

BYLAWS OF THE PORTAGE HOUSING SERVICES COUNCIL

Article I - Name

- Section 1 The name of this organization shall be the "Housing Services Council".

Article II - Purpose

- Section 1 The purpose of the Housing Services Council is to prevent and end homelessness in Portage County and to promote access to safe, decent affordable and obtainable housing choices. To achieve this mission the Council will seek to:
- (a) Educate and advocate for policy change and funding priorities to fulfill our mission.
 - (b) Work to raise community awareness of local housing issues and support and provide recommendations for funding allocations.
 - (c) Act as avenue for information sharing, networking, gaps analysis and provide a mechanism for providers to stay updated on community resources.

Article III - Membership

- Section 1 The voting membership shall be composed of individuals concerned with the development and coordination of housing services. Membership shall be limited to:
- (a) one representative from each agency or program listed on the continuum of care;
 - (b) up to three representatives who are or were homeless clients of one of the agencies or programs; from banking; from a local foundation or private funding source; or who are Realtors or landlords, and up to three at-large community representatives.
- Section 2 Non-voting participation is open to the public. Federal, State, and local elected officials are encouraged to participate.

Article IV - Dues

- Section 1 Members will be required to pay dues to cover the cost of achieving the goals and directives of the Council.
- Section 2 Dues shall be payable annually in July and in such amount as the membership shall approve.
- Section 3 In the case of financial hardship, the Council reserves the right to waive dues for individuals.

Article V - Voting

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- Section 1 Each member shall have one vote upon any motion before the Council.
- Section 2 No member shall vote on any issue where there would be a conflict of interest.

Article VI - Officers

- Section 1 The officers of the Council shall be a President, a Vice President, a Secretary, and a Treasurer, who shall perform the duties that usually pertain to the respective offices including:
- (a) *President.* The President shall call and preside over all meetings of the Council and serve as ex-officio member of all committees.
 - (b) *Vice President.* The Vice President shall assume all duties of the President in the event of the President's absence and carry out other duties assigned by the President.
 - (c) *Secretary.* The Secretary shall handle all correspondence as required and prepare reports as designated by the President. The Secretary shall be responsible for the minutes of the meetings of the Council and for their distribution.
 - (d) *Treasurer.* The Treasurer shall be responsible for all monies received and disbursed by the Council. Disbursements shall require the authorization of the Executive Committee. The Treasurer shall ensure dues are collected annually.
- Section 2 The officers shall be elected by the Council at the Annual Meeting to be held during the last quarter of the calendar year, and they shall serve for one year, or until the respective successors qualify.
- Section 3 Officers may serve two consecutive terms in their respective offices.
- Section 4 Any vacancies occurring during the year may be filled by the Executive Committee as defined in Article VII.

Article VII – Executive Committee

- Section 1 The Executive Committee shall consist of the officers as listed in Article VI.
- Section 2 The duties of the Executive Committee shall include:
- (a) setting agendas for meetings;
 - (b) calling special meetings of the Council;
 - (c) filling any vacant officer positions which may occur during the year

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Article VIII - Election of Officers

- Section 1 The Secretary shall solicit nominations from the members at the meeting prior to the Annual Meeting as well as via email at least 30 days prior to the Annual Meeting. Members will also be given the opportunity to decline nominations.
- Section 2 Nominations will continue to be accepted from the floor at the Annual Meeting. Ballots will be provided with write-in space for any last minute nominations and voting will take place at the Annual Meeting.
- Section 3 Candidates with the most votes (or highest rank if a ranking system is utilized) will assume office January 1 of the following year.

Article IX - Other Committees

- Section 1 Standing committees or special committees may be created at anytime by action of the membership.

Article X - Meetings

- Section 1 The Council shall meet at least quarterly. Each member is privileged to invite guests to all meetings except special meetings called by the President.
- Section 2 The Annual Meeting shall be held during the last quarter of each calendar year.
- Section 3 Upon the request, in writing, of five (5) members, the President shall call a special meeting at anytime.
- Section 4 The Executive Committee may call a special meeting at anytime.

Article XI - Quorum

- Section 1 When eight (8) of the members of the Council are present at any meeting duly called, they shall constitute a quorum.

Article XII - Indemnification

- Section 1 To the fullest extent not prohibited by applicable law, the Council shall indemnify each person who, by reason of being or having been a member or officer of the Council, named or otherwise becomes or is threatened to be made a party to any such proceeding, and the Council may indemnify any other person as deemed proper by the members, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter there in), whether civil, criminal, administrative or otherwise in nature, with respect to which such person is

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named or other wise threatened to be made apart by reason of being or at anytime having been a member, officer or other agent of or in a similar capacity with the Council, or by reason of being or at anytime having been, at the direction or request of the Council, a member, officer, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise.

Each request or case of or on behalf of any person who is or may been titled to indemnification for reason other than by being or having been a member or officer of the Council shall be reviewed by the Council, and indemnification of such person shall be authorized by the Council only if it is determined by the Council that indemnification is proper in the specific case, and not withstanding anything to the contrary in these Bylaws, no person shall be indemnified to the extent, if any, it is determined by the Council or by written opinion of legal counsel designated by the Council for such purpose that indemnification is contrary to applicable law.

Article XIII- Amendments

Section1 These Bylaws may be amended by a majority vote of a meeting of the Council, provided that the proposed amendments shall have been submitted in writing to each member at least seven days before action is taken by Council.

ADOPTED: _____

Date

SIGNED: _____

President

Secretary