing Membership within five (5) days after receipt of the notice. The notice shall include the place of the meeting. Notice shall be sent to all Governing Members at least ten (10) business days prior to the day of the meeting. No business other than that specified in the notice can be transacted at the meeting.

Section 5. Quorum. A quorum shall consist of a majority of the membership of the Board at a meeting of the Board. A quorum of the Governing Membership shall consist of a majority of the Board plus any other Governing Members present at a properly-called meeting of the Governing Membership.

Section 6. Action of the Board or the Governing Membership. Approval by a consensus of those Directors or Governing Members present at a meeting at which a quorum is present shall constitute an action of the Board or the Governing Membership. The consensus decision-making process which will be employed in all decision-making of the corporation is described in the Appendix to these by-laws. The minutes of all meetings of the Board of Directors, the Governing Membership and other bodies of the corporation shall include complete lists of participants in those meetings and notations of which (if any) participants stood aside from consensus decisions reached.

Section 7. Conduct of Meetings. All meetings of the Board or the Governing Membership shall be open to the public except when the Board by consensus exercises its right to declare an executive session for discussion of sensitive matters. Any meetings of the Board, the Governing Membership, Individual Membership Groups or other committees of the organization may be conducted by telephone conference call, video conference, other electronic means, or in person.

ARTICLE VII. General Provisions.

Section 1. Fiscal Year. The fiscal year of the corporation shall be from July 1 to June 30.

Section 2. Auditing the Books. The Treasurer shall cause the accounts of the corporation to be audited annually and a full statement of the accounts of the corporation shall be submitted to the Governing Membership at its annual meeting.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of all meetings and proceedings of the Board and its committees and financial transactions and affairs of the corporation. Such books and records shall be kept at the principal office of the corporation which shall be designated by the Board. All books and records of the corporation shall be open to inspection by any Director or Governing Member of the corporation for any proper purpose. The financial affairs of the corporation shall be maintained so as to comply with any requirements of granting sources.

ARTICLE VIII. Indemnification.

(a) Any person made a party to any action, suit or proceeding, by reason of the fact that he, his testator or intestate representative is or was a director, officer or employee of the corporation, or of any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

(b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

(c) The amount of indemnity to which any officer or any director may be entitled shall be fixed by the Board of Directors, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

ARTICLE IX. Amendments.

Any Governing Member or Member of the Board of the corporation may present an amendment to the Charter or by-laws to the Governing Membership for its consideration. Such proposed amendment shall be sent by fax, U.S. mail, or e-mail to all Governing Members no fewer than fifteen (15) days in advance of the meeting of the Governing Membership at which it is to be acted upon. Such amendment shall be adopted upon consensus of those present so long as there is a quorum.

NATIONAL HEALTH CARE FOR THE
HOMELESS COUNCIL, INC.

By: _____

APPENDIX. The Consensus Decision-Making Process.

(a) Definition of Consensus. Consensus is a process to reach decisions that best reflects the thinking of a body. Consensus places emphasis on thinking with regards to *what is best for the organization*. Consensus aims to find a proposal acceptable enough that all members can support it and no member opposes it. Consensus is respectful of the views of the individual member while fostering unity of purpose within the corporation. Consensus requires time; active participation of all members; communication skills such as listening, conflict resolution, and discussion facilitation; and creative thinking and open-mindedness. Consensus is not a unanimous vote. A consensus decision might not represent every member's first priority. Consensus is not a majority vote. In a majority vote, only the majority gets something they are happy with; members in the minority may get something they do not like at all. Consensus does not necessarily mean that all members are totally satisfied.

(b) When the Consensus Process Will be Used for Decision-Making. The consensus process will be used for all decisions that will have an impact on the direction of the corporation or conduct of a meeting of the corporation. The formal consensus procedure described below shall be followed for major decisions, as determined by the chairperson of the meeting at which the decision is considered. For decisions of lesser import, a more informal approach may be employed. Under exceptional circumstances, the chairperson may determine it is prudent to forego the consensus process in favor of a majority vote (requiring a two-thirds majority to pass). This may be necessary, for example, when an imminent time deadline must be met and/or the consensus process is not appropriate for a particular decision.

(c) General Guidelines for Participants in the Consensus Process. Listening is the most important element of the consensus process. Listen patiently to all other points of view. Avoid preconceived expectations of what other participants will say or what they mean. Speak briefly and clearly. Keep remarks to the subject at hand. Speak to the body as a whole rather than to individual participants. Attempt to speak only once. Take responsibility for making your opinions known. This may mean stating agreement with what someone else has said, modifying slightly what has been said, or introducing a new perspective. No one should be expected to water down a strong conviction or be silent for the sake of easy agreement. Do not take offense if others disagree with you. Each member brings diversity in temperament, background, education and experience and thus has unique contributions to make to any discussion. Keep the goals and the good of the corporation in mind. This mind-set tends to bring members together and produce creative ideas that are more than least-common-denominator compromises, and frequently leads to innovative solutions that no one had anticipated.

(d) Consensus Decision Steps. A proposal is presented to the body for consensus decision after adequate introduction of a topic or issue. Following the presentation of a proposal, there is discussion and clarification. The chairperson checks consensus with participants; participants are asked to choose one of the following positions:

- (i) Affirm. *Affirm* indicates active support for the proposal and the belief that it represents the best interests of the corporation.
- (ii) Do not affirm. *Do not affirm* indicates belief that the proposal is not in the best interests of the corporation, and perhaps may even be harmful. Taking this position, even if held by only one member of the body that is meeting, effectively blocks passage of the proposal.
- (iii) Stand aside. *Stand aside* indicates a desire for the will of the body to prevail despite personal reasons to abstain from making a proactive decision. Typical reasons for standing aside may include having a conflict of interest or minor reservations about a proposal not significant enough to block consensus. It is helpful for the body to know a members reason(s) for taking the stand aside position. If a large number of members stand aside, it is advisable for the body to explore their reasons before moving ahead.

(e) Procedures when consensus is not reached. If consensus is not reached due to one or more members not affirming a proposal, the following steps may be taken at the chairperson's discretion:

- (i) Further group discussion with the floor given initially to those not affirming the proposal;
- (ii) Second consensus check;
- (iii) Referral of the proposal to a committee for further consideration and possible presentation of alternate proposal at some later date; or
- (iv) Decision by majority vote requiring a two-thirds (2/3rds) majority to pass.
- (v) Tabling of the proposal in the event that the proposal is not affirmed.