

**BYLAWS
of the
ANCHORAGE COALITION TO END HOMELESSNESS**

ARTICLE I - NAME

The name of this Organization is **Anchorage Coalition to End Homelessness**.

ARTICLE II - PURPOSE AND FUNDAMENTAL PRINCIPLES

2.1 Purpose. The principal purposes for which this Corporation (also referred to herein as the "Organization") is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and specifically to bring together a coalition of nonprofit, private sector, government, and community members who provide resources and/or are consumers of the Anchorage Homeless Prevention and Response System, including the Continuum of Care (CoC). The Anchorage Coalition to End Homelessness' (ACEH) mission is to provide dynamic leadership to unite Anchorage in making homelessness rare, brief, and one-time. This includes identifying resources, needs and priorities in the homeless prevention and response system and to connect homeless individuals and families to safe, secure and affordable housing, as well as identifying and directing resources to ensure housing and resources are available to all homeless populations. All funds received by ACEH, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to these purposes.

2.2 Tax Status. The Organization is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. These Bylaws shall always be construed to support the Organization's tax status as a charitable organization.

2.3 Restricted Activities. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Organization shall only carry-on activities permitted to be carried on (i) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2.4 Prohibited Activities. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Board of Directors shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

2.5 Political Activities. Board of Directors are encouraged to take an active interest and to participate in the political and governmental process. However, except for registered lobbyists and others authorized to act on behalf of ACEH and/or the Board of Directors, directors participating do so as individuals and not as representatives of ACEH and/or the Board of Directors. To avoid any inference of support or sponsorship by ACEH and/or the Board of Directors, a director must never represent that his or her political donation, endorsement or other political activity was made or engaged in with the approval, or on behalf, of ACEH and/or the Board of Directors.

2.6 Conflict of Interest. A conflict of interest exists when an actual or perceived interest by a Board of Directors causes them to participate in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. No director may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the

organization that the director represents. Any director who is aware of a potential conflict of interest with respect to any matter coming before the Board of Directors, Advisory Council, or any Governance Committee is obligated to disclose such a conflict of interest to the entire Board of Directors and may be asked to recuse themselves from the situation. Directors are required to carefully read the Organization's *Conflict of Interest Policy* and sign the document confirming receipt and understanding on an annual basis. Board of Directors must adhere to the *Conflict of Interest Policy*, for details reference Appendix A, *Conflict of Interest Policy*.

ARTICLE III - REGISTERED AGENT AND OFFICE

The registered agent and office of the Organization shall be that person and that office as the Board of Directors determines necessary. The registered agent will be reviewed annually to ensure compliance with State of Alaska; and appropriate documentation file with the State as needed.

ARTICLE IV - MEMBERS

4.1 Eligibility. Membership in the Organization is open to any natural person who is a resident of the Municipality of Anchorage, and any Anchorage area nonprofit or private sector entity or any governmental agency who is interested in becoming a member and who (except for an individual who is under 18 years of age) signs a Memorandum of Understanding and a Statement of Support with the Organization. This membership is specifically for participation in the ACEH Advisory Council. Members do not have voting rights as relates to Board of Director business and activities. Each member shall pay an annual membership fee in such amount as determined by the Board of Directors. Membership is maintained for an entire year, July 1 through June 30, as long as members abide by these Bylaws and such rules as may be established by the Board of Directors. At least once per year, invitations for new members to join will be made publicly available.

4.2 Semi-Annual Membership Meetings. At minimum, semi-annual meetings of the members shall be held at a date and time designated by the Board of Directors and the Advisory Council for the purpose of such business as CoC prioritization and for such other matters as may properly come before the members. Agendas for such meetings will be published. The location of the meeting shall be within the Municipality of Anchorage as determined by the Board of Directors and Advisory Council. In lieu of, or in addition to, holding a meeting of members, the Board of Directors may allow elections to be conducted by mail, email, or other electronic method.

4.3 Special Meetings of Members. Special meetings of the members may be called from time to time by the president (defined as the board Chair herein) any two directors serving on the Board of Directors, or by ten percent (10%) of the members. At such special meetings, no business shall be considered other than as designated in the call.

4.4 Notice. Written notice stating the place, date and time of a meeting of the members shall be mailed, electronically or by US Post, or personally delivered to each voting member at least 3 days, but no more than 50 days prior to the meeting, by or under the direction of the board Chair, Secretary, or person(s) calling the meeting.

4.5 Quorum; Voting. Each member shall be entitled to vote at a meeting of members for such decisions brought to the membership by the Advisory Council or Board of Directors including, but not limited to annual voting on Advisory Council Representation. Members holding one-tenth of the votes entitled to be cast constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of the members present shall be the act of the members. The members present at a meeting, if less than a quorum, may adjourn the meeting, and any business may be transacted at the adjournment that could have been transacted at the meeting. A member may vote by proxy executed in writing by the member or by the attorney-in-fact for the member. A proxy is not valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V - ADVISORY COUNCIL

5.1 Advisory Council. The Advisory Council is subject to the will and decision-making authority of the Board of Directors, which is the sole delegated authority of the Organization as outline in these Bylaws. The Advisory Council shall be composed of no more than Twenty (20) "Advisors" appointed by the Board of Directors and brought to a vote for confirmation by the membership. The number of Advisors may be changed from time to time by the Board of Directors within the range authorized by this Section 5.2 without amendment to these Bylaws. The Advisors shall meet at least quarterly and provide advice to the Board of Directors with regard to services provided by the Organization, needs of the community and issues facing the industry.

5.2 Delegation of Powers. The Board of Directors may delegate powers as they deem fit to the Council. The Advisory Council shall develop and maintain a Governance Charter of their responsibilities and activities which are required by US Department of Housing and Urban Development (HUD) and shall provide Advisors guidance in their processes. The initial Governance Charter and any subsequent updates require final approval by the Board of Directors. There are no term limits for Advisors; the Board of Directors will complete an annual review of the Advisory Council seats.

5.3 Designated Seats. To ensure that the Advisory Council is representative of the relevant organizations and of projects serving Anchorage's homeless subpopulations at least one member shall be a homeless or formerly homeless individual living in Anchorage; and such other designated seats as determined by the Board of Directors and/or Advisory Council from time to time. Refer to the *Advisory Council Governance Charter* for specifics on how designated seats are defined and the representative subpopulation requirements.

5.4 Advisory Council Membership. The Advisory Council will be comprised of members from the nonprofit, private and government sector, relevant organizations and of projects servicing homeless subpopulations and the general community within Anchorage. Examples are, but not limited to, landlords, housing entities, homeless shelters, victim services, faith-based, state, and local governments, school districts, hospitals, universities, law enforcement, veterans, and homeless or formerly homeless persons. Advisors are responsible for ensuring that the Organization complies with the HUD regulations pertaining continuity of care.

ARTICLE VI - BOARD OF DIRECTORS

6.1 Number and Term of Office. The Board of Directors shall be composed of at least five (5) and no more than nine (9) directors elected by directors, as necessary, divided into three (3) classes of equal (or similar) size. The number of directors may be changed from time to time by the Board of Directors within the range authorized by this Section 6.1 without amendment to these Bylaws. No decrease in the number of directors shall shorten or eliminate an existing director's term in office.

6.2 Director's Terms. Each director shall serve for a term of three (3) years and until his or her successor is elected and qualified. At each meeting of the Board of Directors where new directors are to be elected, directors shall ensure that those elected shall hold staggered terms of 1 to 3 years to ensure that there are a relatively equal number of directors in each year's class of service and those elected shall serve for that term until their successors are elected and qualified. Initially and each time the number of directors is increased by three, one-third of the initial number or increase shall be elected to a one-year term, one-third to a two-year term, and one-third to a three-year term; thereafter, as each term is ended, the new term is three years.

6.3 Designated Seats. To ensure that the Board of Directors is representative of relevant organizations and projects, the Advisory Council will have a designated (nonvoting) seat on the Board of Directors to be filled by either the Chair or the Vice-Chair of the Council. Changes to designated seats may be made time to time as determined necessary by the Board of Directors.

6.4 Term Limits. No director may serve more than two (2) full consecutive terms on the board. A director who is initially elected for a partial term may consecutively serve two (2) additional 3-year terms thereafter. A former director who served two (2) full consecutive terms may again serve on the board beginning at least one (1) year after reaching the term limit. No amendment of these Bylaws reducing the number of directors shall reduce the terms of any incumbent director.

6.5 Qualifications. The board may determine other qualifications for directors that will further the purpose of the Organization. Each director shall support the purposes of the Organization and shall sign a statement of support annually. All directors shall be required to adhere to the Organization's Conflict of Interest Policy, as set forth in Exhibit A to these Bylaws. A director is expected to attend scheduled board meetings. If a director has a meeting conflict, it is the responsibility of the director to request an excused absence from the board Chair; excused absences should not exceed 3 absences a year, or 2 consecutive absences.

6.6 Powers of the Board of Directors. The affairs of the Organization shall be managed by the Board of Directors, which shall exercise all powers vested in a Board of Directors under the laws of the State of Alaska except to the extent otherwise provided in the articles of incorporation or these Bylaws.

6.7 Removal of Directors; Vacancy. A director may be removed upon the affirmative vote of two-thirds (2/3rds) of the directors then serving on the Board of Directors at a meeting of the Board of Directors duly noticed and called for such purpose. The Board of Directors is required to remove directors who are not regularly attending meetings of the Board of Directors. Four (4) unexcused absences in a 12-month period will constitute an automatic resignation. A director may resign at any time by giving written notice to the board Chair or the Board of Directors. Vacancies may be filled by a quorum vote of the Board of Directors. A director appointed to fill a vacancy shall serve the remaining term and until his or her successor is elected and qualified. In no case may a vacancy continue for longer than six (6) months or until the next annual meeting of the members, whichever occurs first.

6.8 Regular and Special Meetings of the Board of Directors. The Board of Directors shall hold regular meetings at least quarterly at such time and place as the board may designate. The board shall elect officers on an annual basis. Any director or the board Chair may also call a special meeting of the Board of Directors. The Secretary shall provide written, telephonic, or electronic notice of the meeting at least three (3) days in advance of the meeting. No notice for regular meetings shall be required. Except for Special Meetings, the notices need not specify the purpose of the meeting. Telephonic meetings may be held as long as all the directors' present can hear one another simultaneously.

6.9 Quorum; Voting. A majority of at least 51 percent of the Board of Directors present at a meeting shall constitute a quorum. If a quorum is present, an act approved by the majority of the directors' present shall be the act of the Board of Directors except to the extent these Bylaws provide for a greater percentage vote.

6.10 Action by Consent. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors entitled to vote with respect to the subject matter thereof. Any consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. All signed copies of any such written consent shall be delivered to the Secretary of the Organization to be filed in the corporate records. Any such consent signed by all the directors shall have the same effect as a unanimous vote.

6.11 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed conclusively to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, unless they shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

ARTICLE VII - COMMITTEES

7.1 Committees. The Board of Directors shall appoint a standing Finance Committee and a Development Committee, to perform duties as set-out below and as may be assigned to them by the Board of Directors. In addition, the Board of Directors may, from time to time, appoint other Ad Hoc Committees to assist the board. Such committees may be composed of directors and/or members and/or other individuals. The board may, to the extent permitted by law, delegate decision-making authority to the committees. The board Chair shall be a committee member emeritus for all Board of Directors committees and Advisory Council committees. All committee members shall be required to adhere to the Organization's Conflict of Interest Policy, as set forth on Exhibit A to these Bylaws, and shall serve at the pleasure of the board.

7.2 Finance Committee. The Finance Committee will oversee the development of budgets, transfer of funds, review of all fiscal reports, maintenance of Corporate solvency and regularly apprise the board of the Organization's financial status. The Treasurer shall be the Chair of the Finance Committee. There shall be a minimum of 3 members of the committee.

7.3 Development Committee. The Development Committee will oversee board development and education, board recruitment, and board orientation, The Development Committee will also be responsible for advocacy work around continued funding of ACEH and the Anchored Home Strategic Plan, and for funding related to provider front line efforts defined in the annual community priorities work.

7.4 Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of directors fixed by the bylaws, may designate two or more directors to constitute an executive committee, which, to the extent provided in the resolution or in the articles of incorporation or the bylaws of the corporation, may exercise the authority of the Board of Directors in the management of the Organization. The designation of the Executive Committee and the delegation of authority to it do not relieve the Board of Directors or any member of the board from responsibility imposed by law.

ARTICLE VIII - OFFICERS

8.1 Number, Title and Terms of Office. The officers of the Organization shall be the board President (defined as "Chair" herein), Vice President (defined as "Vice-Chair" herein), Secretary and Treasurer. Each of the officers shall be elected by the Board of Directors at the time and in the manner prescribed by the Bylaws. Other necessary officers and assistant officers and agents may be elected or appointed by the Board of Directors in the manner prescribed by these Bylaws. All officers shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. Each officer shall hold office until his or her successor has been duly appointed and qualified, or until his or her resignation or removal as outlined in the removal process of these Bylaws. One person may hold more than one office, except that the board Chair may not hold the office of Secretary. All officers shall be elected for a term of one year. All officers shall be required to adhere to the Organization's Conflict of Interest Policy, as set forth on Exhibit A to these Bylaws.

8.2 Board Chair. The board Chair shall be the chief corporate officer and shall preside at all meetings of the Board of Directors and members. The board Chair shall perform all duties required by law and usually pertaining to such office, including scheduling meetings of the Board of Directors and members and appointing members of committees. Along with the Treasurer, the board Chair shall establish the Organization's bank accounts in such bank(s) as may be determined by the Board of Directors. The board Chair shall be authorized to sign official and contractual documents on behalf of the Organization.

8.3 Vice-Chair. The Vice-Chair shall perform all duties in the absence of the board Chair and shall perform such other duties as may be delegated from time to time by the board Chair or the Board of Directors.

8.4 Secretary. The Secretary shall record the minutes of the meetings of the members and of the Board of Directors, give notice of the meetings of the members and of the Board of Directors, and maintain the records of the Organization, including a list of the members.

8.5 Treasurer. The Treasurer shall keep the financial books and records of the Organization; establish, along with the board Chair, such bank accounts as authorized by the Board of Directors; receive and deposit the funds of the Organization in the Organization's bank accounts; along with the board Chair sign checks, drafts, and other orders for the payment of money; and prepare quarterly and annual financial reports for the Board of Directors and the members.

8.6 Removal of Officers. An officer or agent may be removed by the Board of Directors, or by the Executive Committee, whenever in its judgment the best interests of the Organization will be served. Removal is without prejudice to the contract rights of the person removed. Election or appointment of an officer or agent does not of itself create contract rights.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND GIFTS

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

9.2 ACEH Grant Pass-through Funding. The Corporation, as a part of routine business, may be awarded pass-through funds from government and/or philanthropic partners. When ACEH is awarded grants and/or contracts that require direct client facing housing and/or homeless services, unless aligned to a strategic activity or the core ACEH mission, ACEH will engage in a Request for Proposal (RFP) process to identify local program partners to sub-contract the work to organizations whose core mission includes direct services to clients experiencing homelessness with the approval of the ACEH Finance Committee.

9.3 ACEH Requests for Proposals. To manage this process transparently and ethically, ACEH staff will draft and prepare the RFP, anticipated timeline, and scoring criteria for review. The Advisory Council's Compliance Committee will participate as appropriate when a grant is deemed by the ACEH Finance Committee to be sub-contracted and may appoint a Ranking and Review Committee to review and score submitted RFPs to generate a recommendation for awards. These recommendations will be reviewed with the full ACEH Advisory Council for awareness. The Advisory Council Chair will then bring these recommendations to the ACEH Board who shall vote to approve the recommend awards. Standard qualifications for any RFP applicants will be described in the Advisory Council Governance Charter and will be reviewed annually.

9.4 Recusal. Any Advisory Councilor and/or ACEH Member who wishes to respond to an RFP will be required to recuse themselves and organizational staff from participating in the RFP drafting, Ranking and Review Committee and selection review process. All participating parties in the RFP process must adhere to the Organization's *Conflict of Interest Policy*, for details reference Appendix A, *Conflict of Interest Policy*.

9.5 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the board Chair or Vice-Chair of the Organization. These processes will be documented in ACEH policies.

9.6 Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select. These processes will be documented in ACEH policies.

ARTICLE X - BOOKS AND RECORDS

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees granted any authority of the Board of Directors. All such books, records, and minutes of the Organization shall be kept at the principal office of the Organization and may be inspected by any member of the Board of Directors, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI - FISCAL YEAR

For accounting and related purposes, the fiscal year of the Organization shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XII - AMENDMENTS

Periodically, the Bylaws shall be reviewed. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors.

ARTICLE XIII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Organization Act or under the provisions of the Articles of Incorporation or the Bylaws of the Organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV - SEVERABILITY

A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these Bylaws.

ARTICLE XV - DISSOLUTION

15.1 Approval to Dissolve. The Board of Directors shall adopt a resolution recommending that the Organization be dissolved and directing that the question of the dissolution be submitted to a vote at a meeting of members entitled to vote, which may be either an annual or a special meeting. Written notice stating that the purpose, or one of the purposes, of the meeting is to consider the advisability of dissolving the Organization, shall be given to each member entitled to vote at the meeting, within the time and in the manner provided in these Bylaws. A resolution to dissolve the Organization shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at the meeting are entitled to cast.

15.2 Notice of Dissolution. Upon approval of a resolution to dissolve by the members, the Organization shall cease to conduct its affairs except as may be necessary to wind them up, shall immediately cause a notice of the dissolution to be mailed to each known creditor of the Organization, and shall proceed to collect its assets and apply and distribute them as required by law and these Bylaws.

15.3 Plan of Distribution. The Board of Directors shall adopt a resolution recommending a plan of distribution in accordance with 14.4 of these Bylaws and direction the submission to a vote at a

meeting of members entitled to vote, which may be either an annual or a special meeting. Written notice setting out the proposed plan of distribution or a summary shall be given to each member entitled to vote at the meeting, within the time and in the manner provided in these Bylaws. The plan of distribution shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at the meeting are entitled to cast. An approved plan of distribution shall be filed with the Alaska Commissioner of Commerce, Community and Economic Development in the matter provided by law.

15.4 Distribution of Assets. The assets of the Organization shall be applied and distributed as follows:

(1) All liabilities and obligations of the Organization shall be paid and discharged, or adequate provision made therefor;

(2) Any and all assets held upon condition requiring the return, transfer or conveyance in the event of dissolution shall be returned, transferred or conveyed;

(3) Assets held subject to limitations permitting their use only for charitable, eleemosynary, benevolent, educational, or similar purposes shall be transferred or conveyed to a tax exempt 501(c)(3) organization whose purposes are similar to the Organization's, pursuant to a plan of distribution prepared by the Organization; and

(4) Any remaining assets of the Organization shall be distributed, in accordance with the plan of distribution established pursuant to 14.3 of these Bylaws, to any other organization which then qualifies for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code for a purpose or purposes similar to those set forth in the Organization's articles of incorporation, as amended. Any such assets not so disposed of shall be disposed of by the Superior Court of the Third Judicial District, State of Alaska, exclusively for a purpose or purposes similar to those set forth in the Articles of Incorporation, as amended, or to such organization or organizations as said Court shall determine, which are organized and operated for similar purposes.

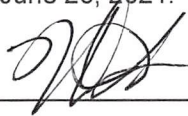
(5) In no event shall any assets of the Organization inure to any member, individual, or organization.

15.5 Articles of Dissolution. After all the affairs of the Organization have been wrapped up, and the assets distributed, the officers shall file articles of dissolution with the Alaska Commissioner of Commerce, Community and Economic Development.


ARTICLE XVI - INDEMNIFICATION

To the full extent permitted by the Alaska Nonprofit Corporation Act, the Organization shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Organization or otherwise) by reason of the fact that he or she is or was a member, director or officer of the Organization against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding and the board may, at any time, approve indemnification of any other person which that Organization has the power to indemnify under the Alaska Nonprofit Organization Act. The notification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The Organization may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

Adopted by the Organization's membership on September 24, 2019.
 Revised and adopted by the Organization's Board of Directors on March 24, 2021.
 Amended by the Organization's Board of Directors on June 23, 2021.

 6/23/21

Board Chair
 Nathan Johnson

 6/23/2021

Secretary
 Jacob Lyon

Amendments and Revisions

Approval Date	Section(s)	Notes
6/23/2021	6.3	Added the following: "the Advisory Council will have a designated (nonvoting) seat on the Board of Directors to be filled by either the Chair or the Vice-Chair of the Council."
6/23/2021	7.4	Added new section about delegation of decision making to Executive Committee per AS 10.20.111.