



## BYLAWS

### ARTICLE I NAME AND LOCATION

**Section 1** The name of the organization shall be Mississippi United to End Homelessness (hereinafter called MUTEH or Organization). It shall be a nonprofit Organization incorporated under the laws of the State of Mississippi.

**Section 2** The principal address of MUTEH shall be designated at the discretion of the Board of Directors.

### ARTICLE II PURPOSE AND FUNCTIONS

To advocate and serve vulnerable populations by identifying and engaging them where they are; providing research-based, supportive housing services; promoting affordable housing development; while facilitating data collection, reporting and analysis.

MUTEH is organized exclusively for charitable, scientific, literary, and educational purposes including for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future tax code. Functions of MUTEH shall be, but not limited to, the following:

- A. To develop and maintain a plan for provision of homeless services in the designated service area.
- B. To provide knowledge and to engage the general population to understand the at-risk population facing homelessness.
- C. To formalize working relationships among partner service providers.
- D. To identify housing and supportive service needs of homeless and low-income persons on an ongoing basis.
- E. To seek funding for projects that would provide supportive services and housing to homeless and potentially homeless people.

### **ARTICLE III     BOARD OF DIRECTORS**

**Section 1**     Board Role and Compensation: The Board is responsible for setting policy, governing the Organization, overall administration, and carrying out the directives of the Organization. The Board holds the power to conduct the Organization's business and to delegate that power as needed to an agent of the Board, usually the Executive Director. The Board may transfer day-to-day responsibilities of the Organization to staff. Neither board members nor officers shall receive any salary or compensation for their service in those capacities.

**Section 2**     Board Size and Selection: The Board of Directors shall consist of five (5) persons. Nominations shall be appointed by the Executive Director to present a slate of candidates, to be vetted and approved by the Board of Directors annually.

**Section 3**     Terms: Except for the initial Board, all Board members shall serve three-year terms. No board member shall serve more than two consecutive terms.

**Section 4**     Meetings: The Board shall meet at least quarterly at an agreed upon time and place. Meetings of the Board of Directors shall be conducted in accordance with the Open Meetings Law, Miss. Code. Ann. §25-41-1 et seq.

**Section 5**     Board Elections: Officers shall be elected by a simple majority of the Board of Directors.

**Section 6**     Quorum: The presence of a majority of the Board of Directors at any properly announced meeting shall constitute a quorum. A quorum is necessary for business to take place.

**Section 7**     Officers and Duties: There shall be 2 officers of the Board, consisting of a Chair and Secretary/Treasurer. Officers shall serve one-year terms. The officers of the Board shall also be the officers of MUTEH. Their duties are as follows:

The Chair shall convene and preside over regular Board meetings and called meetings. The Chair shall appoint all committee chairs. In the absence of the Chair the Secretary/Treasurer will assume leadership.

The Secretary/Treasurer shall be responsible for keeping all correspondence and records of the Board and MUTEH's actions. The Secretary/Treasurer is responsible for tracking Board meeting attendance. The Secretary/Treasurer shall chair the Finance Committee. She/he shall be responsible for all monies received and disbursed. The Secretary/Treasurer will provide quarterly reports to the Board. The Secretary/Treasurer shall perform the duties and exercise the powers of the Chair during the absence or disability of the Chair. The Secretary/Treasurer may delegate any and all duties to the President and/or Executive Director.

**Section 8** Authority of the Board: It shall be the authority of the Board of Directors to set policy for the Organization and to hire an Executive Director and/or President of the Organization, and to evaluate their performance annually.

**Section 9** Vacancies: In the event a member submits a resignation, dies, or has been notified of his/her removal for cause (missing three consecutive meetings without cause, dereliction of duties) the remaining members of the Board of Directors shall appoint a replacement to fulfill the unexpired term.

**Section 10** Resignation, Termination, and Absences: Resignation from the Board must be in writing and received by the Secretary/Treasurer. A Board member may be terminated from the Board due to three consecutive unexcused absences from Board meetings or for other reasons by a majority vote of the remaining Directors. Conditions for removal of office may include breach of confidentiality, failure to disclose a conflict of interest, or failure to exercise the duties of a Board member.

**Section 11** Special Meetings: Special meetings of the Board shall be called at the request of the Chair or a majority of the Board. Notices of special meetings shall be sent by mail or email by the Secretary/Treasurer to each Board member at least three business days in advance.

#### **ARTICLE IV COMMITTEES**

**Section 1** Committee Formation: Standing committees shall consist of an Executive Committee and a Finance/Human Resources Committee. The Chair appoints all committees and chairs. The Chair may, from time to time, appoint ad hoc committees or task forces.

**Section 2** Responsibility: Once the committees are appointed and approved it is incumbent on the committee chair or designee from the committee to make presentations before the Board.

#### **ARTICLE V STAFF**

**Section 1** The Board may hire an Executive Director and/or President who shall have day-to-day responsibility for the Organization, including carrying out MUTEH's goals and policies. The Executive Director and/or President shall attend all Board meetings, report on the progress of MUTEH and its projects, answer questions of Board members, and carry out the duties assigned by the Board of Directors.

**Section 2** The Executive Director shall hire staff consistent with the budget after consultation with the President and with the approval of the Board. The President/CFO will hire fiscal staff consistent with the budget and with the approval of the Board.

#### **ARTICLE VI NON-PROFIT PROVISION**

**Section 1** MUTEH shall be organized as a non-profit organization subject to Section 79-11-137 of the Mississippi Code of 1972. No shares of stock shall be issued.

**Section 2** The Corporate year shall be from July 1 through June 30 each year.

**Section 3** The period of existence of MUTEH shall be perpetual.

## **ARTICLE VII DISSOLUTION**

Upon dissolution or change in the non-profit status of this Organization, no part of the Organization's net earnings or assets shall inure to the benefit of its officers, Directors or private individuals. In fact, these earnings or assets shall be distributed to and among other tax-exempt organizations as defined in the Internal Revenue Code Section 501(c)(3) as amended.

## **ARTICLE VIII AMENDMENTS**

These Bylaws may be amended by a majority vote of the Board at any regular or special meeting. Proposed changes to these Bylaws will be distributed to the Board of Directors by the Secretary/Treasurer at least 10 days prior to the next regularly scheduled Board meeting. At said meeting, action shall be taken on proposed amendments.

## **ARTICLE IX CONFLICT OF INTEREST**

All individuals and representatives of organizations who are seeking, or considering seeking funds under the endorsement of MUTEH shall adhere to the following:

- A. He or she shall disclose to MUTEH any conflict or appearance of conflict which may or could be reasonably known to exist.
- B. He or she shall not vote on any item that would create a conflict or appearance of conflict.
- C. He or she shall not speak on any item at a meeting which would create a conflict or the appearance of a conflict.
- D. He or she shall not lobby or seek information from any MUTEH board member if such action would create a conflict or the appearance of a conflict.

## **ARTICLE X CERTIFICATION**

These Bylaws were approved at a meeting of MUTEH on 02/17/2017 ;



Chair