

BYLAWS
OF
ANCHORAGE COALITION TO END HOMELESSNESS

ARTICLE I - NAME

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

ARTICLE II - PURPOSE AND FUNDAMENTAL PRINCIPLES

2.1 Purpose. The principal purposes for which this Corporation 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 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 response systems and directing resources to prevent homelessness 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 Corporation 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 Corporation's tax status as a charitable organization.

2.3 Restricted Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organizations 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 Corporation 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 Corporation 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 11.

ARTICLE III - REGISTERED AGENT AND OFFICE

The registered agent and office of the Corporation shall be that person and that office as the Board of Directors from time to time determines.

ARTICLE IV - MEMBERS

4.1 Eligibility. Membership in the Corporation 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 Corporation. Each member shall pay an annual membership fee in such amount as may be determined by the Board of Directors from time to time. 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 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. 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 establishing the annual Anchorage CoC priorities. 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 - BOARD OF DIRECTORS

5.1 Number and Term of Office. The Board of Directors shall be composed of at least five (5) and no more than seven (7) 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 5.1 without amendment to these bylaws. No decrease in the number of directors shall shorten or eliminate an existing director's term in office.

5.2 Advisory Council. 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 Corporation, needs of the community and issues facing the industry. The Board of Directors may delegate powers as

they deem fit to the Council and the initial Advisors shall develop a charter of their responsibilities and activities which, after approval by the Board of Directors, shall provide Advisors guidance in their processes. Advisors shall serve until they resign, are removed or their successors are qualified and elected. The Board of Directors will complete an annual review of the Advisory Council seats. 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 Corporation complies with the HUD regulations pertaining continuity of care.

5.3 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.

5.4 Designated Seats. To ensure that the Board of Directors is representative of relevant organizations and projects, the chair of the Advisory Council will have a designated seat on the Board of Directors. 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 the board from time to time determines. *To support in the transition of the Board of Directors and Advisory Council structures, there will be two (2) designated seats (inclusive of the chair of the Advisory Council) to sit on the Board of Directors, with a sunset year of 2021.*

5.5 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.

5.6 Qualifications. Each director shall support the purposes of the Corporation and shall sign a Support Statement. The board may determine other qualifications for directors that will further the purpose of the Corporation. All directors shall be required to adhere to the Corporation's Conflict of Interest Policy, as set forth in Exhibit A to these bylaws. A board of director is expected to attend scheduled board meetings. If a board of 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.

5.7 Powers of the Board of Directors. The affairs of the Corporation 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.

5.8 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 attending meetings of the board of directors. 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 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.

5.8 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.

5.9 Quorum; Voting. A majority 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.

5.10 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 Corporation to be filed in the corporate records. Any such consent signed by all the directors shall have the same effect as a unanimous vote.

5.11 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 Corporation 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 VI - COMMITTEES

6.1 Finance and other Committees. The Board of Directors shall appoint a standing Finance Committee, to perform duties as set-out below and as may be assigned to them from time to time 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. All committee members shall be required to adhere to the Corporation's Conflict of Interest Policy, as set forth on Exhibit A to these bylaws, and shall serve at the pleasure of the board.

6.2 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 Corporation's financial status. The Treasurer shall be the Chair of the Finance Committee.

ARTICLE VII - OFFICERS

7.1 Number, Title and Terms of Office. The officers of the Corporation shall be the board chair, vice president (defined as Co-Chair herein), secretary and treasurer, and such other officers as the Board of Directors may from time to time appoint. 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. 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 Corporation's Conflict of Interest Policy, as set forth on Exhibit A to these bylaws.

7.2 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 Corporation'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 Corporation.

7.3 Co-Chair. The Co-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.

7.4 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 Corporation, including a list of the members.

7.5 Treasurer. The treasurer shall keep the financial books and records of the Corporation; establish, along with the board Chair, such bank accounts as authorized by the Board of Directors; receive and deposit the funds of the Corporation in the Corporation'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.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND GIFTS

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation, and such authority may be general or confined to specific instances.

8.2 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 Corporation shall be signed by such officer or officers, agent or agents of the Corporation 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 Co-Chair of the Corporation.

8.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX - BOOKS AND RECORDS

The Corporation 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 Corporation shall be kept at the principal office of the Corporation 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 X - FISCAL YEAR

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

ARTICLE XI - 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 XII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 XIII - 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 XIV - DISSOLUTION

14.1 Approval to Dissolve. The Board of Directors shall adopt a resolution recommending that the Corporation 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 Corporation, 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 Corporation shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at the meeting are entitled to cast.

14.2 Notice of Dissolution. Upon approval of a resolution to dissolve by the members, the Corporation 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 Corporation, and shall proceed to collect its assets and apply and distribute them as required by law and these bylaws.

14.3 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.

14.4 Distribution of Assets. The assets of the Corporation shall be applied and distributed as follows:

- (1) All liabilities and obligations of the Corporation 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 Corporation's, pursuant to a plan of distribution prepared by the Corporation; and

(4) Any remaining assets of the Corporation 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 Corporation'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.

In no event shall any assets of the Corporation inure to any member, individual, or organization.

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

ARTICLE XV - INDEMNIFICATION

To the full extent permitted by the Alaska Nonprofit Corporation Act, the Corporation 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 Corporation or otherwise) by reason of the fact that he or she is or was a member, director or officer of the Corporation 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 Corporation has the power to indemnify under the Alaska Nonprofit Corporation 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 Corporation may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

Adopted by the Corporation's membership on September 24, 2019.



Board Chair
Lisa Aquino



Secretary
Nancy Burke