BYLAWS
OF
POLK COUNTY CONTINUUM OF CARE BOARD

The Board of Directors of Polk County Continuum of Care Board ("the Corporation") at its regular meeting on June 13, 2016, adopted the following as the Corporation’s Bylaws.

ARTICLE 1. PURPOSES AND LIMITATIONS

As provided in the Articles of Incorporation, the Corporation shall conduct its activities in furtherance of the following purposes and subject to the following limitations:

1(a) Purposes.

The Corporation is organized and shall be operated for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended (the "Internal Revenue Code"). To this end, the Corporation shall operate as the decision making body for the Polk County Continuum of Care as that is broadly defined in HUD regulations and rules as they may be from time to time amended and as the broad based community strategic body dedicated to ending homelessness in Polk County, Iowa.

1(b) Limitations.

(1) The Corporation shall be operated exclusively for charitable purposes in the public interest. It shall not be operated for the benefit of private interests, the creators, their families, the Board of Directors, or persons controlled by the creators or their families.

(2) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation or any private individual; however, reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes. Neither members, directors, officers of the Corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise may be permitted in Section 501(h) of the Internal Revenue Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by either an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or by an organization to which contributions are deductible by their donors under Section 170(c)(2) of the Internal Revenue Code.
ARTICLE 2. OFFICES

(1) The principal office of the Corporation shall initially be at 108 Third Street Suite 350, Des Moines, Polk County, State of Iowa, or such place as the Board of Directors may by resolution prescribe and it may establish such branch offices, agencies, and places of business as the Board of Directors may deem necessary or of advantage in the conduct of its business.

(2) The registered office of the Corporation shall be at 108 Third Street, Suite 350, Des Moines, Polk County, State of Iowa.

ARTICLE 3. MEMBERS

The Corporation has and shall have no members.

ARTICLE 4. BOARD OF DIRECTORS

4(a) General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, 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.

The Board of Directors shall have sole authority to establish methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications, or levels relating to contributions which the Board of Directors, in its sole discretion but subject to applicable legal requirements, deems necessary. In accepting gifts, bequests, and devises, the directors shall manage the affairs in such a manner so as to comply with the purposes and limitations of the Corporation as set forth in the Articles of Incorporation and these Bylaws and so that such actions will not jeopardize the Corporation’s federal income tax exemption pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code.

4(b) Number, Tenure and Qualifications.

The Corporation’s Board of Directors shall consist of no more than twenty (25) members, and shall be recommended by the Nominating Committee and approved by the Board of Directors as prescribed in the Corporation’s Governance Charter. Each director shall serve a three (3) year term, commencing with his or her appointment, provided that a longer or shorter term of appointment may be designated by the Nominating Committee to allow for staggered terms or appointment to unexpired terms. Each director shall be eligible for re-appointment by the Nominating Committee or re-election by the Board of Directors for not more than two consecutive three year terms.

4(c) Removal of Directors.

Prior to the expiration of a director’s term, such director may be removed either with or without cause by an affirmative vote of three-fourths of the Board of Directors. The Board of Directors
may remove any director who is absent from four consecutive board meetings without appropriate excuse.

4(d) Vacancies.

Any director may at any time resign by serving written notice thereof on the Chair. Any vacancy occurring in the Board of Directors due to a resignation or removal shall be filled by an appointment by the Nominating Committee. A director selected to fill a vacancy shall be appointed to fill the unexpired term.

4(e) Regular Meetings.

Regular meetings of the Board of Directors shall be held at least nine times each year. The Chair shall set the date and location of the regular meetings of the Board of Directors and shall notify the other directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

4(f) Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chair or at least one-third of the directors. The person or persons authorized to call special meetings of the Board of Directors shall fix the date and location for holding any special meeting of the Board of Directors called by that person or persons.

4(g) Notice.

Notice of any meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally, mailed to each director at his or her preferred mailing address, or distributed by electronic communication ("e-mail"), or at any time or by any other means by consent of all of the directors. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is to be given by e-mail, such notice shall be deemed delivered when the e-mail is sent. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4(h) Quorum.

A majority of the number of directors who have been appointed and have qualified shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The directors present at a properly called meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. For purposes of determining a quorum, a director
(a) who has resigned (and whose resignation has been accepted by the Board of Directors); (b) who has been removed; or (c) whose term has expired, shall not be deemed a director.

4(i) Voting.

The vote of a majority of directors present at any properly-held meeting of the Board of Directors, shall be sufficient to transact any business or exercise any power given to the Board of Directors.

ARTICLE 5. OFFICERS

5(a) Number.

The officers of the Board of Directors shall be a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors, along with the Immediate-Past Chair.

5(b) Election and Term of Office.

The officers of the Board of Directors, except the Immediate Past Chair, shall be elected annually by the Board of Directors. Election of officers shall be held at the final regular meeting of the Board of Directors of each fiscal year. Each officer shall hold office until his or her successor shall have been duly elected or until his or her death, resignation or removal.

5(c) Removal.

Prior to the expiration of an officer’s term, such officer may be removed either with or without cause by an affirmative vote of three-fourths of the Board of Directors. The Board of Directors may remove any officer who is absent from four consecutive regular meetings of the Board of Directors without appropriate excuse.

5(d) Vacancies.

Any officer may at any time resign by serving written notice thereof on the Chair or, in the case of the Chair, on the Vice Chair. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

5(e) The Chair.

The Chair shall be the principal executive officer of the Board of Directors and, subject to the control of the Board of Directors, shall (in general) supervise and control all of the affairs of the Corporation. The Chair shall, when present, preside at all meetings of the Board of Directors. The Chair shall appoint a standing Nominating Committee to recommend individuals to fill vacancies on the Board of Directors as they occur consistent with these Bylaws and the Corporation’s Governance Charter. The Chair shall in general perform all duties incident to the office of Chair and such other duties as may be prescribed by these Bylaws or by the Board of Directors. The Chair shall be elected to a two year term. Section 4(b) notwithstanding, in the event the Chair’s Board of Directors term expires prior to the expiration of his/her chair term, the
Board of Directors term shall be extended only so long as is necessary to complete the Chair and Immediate Past Chair term.

**5(f) The Vice Chair.**

In the absence of the Chair or in the event of his or her death, inability or refusal to act, the Vice Chair, if any, shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair; and in addition thereto, shall perform such other duties as may be assigned to him or her by the Chair or by the Board of Directors or prescribed by the Bylaws. The Vice Chair shall be elected to a one year term.

**5(g) The Secretary.**

The Secretary shall: (a) take or oversee the keeping of the minutes of the Board of Directors’ meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Corporation records; (d) sign or countersign with the Chair all necessary Corporate documents and contracts; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors. The Secretary shall be elected to a one year term.

**5(h) The Treasurer.**

The Treasurer shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositaries as are selected by the Board; and in general perform all the duties incident to the office of Treasurer and any other duties that the President or the Board of Directors assign to him or her. Unless given express consent by a Board resolution, all checks executed by the Corporation must be signed by the Treasurer.

**ARTICLE 6. COMMITTEES**

**6(a) Executive Committee.**

The Executive Committee shall be comprised of the officers of the Board of Directors and the Immediate-Past Chair. The Executive Committee shall monitor the operation of the Corporation between meetings of the Board of Directors. The Executive Committee shall have no power to bind the Corporation in the absence of an affirmative vote of the Board of Directors.
6(b)  Other Committees.

The Board of Directors shall form such other committees as it may determine which shall in each case consist of directors elected by the Board of Directors and, as appropriate, volunteers chosen by the committee’s chair. Committees shall keep proper minutes and records of their proceedings and may exercise such powers as the Board of Directors may determine.

6(c)  Procedure

A majority of all the directors on any Committee of the Board may fix its rules of procedure, determine its action and fix the time and place of its meetings and specify what notice thereof, if any, shall be given, unless the Board of Directors shall otherwise by resolution provide.

ARTICLE 7.  FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE 8.  SEAL

The Corporation shall have no corporate seal.

ARTICLE 9.  INDEMNIFICATION

(1)  The Corporation shall have all powers to indemnify and advance expenses to its directors, officers, employees, members and volunteers to the full extent permitted by Chapter 504, Code of Iowa.

(2)  The Corporation shall indemnify and advance expenses to its directors, officers, employees and volunteers to the full extent and in the manner provided in Chapter 504, Code of Iowa. If Chapter 504, Code of Iowa, is hereafter amended to authorize further indemnification or advancement of expenses to directors, officers, employees, members and volunteers, then the directors, officers, employees, members and volunteers of the Corporation shall be further indemnified and be entitled to further advancement of expenses to the full extent then authorized by Chapter 504.

(3)  The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, member or volunteer, and shall inure to the benefit of the personal representatives, heirs, executors and administrators of such a person.

(4)  Any repeal or modification of the above provisions of this Article shall not adversely affect any right of a director, officer, employee, member or volunteer of the Corporation
for indemnification, advancement of expenses, elimination of liability or limitation of liability for any act or omission occurring before such repeal or modification.

ARTICLE 10. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors by two-thirds of the votes cast by members of the Board of Directors.

Adopted: June 13, 2016

Elizabeth A. Nelson, Chair