

# Total Care for the Homelessness Coalition

1275 PO Box, Myrtle Beach, SC 29577

[www.tchc.org](http://www.tchc.org)

---

---

## Bylaws Governance Document

(Incorporated , 2018)  
(Approved July 24, 2018)

# Total Care for the Homeless Coalition, Inc.

## Bylaws

### ARTICLE I – THE ORGANIZATION

**Section 1. Name and Organization** The name of this Corporation shall be “Total Care for the Homeless Coalition, Inc.” (TCHC). The Corporation shall be organized and operated as a nonprofit public benefit corporation with voting members under the applicable provisions of South Carolina law, Section 33-31-101, et seq., the South Carolina Nonprofit Corporation Act of 1994, Code of Laws of South Carolina, 1976, as amended, the “Act.” The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. In the absence of such designation the Registered Agent shall be the Corporation’s Secretary. The federal employer identification number (EIN) is 93-1501648/ Section 33-31-502 of the Act requires the Corporation to inform the Secretary of State of any changes to the Corporation’s registered office or registered agent. The 13-county community’s CoC shall be operated as part of the Corporation which shall follow the regulations of HUD 24 CFR 578 as those corporate actions apply to a HUD CoC or to a CoC grantee/recipient. The current Registered Agent is the President. The members of the Corporation are also to be notified of any changes.

**Section 2. Principal Business Office** TCHC does not have a primary place of business. It is a volunteer organization with no paid staff and no fixed location. Meetings are held at various locations within the 13 counties as determined by the board of directors. Mail may be addressed to the Total Care for the Homeless Coalition Total Care for the Homeless Coalition, Inc. P.O. Box 1275 Myrtle Beach, SC 29578. The telephone number of the primary contact is the Secretary which may change from year to year. The website is [www.tchc.org](http://www.tchc.org).

**Section 3. Charitable Purpose and Mission** The mission of TCHC is to end homelessness. TCHC’s mission serve the 13-county region (community) as the community’s Continuum of Care to be operated according to HUD regulations and guidelines spelled out in 24 CFR 578.

**Section 4. Objectives** TCHC’S mission objectives include the following:

A. Continuum of Care Plans. Total Care for the Homeless Coalition, Inc. provides a forum for communication and planning among public and private agencies, organizations, and individuals dedicated to the creation and improvement of affordable housing in the state for low and very low income homeless families and individuals. To implement the above Mission Statement the Corporation shall do the following:

A. Continuum of Care Plans - work toward creation of both community and regional scale continuum of care plans that can be used to quantify the needs for housing and support facilities and services to end and prevent homelessness and justify grant applications to federal and state agencies. The Corporation will encourage communities to undertake such continuum of care plans and work to coordinate community level plans with neighboring community, county and regional plans. The Corporation will work to create one regional scale plan that can be networked to other regional plans to create a state-wide plan. The Corporation will assist local community plans by locating professional consultants and providing technical assistance. The Corporation will accomplish this through development of a network of local, state, and nonprofit organizations in the thirteen-county region creating and supporting opportunities to help individuals prevent or escape homelessness with housing, employment, transportation, and emergency assistance; including mental health, substance abuse, budgeting, family and life skills counseling services.

- B. Technical Assistance and Coordination of Local Funding Requests - receive local agency funding requests for HUD and state grants programs and review and analyze such requests for compatibility with the local and regional continuum of care plans. Act as a quality control conduit to state and federal agencies. TCHC's Board of Directors with input from its CoC Committee, and Planning and Technical Assistance Committee will provide participating member organizations with guidance as to how to structure their annual applications to HUD to most successfully meet HUD's funding priorities/policies. TCHC's Continuum of Care Committee will review and provide recommendations to the HUD Grant Applications Selection Committee and Board of Directors as to the priority lists for organizations seeking new and renewal grants from HUD. The Board of Directors will carefully consider all recommendations in setting TCHC's priority list of projects for submittal to HUD to ensure objectivity and fairness to all organizations seeking funding.
- C. Educational Activities - undertake education of the general public, government officials, and the media with regards to problems facing the homeless in South Carolina; and by networking with organizations serving the homeless to share ideas, policy updates, and keep each other informed; and to monitor and influence legislation and policy relevant to homeless issues on all levels.
- D. HMIS Ownership and Operation – the Internet-based Homeless Management and Information System(s) may be owned and operated by the Corporation, or another Grantee organization in partnership with TCHC, for the benefit of its members and the control and management of homelessness. The HMIS may be connected to other Continuum-of-Care Coalitions in South Carolina or to a State Government maintained system.
- E. Performing Periodic Counts and Surveys of the Homeless – is an important research function to be undertaken within the 13-county TCHC regional area and coordinated with other state and national counts of the homeless.

**Section 5. Geographic Area of Operation.** The Corporation's primary area of interest and operation is the thirteen-county area encompassing the counties, cities and towns of the Pee Dee, Santee-Lynches, and Waccamaw Regional COGs regions including: Chesterfield, Clarendon, Darlington, Dillon, Florence, Georgetown, Horry, Kershaw, Lee, Marion, Marlboro, Sumter, and Williamsburg Counties.

**Section 6. Operation and Dissolution.** The Corporation shall be operated exclusively for educational and charitable purposes and no part of the net earnings of the organization shall benefit any private person(s). Upon dissolution of the organization, any assets remaining after payment of liabilities shall issue only to another organization operating exclusively for educational and charitable purposes and qualifying as a not-for-profit entity pursuant to the laws of South Carolina and as further stipulated in the TCHC Articles of Incorporation.

**Section 7. Fiscal Year.** The Fiscal Year of the Corporation shall be January 1st through December 31<sup>st</sup>.

**Section 8. General Powers of the Corporation.** The Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs including, without limitation, power:

- A. To sue and be sued, complains, and defends in its corporate name;
- B. To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;

- C. To make and amend these Bylaws not inconsistent with its Articles of Incorporation or with the laws of this State for regulating and managing the affairs of the Corporation;
- D. To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property or any legal or equitable interest in property, wherever located;
- E. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- F. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use sell, mortgage, lend pledge, or otherwise dispose of, and deal in and with, shares or other interest in or obligations of any entity;
- G. To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;
- H. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by Section 33-31-832 of the Act;
- I. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;
- J. To conduct its activities, locates offices, and exercise the powers granted by this Act within or without this State;
- K. To elect or appoint directors, officers, employees, and agents of the Corporation, define their duties, and fix their compensation;
- L. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest;
- M. To accept gifts, devises, and bequests subject to any conditions or limitations, contained in the gift, devise, or bequest so long as the conditions or limitations are not contrary to this Act or the purposes for which the Corporation is organized;
- N. To impose dues, assessments, and admission and transfer fees upon its members;
- O. To establish conditions for admission of members, admit members, and issue memberships;
- P. To carry on a business consistent with or in aid of the public or charitable purpose of the public benefit corporation;
- Q. To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.

**Section 9. Gifts to the Corporation.**

- A. Gifts. Donors may make gifts to the Corporation by naming or otherwise identifying the Corporation, whether or not a trustee, custodian, or agent is designated to receive or have custody of the property contributed. Gifts shall vest in the Corporation upon receipt and acceptance. The Board of Directors reserves the right to deny any gifts, donations, and/ or grants that are in direct conflict with the purpose and mission of the organization.

- B. Donor's Restriction. Any donor may, with respect to a gift made by such donor to the Corporation shall give directions in the instrument of gift or transfer.
- C. Presumption of Charitable Intent. The funds of the Corporation shall be presumed to be intended (a) to be used only for charitable purposes, and (b) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift, or bequest in computing any federal income, gift, or estate tax of the donor or his or her estate and not to disqualify the Corporation from exemption from federal income tax as a qualified charitable organization described in sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code, and shall not be otherwise applied. If a direction by the donor, however expressed, would, if followed, result in use contrary to the intent so presumed, or if the Board of Directors is advised by counsel that there is substantial risk of such result, the directions shall not be followed, but shall be varied by the Board of Directors so far as necessary to avoid such result. However, if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body of the State of South Carolina first determines that the condition and direction need not be followed.
- D. Power of Modification. Notwithstanding any provision in these Bylaws or in any instrument of transfer creating or adding to a fund of this Corporation the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specific organizations, if in the sole judgment of the Board of Directors (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable purposes of the Corporation. The Board of Directors shall exercise this power by the affirmative vote of a majority of all the directors then in office.

**Section 10. Parliamentary Authority.** Current "Robert's Rules of Order" shall be the authority in matters of parliamentary procedure unless alternative written procedures are specifically established by the Board of Directors for its meetings and committee meetings.

**Section 11. Indemnification.** Sections 33-31-850 et seq. of the Act provide for the Corporation to indemnify an individual who is, or was, a director of the Corporation under certain circumstances.

**Section 12. Insurance.** Section 33-31-857 of the Act authorizes the Corporation to purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation against liability whether or not the Corporation would have power to indemnify the person against the same liability under Sections 33-31-851 or 33-31-852 of the Act.

**Section 13. Corporate Records.** Section 33-31-1601 of the Act requires that the Corporation keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records including a record of its members in a form that permits preparation of a list of the name and address of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast. The records outline in section 33-31-1601 shall be maintained in electronic form and periodically backed up to a separate server. Records must be convertible to written form within a reasonable time and provided to members, member's agents or member's attorneys for inspection by request as required in Sections 33-31-1602 through 33-31-1605 and 33-31-1620 and 1621 of the Act. Publication of the corporate Board of Directors Minutes to members only is available through E-mail distribution and also available on the TCHC website. Publication of the Minutes of the General Membership meeting Minutes including the annual/semi-annual meetings are available to the public on the TCHC website.

**Section 14. State and Federal Taxes.** State and federal income taxes are due annually only on the amount of outside income earned by TCHC. Membership dues are not considered income. Federal and/or state grants are considered income. In the event TCHC earns outside income, the Treasurer is authorized to consult a qualified tax accountant for advice and the preparation of required tax forms.

**Section 15. Policy Regarding Contracts, Checks, and Deposits.**

- A. Contracts. The Board of Directors shall approve all contracts executed in the name of the Corporation and may authorize any executive officer(s) of TCHC, in addition to the officers so authorized by these Bylaws, to enter into any contracts or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances. These Bylaws authorize the President to sign contracts, agreements, notes, checks, and other documents in the name of the Corporation. The Bylaws authorize the Past-president and Vice President to counter-sign with any other executive officer official documents in the name of the Corporation as further stated in the Article V – Officers.
- B. Checks, Drafts, Notes, Etc All checks, drafts or other 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 TCHC and in such other manner as may from time to time be determined by resolution of the Board of Directors.
- C. Deposits. All funds of the Corporation shall be deposited at a minimum of once a month, to the credit of TCHC in such banks, or other depositories as the Board of Directors may select.

**ARTICLE II – MEMBERS OF THE CORPORATION**

**Section 1. Members.** The Board of Directors may admit others as members of the Corporation. The purpose for admitting other members to the Corporation is for the involvement of citizens of the community, members of the business community, and others interested in the mission of the Corporation. Such members may participate in the activities of the Corporation, but are not members of the Board of Directors and shall not take part in the government nor management of the affairs of the Corporation. Membership is open to individuals and organizations located in, or providing services within, the 13-county geographic area of operation. Organizations may be for-profit or non-profit in nature provided they concur with the purpose and objectives of this Corporation as stated in these Bylaws and the Articles of Incorporation. The Board of Directors reserves the right to refuse membership to an organizational applicant or its designated representatives. Organizational representatives shall be listed on the Membership Roster. A member is not, as such, personally liable for the acts, debts, liabilities, or obligations of the Corporation. A member may resign at any time.

**Section 2. Voting Eligibility, Rights, and Duties of Members.** All individual, board and organizational members in good standing of the Corporation shall have certain voting privileges and responsibilities. Eligible voting members have the right, duty and responsibility to select the Corporation’s Board of Directors. Members may also be requested by the Board of Directors to provide advice and consent on public policy or corporate issues. Each dues-paying member in good standing present at a meeting of TCHC when a vote is called shall be eligible to cast one (1) vote. In order to be eligible to vote each member in good standing must be listed on the Membership Roster as having paid their annual dues and any other charges or assessments. There shall be no votes by proxy. Corporate business matters are the responsibility of the Board of Directors.

**Section 3. Authority to Establish Membership Requirements.** The Board of Directors may establish special membership categories or classes plus requirements for each class of member and may change the membership classes and requirements at any time. The Board shall request suggestions concerning membership categories from the CoC Committee and from the full membership at annual/semi-annual membership meetings.

**Section 4. Classes of Members.** There shall be two (2) classes of voting members and two (2) classes of non-voting members of the Corporation:

**A. VOTING MEMBER CLASSES**

1. Individual Member - is a person who has paid the Individual Membership dues and is due all of the privileges and responsibilities associated with full membership in the Corporation. Individual Members shall be listed on the Membership Roster for voting purposes; and
2. Organizational Member - is a person(s) representing a family or organization which has paid the Organizational Membership dues. An Organizational Member must be approved as a representative of the organization by the Board of Directors and listed on the Membership Roster for voting purposes. An organization may have up to 4 voting members.; and

**B. NON-VOTING MEMBER CLASSES**

1. Honorary Member - is a person given honorary non-voting status in the Corporation. No membership dues shall be charged. Honorary members shall be listed separately on the Membership Roster. Persons, families, or organizations offering to benefit the Corporation's mission through gift donation may elect to be Honorary Members.
2. Associate Member - is a person or organization that has requested to be associated with TCHC and is receiving mail-out materials. Associate Members are neither voting nor dues-paying members.
3. Non-voting Individual Member – is a person who has requested membership without voting privileges.

**Section 5. Requirements for Membership.** Any interested person or organization located within the 13-county geographic area of operation may apply for membership. Applications for membership shall be in writing (letter to the Secretary or TCHC application form) and may be voted on and either approved or rejected by the Board of Directors. Applicants must agree to support the mission and objectives of the Corporation as stated in the Bylaws. The Board of Directors may also appoint any non-applicant person, family or organization to be an Honorary Member. Members of the Corporation who become inactive and can no longer serve the Corporation through active membership may be placed in the Honorary Member class as a way of thanking and rewarding such member for service to the Corporation. The Board of Directors, Membership Committee, and CoC Committee shall make a special effort to advertise membership in TCHC and attempt to recruit as many organizations and individuals as possible to join TCHC as a member. Letters or email messages to potential members should be sent prior to each annual/semi-annual meeting.

**Section 6. Establishment of Membership Dues.** The Board of Directors shall establish a schedule of dues and a budget for Continuum of Care activities (CoC Committee) separate from TCHC operational activities required for each category of membership and may include in the schedule a range to be commensurate with the size and financial ability of the member. The Schedule of Membership Dues shall be listed in TCHC's Operating Policies and Guidelines document maintained by the Secretary on the TCHC website.

**Section 7. Membership Rosters.** The Secretary shall create and maintain a roster of the membership of the Corporation by membership class. The Membership Roster shall include information about the member including name, organization represented (if applicable), class of membership, mailing address, telephone number and e-mail address.

**Section 8. Membership Year, Tenure, and Member In Good Standing.** The membership year of the Corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup>. Membership is contingent upon payment of annual dues. Members of the Corporation shall be in good standing provided they have paid their annual membership dues. New members joining TCHC after October 1<sup>st</sup> and paying annual dues for the first time shall have those dues count for the upcoming calendar year.

Members whose dues are more than three (3) months in arrears are not in good standing and shall be removed from the active Membership Roster by the Secretary after at least one attempt to contact the member with a late notice.

**Section 9. Removal From Membership.** The Membership Committee shall review issues related to members' good standing and cause for removal and make a written recommendation to the President for transmittal to the Board of Directors for final action. Any member may be removed either for or without cause at any regular, special, or annual meeting of the TCHC Board of Directors, by the affirmative vote of a majority of all voting members present, if notice of intention to act upon such matter shall have been given in the meeting notice.

### **ARTICLE III – MEETINGS**

**Section 1. Annual and Semi-annual Membership Meetings.** The Act requires that there shall be an Annual Membership Meeting of the total membership of the Corporation not less than once each year at a date, time and place determined by the Board of Directors. The Annual Membership Meeting will be held during the last half of each year. The meeting may be held from year to year in various communities of the region or elsewhere in the state as determined by the Board of Directors. HUD regulations require that at least a semi-annual meeting be held for the entire membership. See Section 5 for information concerning regular meetings of the Board of Directors which are also open to all members of the Corporation. The Board shall designate one of the regular meetings as the required semi-annual membership meeting.

**Section 2. Notice of Annual and Semi-annual Membership Meetings.** Written notice of the meeting date, time and place shall be mailed to all mailing list members and other identified parties who are desired and/or possible members at least thirty (30) days in advance of the meeting, but in no event more than 60 days in advance of the meeting. The notice shall also include the Nominations and Elections Committee's slate of nominees for directors of the Corporation for the upcoming year and an Annual Membership Meeting Agenda.

**Section 3. Annual Membership Meeting Agenda.** The Board of Directors shall establish and publish the agenda for the Annual Membership Meeting. The agenda shall include as a minimum the following items:

- A. A presentation of the financial status of the Corporation,
- B. A presentation of a draft Annual Budget for the next fiscal year,
- C. An election for filling current and/or upcoming vacancies on the Board of Directors,



D. Present a summary of changes to these Bylaws and the Operating Policies and Guidelines document that pertain to compliance with HUD's 24 CFR 578.7(a)(5),

E. The Board of Directors may include any other items deemed appropriate.

**Section 4. Board of Directors Meetings; Place of Meetings.** Meetings of the Board of Directors may be held at any place within or outside the State of South Carolina as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

**Section 5. Board of Directors Meetings; Notice.** Regular meetings of the Board of Directors shall be held between the Annual Membership Meetings at such sequence, times and places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given to the full membership by the Secretary in writing or by e-mail or facsimile not less than one (1) week before such regular meeting.

**Section 6. Board of Directors Special or Emergency Meetings; Notice.** Special meetings and/or emergency meetings of the Board of Directors may be called by or at the request of the President or by any three (3) of the Executive Officers or any four (4) directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given to the full membership by the Secretary at least 24 hours before such meeting.

**Section 7. Board of Directors Waiver of Notice.** Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

B. A. Procedure. Whenever these Bylaws require notice to be given to any director, the notice shall be given in accordance with this Section 7. Notice under these Bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, facsimile, or other form of wire or wireless communication, or by mail or private carrier. Written notice, if in a comprehensible form, is effective at the earliest of the following:

1. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence; or
2. Five days after the date of an e-mail message, or its deposit in the mail as evidenced by the postmark if mailed with first-class postage prepaid and correctly addressed; or
3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner. In calculating time periods for notice, when a period of time measured in days, weeks, months, years or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

C. Waiver. A director may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at

the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 8. Board of Directors Meeting Quorum.** At meetings of the Board of Directors, forty (40) percent of the directors then in office immediately before the meeting begins shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors

**Section 9. Board of Directors Vote Required for Action.** Except as otherwise provided in these Bylaws or by law, the act of a majority of directors present at a meeting, at which a quorum is present at the time, shall be the act of the Board of Directors.

**Section 10. Action by Directors Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken is signed by all the members of the Board of Directors or copy of e-mail messages is presented to the Secretary. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, or copy of e-mail messages signed by the Secretary, shall be placed in the Minute Book.

**Section 11. Board of Directors or Committees of the Board Telephone and Similar Meetings.** Directors or members of committees of the Board may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall be voluntary in order to constitute presence in person at the meeting.

**Section 12. Directors Failure To Object To Action.** A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- A. The director objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; or
- B. The director votes against the action and the vote is entered in the minutes of the meeting; or
- C. The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- D. The director delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**Section 13. Board of Directors Meeting Adjournments.** A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. Notice of the reconvened meeting and the business to be transacted must be announced to all members of the Board. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

**Section 14. Committee Meetings of the Board of Directors.** Meeting of committees shall be at the discretion of each committee. See Article IV, Section 11 - Committees of the Board of Directors.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. General Powers.** As required in the Act, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

**Section 2. Composition.** The Board of Directors shall consist of up to fifteen (15) directors elected by the members from the membership of the Corporation. All directors are designated as “at large” and represent the interest of all 13 counties. According to the Act, there must never be less than three (3) directors. The board sets the number of active board seats, up to 15, at the last scheduled board meeting prior to the Annual Membership meeting, however, board seats may not be reduced unless there are open seats at the time of that board meeting. If board seats are added, the open seats are filled by the election of board members at the Annual Membership meeting.

Elected members of the Board of Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred for, or on behalf of, the Corporation as designated in the budget policy of the Board of Directors.

All Executive Officers shall be members of the Board of Directors.

**Section 3. Balanced Representation.** The membership of the Board of Directors shall reflect the diverse groups involved in the development of TCHC as an organization assisting low/moderate income and homeless families/persons. The Board’s members should represent the interests of all of the thirteen (13) counties of TCHC and include low/moderate income and formerly homeless persons. As many diverse individuals and organizations as possible serving homeless sub-populations and low/moderate income populations should be represented on the Board of Directors. At least one (1) formerly homeless person must serve on the Board of Directors. Organizations receiving federal funds from the HUD CoC program and/or other Federal and/or State funding agencies should also be represented on the Board of Directors or committees of the Board. TCHC’s CoC representational goal is to be as inclusive as possible.

**Section 4. Terms of Office.** Each elected director shall have a term of office of three (3) years as listed on the Board of Directors and Executive Officers Roster. However, the initial term of office may be less than three years so that an approximately equal number of open board seats occurs every year.

**Section 5. Board of Directors Roster.** The Secretary shall create and maintain a Board of Directors and Executive Officers Roster. Each seat on the Board of Directors shall be assigned a seat number and term of office with beginning and ending dates. The Directors Roster shall include information about the director including name, organization represented (if applicable), mailing address, telephone number(s) and e-mail address. The initial Board of Directors and Executive Officers Roster shall be included in these Bylaws as Addendum 1.

**Section 6. Maximum Tenure.** There shall be no maximum to the number of 3-year terms that a member may be elected to and serve on the Board of Directors.

**Section 7. Election of Members to the Board of Directors.** Directors shall be elected from the membership of the Corporation at the Annual Membership Meeting by majority vote of the members’ present plus written absentee ballots submitted by the Nominations and Elections Committee. Directors shall be selected for the open positions (seats) from a slate of members proposed by the Nominating Committee. The slate will contain one nomination for any available seats on the Board. The slate of candidates offered by the Nominations and Elections

Committee, including the qualifications (personal resume or biographical sketch) of the candidates, will be distributed to the membership via the Annual Membership Meeting Notice. The membership may approve the slate presented by the Nominations and Elections Committee by a majority vote. If the membership does not approve the slate then the Nominations and Elections Committee will then facilitate an election of each approved nomination for each available Seat. This process is described in detail in the TCHC Operational Policy and Guidelines.

**Section 8. Appointments to Fill Vacancies by Board of Directors.** The elected directors of the Corporation as of the date of the adoption of these Bylaws shall be as listed in Addendum 1 – Board of Directors and Executive Officers Roster which the Secretary shall update as needed to keep the Roster current. Despite the expiration of a director’s term, the director continues to serve until a replacement is elected, appointed and seated; or, until he or she dies, resigns or is removed as hereinafter provided. Additional directors may be added to the Board of Directors by a majority vote of the Board. When a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the remaining directors then serving will fill the vacancy upon a majority vote of such remaining directors based upon the recommendation and nomination of the Nominations and Elections Committee. If the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs. A director appointed to fill a vacancy shall be appointed for the un-expired portion of the departing director’s term. All directors shall be eligible to be re-appointed within the term and tenure limits described in Sections 4 and 6 of this Article.

**Section 9. Removal From the Board of Directors.** Any director may be removed either for or without cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all the directors then in office if notice of intention to act upon such matter shall have been given in the notice calling for such meeting, or at any time by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. A removed director's successor may be appointed in accordance with Section 8 at the same meeting to serve the un-expired term.

**Section 10. Attendance Requirements and Termination.** Members of the Board of Directors, who, upon the vote of the Board of Directors cease to be qualified members, shall cease to be members of the Board of Directors. Failure to attend three (3) consecutive regular meetings of the Board of Directors without excuse acceptable to the Board of Directors shall operate as a tender of resignation. The Secretary shall maintain a List of Attendance and notify the Board of Directors of any member’s automatic tender of resignation due to non-attendance which shall be voted on for acceptance at the next regular Board meeting. The board may add additional requirements for active board membership. Vacancies arising by reason of death, disability, refusal to serve, expiration of a term of service, or otherwise, shall be filled as provided in Section 8 of this Article. Any replacement director shall serve as a regular member of the Board of Directors until termination of their term, or terms if re-elected, or terminated by the Board of Directors.

**Section 11. Committees of the Board of Directors.** Section 33-31-825 of the Act allows that by resolution of a majority of the Board of Directors, the Board may create one or more committees of the Board. Each committee shall have at least one director who serve at the pleasure of the Board. Article III, Sections 4 through 13 of these Bylaws, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to all Committees of the Board and their members as well. Each Standing and Select Committee may exercise those aspects of the authority of the Board of Directors, as described

in Article IV, Section 1 of these Bylaws, which the Board of Directors confers upon such committee in the resolution creating the committee; provided, however, a committee may not:

- A. Authorizes distributions (see Article X, Section 1, E);
- B. Approves or recommend to members' dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- C. Select, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees;  
or
- D. Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described for directors in Article IV, Section 13 of these Bylaws.

**Section 12. Compensation.** Nothing contained in the governing instruments of the Corporation shall be construed to prevent any director and/or officer from receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of, the Corporation. The Board of Directors shall determine and fix the compensation and terms of service of all directors, officers, employees, consultants and contractors.

**Section 13. General Standards For Directors.** See Section 33-31-830 of the Act.

- A. A director shall discharge the duties of a director, including the director's duties as a member of a committee:
  - 1. in good faith;
  - 2. with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - 3. in a manner the director reasonably believes to be in the best interest of the Corporation.
- B. In discharging the duties of director, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
  - 1. One or more officers or employees of the Corporation who the director reasonably believes are reliable and competent in the matters presented;
  - 2. Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence;
  - 3. A committee of the Board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.
- C. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection B unwarranted.
- D. A director is not liable to the corporation, a member, or any other person for any action taken or not taken as a director, if the director acted in compliance with this section.

- E. A director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.
- F. An action against a director asserting the director's failure to act in compliance with this section and consequent liability must be commenced before the sooner of:
  - 1. Three (3) years after the failure complained of; or
  - 2. Two (2) years after the harm complained of is, or reasonably should have been, discovered. These limitations periods do not apply if the failure to act in compliance with this section has been fraudulently concealed.

**Section 14. Director Conflict of Interest Transactions With Corporation.**

- A. According to the Act a conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable, or the basis for imposing liability on the director, if the transaction was fair to the Corporation at the time it was entered into or is approved as provided in subsections B or C.
- B. A transaction in which a director has a conflict of interest may be:
  - 1. Authorized, approved, or ratified by the vote of the Board of Directors or a committee of the Board if:
    - a. The material facts of the transaction and the director's interest are disclosed or known to the Board or Committee of the Board; and
    - b. The directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation; or
  - 2. Approved before or after it is consummated by obtaining approval of the:
    - a. Attorney General; or
    - b. the Circuit Court of Richland County in an action in which the Attorney General is joined as a party; or
- C. For purposes of this section, a director of the Corporation has an indirect interest in a transaction if:
  - 1. Another entity in which the director has a material interest, or in which the director is a general partner, is a party to the transaction; or
  - 2. Another entity of which the director is a director, officer, or trustee is a party to the transaction.
- D. For purposes of subsection B a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors or on the committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsections B,1 if the transaction is otherwise approved as provided in subsection B.

- E. The Articles of Incorporation, these Bylaws, or a resolution of the Board of Directors may impose additional requirements on conflict of interest transactions, according to section 33-31-831 of the Act.

**Section 15. Director Conflict of Interest Transactions With HUD Programs.**

The following sub-sections are from 24 CFR 578.95:

- (a) *Procurement.* For the procurement of property (goods, supplies, or equipment) and services, the recipient and its subrecipients must comply with the codes of conduct and conflict-of-interest requirements under [24 CFR 84.42](#) (for private nonprofit organizations).
- (b) *Continuum of Care board members.* No Continuum of Care board member may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.
- (c) *Organizational conflict.* An organizational conflict of interest arises when, because of activities or relationships with other persons or organizations, the recipient or sub-recipient is unable or potentially unable to render impartial assistance in the provision of any type or amount of assistance under this part, or when a covered person's, as in paragraph (d)(1) of this section, objectivity in performing work with respect to any activity assisted under this part is or might be otherwise impaired. Such an organizational conflict would arise when a board member of an applicant participates in decisions of the applicant concerning the award of a grant, or provision of other financial benefits, to the organization that such member represents. It would also arise when an employee of a recipient or sub-recipient participates in making rent reasonableness determinations under §578.49(b)(2) and §578.51(g) and housing quality inspections of property under §578.75(b) that the recipient, sub-recipient, or related entity owns.
- (d) *Other conflicts.* For all other transactions and activities, the following restrictions apply:
- (1) No covered person, meaning a person who is an employee, agent, consultant, officer, or elected or appointed official of the recipient or its sub-recipients and who exercises or has exercised any functions or responsibilities with respect to activities assisted under this part, or who is in a position to participate in a decision-making process or gain inside information with regard to activities assisted under this part, may obtain a financial interest or benefit from an assisted activity, have a financial interest in any contract, subcontract, or agreement with respect to an assisted activity, or have a financial interest in the proceeds derived from an assisted activity, either for him or herself or for those with whom he or she has immediate family or business ties, during his or her tenure or during the one-year period following his or her tenure.
  - (2) *Exceptions.* Upon the written request of the recipient, HUD may grant an exception to the provisions of this section on a case-by-case basis, taking into account the cumulative effects of the criteria in paragraph (d)(2)(ii) of this section, provided that the recipient has satisfactorily met the threshold requirements of paragraph (d)(2)(ii) of this section.

If the Board of Directors determines that a conflict of interest exists for a Board member that member must recuse him/her self from discussing and voting on the matter at hand.

**Section 16. Immunity From Suit.** The directors of the Corporation are immune from suit arising from the conduct of the affairs of the Corporation, except for federally created claims, or for unlawful distributions. The immunity from suit is removed when the conduct amounts to willful, wanton, or gross negligence. The Corporation itself has no immunity from suit.

## ARTICLE V - OFFICERS

**Section 1. Executive Officers.** All executive officers of the Corporation shall be determined and elected by the Membership of the Corporation. There shall be a: (A) President, (B) Vice President, (C) Secretary, (D) Treasurer, and (E) Past-president or other director elected to the office of Past-President by the membership if the immediate Past-president is not available to serve, no longer holds a position on the board, or no longer desires to hold the office. Executive officer positions (such as Treasurer and Secretary) may be filled and served by one director as determined by the Board of Directors.

Section 33-31-841 of the Act states that each executive officer has the authority and shall perform the duties set forth in the Bylaws. An executive officer with discretionary authority shall discharge his duties under that authority:

- A. In good faith;
- B. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. In a manner the executive officer reasonably believes to be in the best interests of the Corporation, and its members.

In discharging the duties of an executive officer, the officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- A. One or more officers or employees of the Corporation who the officer reasonably believes to be reliable and competent in the matters presented;
- B. Legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An executive officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection B unwarranted. An executive officer is not liable to the Corporation, any member, or other person for any action taken or not taken as an executive officer if the officer acted in compliance with this section. An action against an executive officer asserting the officer's failure to act in compliance with this section and consequent liability must be commenced before the sooner of:

- A. Three (3) years after the failure complained of, or
- B. Two (2) years after the harm complained of is, or reasonably should have been, discovered.

This limitations period does not apply if the failure to act in compliance with this section has been fraudulently concealed.

**Section 2. Election or Appointment and Term of Office.** The elected Executive Officers of the Corporation as of the date of the adoption of these Bylaws shall be as listed in Addendum 1 – Board of Directors and Executive Officers Roster which the Secretary shall update as needed to keep the Roster current. Executive officers must be members of the Board of Directors and shall be elected for one (1) year terms or appointed to fill the remainder of an existing term. Once the new Board Members are elected by the Members at the Annual Membership Meeting, then the Nominations Committee presents a board approved slate of the Executive Officers to be approved or



rejected by the Members at the Meeting. If the slate is not approved, or if the slate does not include all of the Executive Officers, then there is a vote for each Executive Officer Position not approved by the vote for the slate. The new board members and executive officers shall serve thereafter as designated until their successors have been elected, qualified and seated, or until their earlier resignation, death, removal, retirement, or disqualification. They may be re-elected for additional consecutive terms. Executive officers shall be elected from the Board with the exception of the Past-president who shall automatically assume the office if the President resigns and desires the office.

**Section 3. Duties and Authority of Executive Officers.** Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed in a resolution of the Board or by direction of an executive officer authorized by the Board to prescribe the duties and authority of other officers. No contract rights are created by the election or appointment of the executive officers hereunder.

- A. President** shall be the chief executive officer of the Corporation and shall exercise general supervision of all operations and personnel of the Corporation, subject to the oversight and control of the Board of Directors. The President shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the Corporation shall be under his or her supervision and control during such interim period. The President shall coordinate activities of the officers of the Corporation in order to eliminate duplication of effort and administrative conflicts between the various officers and committees. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, grant requests, and statement and reports required to be filed with state or federal officials or agencies; and the President shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with other officers, any instrument or other writing; and he or she shall see that all orders, resolutions, policies, programs, and projects of the Board of Directors are carried into effect. The President shall report actions taken to the Board of Directors and shall submit all policy actions to the Board for approval. The President shall be chairperson of the Board of Directors shall preside at all meetings of the Board of Directors. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. The President shall assign a spokesperson to represent the Corporation and conduct public relations activities. The President may delegate certain duties to the Vice President. The President may appoint the chairpersons not otherwise provided for in these Bylaws of the Standing Committees. The President may also appoint all chairpersons not specifically designated in these Bylaws and all members of the Select and Special Committees. The Roster of Committees shall be submitted to the Board of Directors for review and confirmation.
- B. Vice President** shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. In the President's absence the Vice President shall be Chairperson of the Board of Directors.
- C. Secretary** shall attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings to be kept for that purpose and shall perform, or cause to be performed, like duties for the committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors to the board members and the full membership. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized

by the Board of Directors, or by the President or other officer, affix it to any instruments requiring it. When so affixed, it shall be attested by the Secretary's signature or by the signature of another officer of the Corporation. The Secretary, as the Corporation's Registered Agent shall maintain the Corporate Office and is responsible for all official functions relating to incorporation including filing of Annual reports and forms to the IRS and S.C. Secretary of State. The Secretary shall keep, or cause to be kept, updated rosters of Members, Directors, Officers and Committees. Official correspondence, records-keeping and maintenance of the Bylaws and Operating Policies and Guidelines, and annual HUD applications are important duties of the Secretary. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or the President may delegate. The Secretary may delegate certain responsibilities to the Correspondence, Bylaws and Records-keeping Committee or to the Executive Director without relinquishing any responsibility or authority provided the Secretary actively supervises the activities and remains responsible for the assigned functions. The Secretary shall be the chairperson of the Correspondence, Bylaws and Records-keeping Committee.

The Secretary should work with the Chair of the Membership and Advocacy Committee, which maintains the TCHC website to ensure that CoC meeting notices, CoC meeting minutes and other TCHC documents explicitly designated for the general public, via the website. Access to other TCHC documents should be available on the website but be restricted to TCHC Members.

- D. Treasurer** shall have custody, or oversee the custody, of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements (electronic or on-line banking) of the Corporation, or shall have such accounts maintained, and shall deposit, or have deposited, all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors. The Treasurer shall conduct monthly bank reconciliation. The Treasurer shall disburse the funds of the Corporation, or cause such funds to be disbursed, as ordered by the Board of Directors or by the President during the interim between Board meetings, and prepare financial statements, or have financial statements prepared, each quarter or at such other intervals as the Board of Directors shall direct. A single signature with a second documented approval from an Executive Officer or a majority vote of the Board of Directors is required on all checks regardless of amount. All receipts and disbursements shall be recorded promptly into a reliable an Excel worksheet or accounting software package such as QuickBooks from Intuit. The Treasurer shall present a Treasurer's Report, including the current statement of all accounts and all income and disbursement for the prior month, to the Board of Directors at each regular meeting and the Annual Membership Meeting. The Treasurer shall ensure that the books are closed at the end of each fiscal year, that a statement of assets and liabilities is prepared. The Treasurer shall coordinate closely with the Secretary as to all records-keeping activities and they shall come to a mutual agreement as to the safe-guarding of the official financial records of the Corporation subject to final concurrence of all policies by the Board of Directors. The Treasurer shall timely file all appropriate and required state and federal tax forms each year. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may delegate. The Treasurer shall be the chairperson of the Finance Committee.
- E. Past-president** shall, in the absence or disability of the President and Vice President, perform the duties and have the authority and exercise the powers of the President. The Past-president shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. The Past-president shall be the chairperson of the Nominations and Elections Committee.

**Section 4. Other Agents and Officers.** The Board of Directors may appoint from time to time such other officers and agents in addition to those listed above or elsewhere in these Bylaws as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

**Section 5. Resignation and/or Removal.** An officer or agent may resign at any time by delivering notice to the Corporation. Any officer or agent elected or appointed by the Board of Directors may be removed from his or her capacity as such by the Board of Directors with or without cause whenever in its judgment the best interests of the Corporation will be served thereby.

**Section 6. Vacancies.** Except as otherwise provided in these Bylaws, a vacancy in any office arising at any time and from any cause may be filled for the un-expired term at any meeting of the Board of Directors.

## **ARTICLE VI – STANDING COMMITTEES OF DIRECTORS AND OTHER COMMITTEES**

**Section 1. Authority to Establish Committees; Types, Powers and Limitations of Committees.** By resolution adopted by a majority of the directors present at a meeting at which a quorum is present, the Board of Directors may designate committees, each consisting of two (2) or more members. Committees may be Standing, Select, or Special. No committee shall have, nor exercise, the authority of the Board of Directors in the management of the Corporation. Except, as otherwise provided in such resolution or in these Bylaws, members of each Standing Committee shall be nominated and elected by the Board of Directors. The President, with the approval of the Board, may appoint members to any Select or Special Committee at any time. The proposed Roster of Committees shall be presented to the Board of Directors for review and confirmation. Any member of any committee may be removed by the person or persons authorized to appoint such member or by the Board of Directors whenever in their judgment the best interests of the Corporation shall be served by such removal. All Committee members shall be appointed for one (1) year terms. Annual committee selection and appointments shall be made at the first meeting of the Board of Directors following the Annual Membership Meeting. The Secretary shall maintain and make available to the membership of the Corporation a Roster of Committees. The Roster of Committees shall list the name, function, chairperson, members and term of each committee by type of committee. Appropriate contact information of each committee chairperson and member shall also be provided. Whenever the Board of Directors designates new committees or makes changes to any committee membership the Secretary shall update the Roster of Committees.

**Section 2. Standing Committees of Directors and/or Directors and Members.** There shall be five (5) Standing Committees as follows:

- A. Correspondence, Bylaws, and Records-keeping Committee,
- B. Nominations and Elections Committee,
- C. Finance and Budget Committee,

All Standing Committees shall be listed on the Roster of Committees.

- A. Correspondence, Bylaws, and Records-keeping Committee - shall be composed of at least three (3) members of the Board of Directors and/or the general corporate membership and shall be chaired by the Secretary. The Committee shall assist the Secretary with the duties and responsibilities of the Secretary. Official correspondence, maintenance of these Bylaws and Operating Policy and Guidelines, and official records-keeping activities are important to the work of the Secretary. The Committee shall not act in behalf of the Secretary without the express authorization of the Secretary.
- B. Nominations and Elections Committee - shall be composed of at least three (3) members of the Board of Directors and/or the general corporate membership and representing regional diversity. The Past-President shall be the chairperson of the Nominations and Elections Committee. The Nominations and Elections Committee shall be responsible for the process of nominating and electing persons to the Board of Directors including the executive officers of the Corporation. The Committee shall ensure that persons nominated to fill vacant seats on the Board of Directors reflect appropriate diversity in geography, race, gender and category of membership to the extent practicable. The Committee shall review the entire membership of the Corporation and identify persons appropriately qualified to be directors and/or executive officers. It shall solicit recommendations from the membership for each position to be filled. The Committee shall communicate with the Secretary to determine any members of the Board of Directors that have automatically tendered their resignations due to non-attendance or other performance reasons and select appropriate replacement members for nomination to the Board of Directors. The Board of Directors shall approve the slate of candidates and slate of Executive Officers prior to placement on the meeting agenda of the Annual Membership Meeting at which the election is to be held. The Committee shall be responsible for conducting the election. The chairperson of the Nominations and Elections Committee shall request of the Board of Directors, through the President, any resources required for the Committee to properly conduct the elections and perform the necessary candidate recruiting and screening activities. A simple majority of the membership present at the Annual Membership Meeting is required for election to Board of Directors and Executive Officers. New Board Members and Officers are installed as the last official business of the Annual Membership Meeting.
- C. Finance and Budget Committee - shall be composed of at least three (3) members of the Board of Directors and/or the general corporate membership who shall work with the Board of Directors to prepare appropriate financial policies, annual budgets, and quarterly and annual financial reports for presentation to the Board of Directors for approval and adoption. The Treasurer shall be the chairperson of the Finance and Budget Committee. The Budget shall include both projected revenues and authorized expenditures prior to the beginning of each new fiscal year. The Finance and Budget Committee shall review the financial statements and interpret them to the Board of Directors and membership and make recommendations to the Board on all fiscal affairs of the Corporation. It shall provide appropriate financial review and comment on all proposals for new projects and/or programs prior to adoption of said proposals by the Board of Directors or general membership. The Committee shall not act in behalf of the Treasurer without the express authorization of the Treasurer.

**Section 3. Select Committees of Directors and Members.** There shall be regular on-going Select Committees of the Corporation as follows:

- A. Membership and Advocacy Committee,
- B. Collaborative Applicant and Planning Committee
- C. CoC Grant Technical Review Committee,
- D. HUD Grant Applications Selection Committee,
- E. HUD Grant Monitoring Committee,

- F. Point In Time Count Committee,
- G. HMIS and CES Committee.

Select Committees shall be composed of from two (2) to seven (7) members each appointed by the President from recommendations by the Board of Directors or TCHC Members. All Select Committees shall be listed on the Roster of Committees. Select Committee chairpersons shall be selected by each committee and confirmed by the President and must be a member of the Corporation. Select Committee chairpersons, or their Committee representative shall report committee activities to the Board of Directors and/or CoC Committee at each regular meeting.

- A. Membership and Advocacy Committee - shall plan for and promote membership in the Corporation and work with the Secretary to ensure that accurate membership rosters are maintained and to make recommendations the Board of Directors regarding membership and advocacy policy. This committee shall also plan for and promote TCHC to the general public for the purpose of raising awareness of homelessness, the activities that TCHC is involved in related to ending homelessness and the rewards of supporting this nonprofit, either financially or as a volunteer. The Corporation's membership brochure, website and periodic membership drives are examples of important Committee activities.
- B. Collaborative Applicant and Planning Committee - The Collaborative Applicant and Planning Committee shall design, operate, and follow a collaborative process for the development of the TCHC CoC grant application and compliance with accomplishing the goals and objectives of 24 CFR 578.7 and 578.39 with review and approval of the Board of Directors. The application and planning are technical and complex and may require the employment of a special consultant or contractor to undertake the research planning work required to prepare the document and accomplish the goals of 24 CFR 578.7 and 578.39. The Committee may review and select needed consultants and shall make a recommendation to the Board of Directors to employ the selected consultant or contractor as the CoC Collaborative Applicant. The designated collaborative applicant shall also apply for any available CoC Planning Grants.
- C. CoC Grant Technical Review Committee - As a part of the application review process, the CoC Grant Technical Review Committee will review each new and/or renewal application for specific technical details and summarize their findings using the Continuum of Care New Project/ Renewal Project Technical Review Form. Technical issues with a grant must be corrected prior to final acceptance by the CoC for rating and inclusion in the final application to HUD, provided the grant was approved by the HUD Grant Applications Selection Committee. A copy of the summary of issues to be corrected, will be made available to the Grant Applications Selection Committee to be used as part of its rating of the applications.
- D. HUD Grant Applications Selection Committee - The Committee is composed of three (3) to seven (7) members of the full TCHC membership who are not representing any current recipient, or possible new grant recipient organization, and have no conflicts of interest or perceived conflict. The purpose of the Committee is to:
  - 1. Review the NOFA as soon as announced and recommend changes or additions to the rating forms of the prior year based on changes in the NOFA and CoC policy changes.
  - 2. Review the monitoring results of the HUD Grant Monitoring Committee and make recommendations to the board as to which, if any, grants, in whole or in part, should be recommended for reallocation, if

reallocation is supported in the current NOFA.

3. Review, critique, rank and prioritize all project applications for renewal and/or new grants. It will establish priorities for funding projects in the geographic area that are appropriate to achieve the accomplishment of the overall TCHC plan to end homelessness. The Committee will coordinate with and work closely with the chairperson of the Collaborative Applicant Committee to ensure that appropriate information is known about all applicants and their performance with previous grants or their capacity to undertake proposed projects that will achieve the desired planning goals.

E. HUD Grant Monitoring Committee - The HUD Grant Monitoring Committee shall define, review and submit to the Board of Directors for approval the monitoring policies, procedures, and tools used to monitor HUD grant recipients using guidelines specified by HUD and included in the TCHC Operational Policies and Guidelines Manual. This monitoring information shall be provided to the HUD Grant Applications Selection Committee in a timely fashion for its use in reviewing, evaluating, and prioritizing the applications for new and renewal grants. The CoC Planning Grant includes funds for monitoring activities. The TCHC board must approve any third-party contractors that the grantee of the Planning Grant selects. This Committee will review the Planning Grant grantee's selection and make a recommendation to the board for approval.

F. Point in Time Committee - The Point in Time (PIT) Committee shall be composed of Board members and general members that have working knowledge of homelessness in our 13 county area. The PIT committee will plan, implement, and oversee the Continuum's PIT Count efforts. The PIT Committee will also conduct a yearly review of the Continuum's PIT Count Methodology and submit any changes or suggestions to the Board of Directors for approval.

G. HMIS and CES Committee - The Homeless Management Information System (HMIS) and Coordinated Entry System (CES) Committee shall be co chaired by the HMIS Lead Administrator and CES Coordinator. This committee shall consists of at a minimum one Board Member and no more than six (6) representative from the organizations that participate in the use of HMIS and/or the CES process. The Committee shall be responsible for administration of TCHC's HMIS including reviewing and recommending to the Board of Directors needed changes to HMIS procedures and other HMIS activities enabling TCHC's HMIS to operate properly within the requirements as follows:

1. Reviewing the HMIS and CES Policies and Procedures document at least annually to include privacy, security and data quality standards, plans, and requirements that ensure TCHC's HMIS and CES operates and is administered in compliance with HUD regulations and guidelines;
2. Receiving from all user organizations suggestions for changes in the HMIS including policies, procedures, reporting and vendor. Reviewing all suggestions and translating suggestions into recommended action items with desired outcomes and time lines to the Board of Directors for action;  
  
; and
3. Review system-wide, HMIS-generated reports, such as AHAR, PIT & HIC, System Performance Measures, CES Prioritization List, and other reports prescribed by the Continuum of Care from time to time and make recommendations to the Board for updates, improvements or additional reports.

**Section 4. Special Committees.** The President and/or the Board of Directors may appoint Special Committees of members and/or directors, consisting in part, of persons who are not Directors, Officers or Members of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. All Special Committees shall be listed on the Roster of Committees. It shall be the function and purpose of each such Special Committee to advise the Board of Directors on those matters requested of it in the resolution creating the Committee; and each such Committee shall have only such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Corporation or these Bylaws, as may be prescribed for it. By its very name, Special Committees are intended to handle special problems or situations not on-going or long-term matters. Any action by a Special Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. It shall be the responsibility of the President to coordinate with and supervise the activities of all Special Committees and provide status reports to the Corporation membership on a regular basis.

**Section 5. Term of Appointment.** Each member of a committee shall continue as such until the next meeting of the Board of Directors and until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

**Section 6. Committee Chairperson.** One member of each committee shall be appointed chairperson thereof by the President except for those chairpersons specifically designated in these Bylaws.

**Section 7. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 8. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the Committee.

**Section 9. Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**Section 10. Committee Members Conflict of Interest Rule.** Members of all TCHC committees shall follow the provisions of HUD 24 CFR 578.95 concerning conflicts of interest. If a committee determines that a conflict of interest exists for a committee member that member must recuse him/her self from discussing and voting on the matter at hand.

## **ARTICLE VIII – AMENDMENTS**

**Section 1. Power to Amend Bylaws.** The Board of Directors, by the affirmative vote of a majority of all directors then holding office, shall have the power to alter, amend, or repeal these Bylaws or adopt new bylaws in keeping with the provisions of the Act.

**Section 2. Process and Notice Required Amending Bylaws.** Each proposal, submitted by any TCHC member, to amend the Bylaws (Articles I through VIII only) shall be submitted to the President who shall prepare or cause the proposal to be prepared in an appropriate written form for submittal to the Board of Directors for review and comment prior to approval and adoption. The Board of Directors shall be provided with sufficient

notice (normally two (2) weeks, prior to the Board meeting at which the proposed amendment will be discussed and voted upon) to properly consider the proposed amendment.

**Section 3. Process and Notice Required for Adopting New Bylaws or Substantive Changes to the Mission of TCHC.** In the event that substantive changes to the Article of Incorporation, the corporation's mission, or entirely new Bylaws are proposed, the Board of Directors shall provide the general membership of TCHC with sufficient notice (normally two (2) weeks prior to a General Membership Meeting at which the proposed amendment(s) will be discussed) to properly consider the proposed amendment(s) and receive input about the amendment(s) from the general membership prior to taking action.

**Section 4. Updating Routine Information and Changes To Operating Guidelines.** The Board of Directors may update routine information in the Bylaws, such as the telephone number of the corporate office, that does not change the substance of the Bylaws; and may change the Operational Policy and Guidelines of the Corporation which are contained in the Addenda to the Bylaws by action of the Board of Directors without following the formal Amendment Process described in Sections 1 and 2 of this Article.

**Section 5. List of Addendums:**

**A. Addendum 1 – Initial Board of Directors and Executive Officers Roster**



# Addendum 1

## Total Care for the Homeless Coalition Board of Directors and Executive Officers Roster - 2018

Name	Office		Affiliation	Term of Office	Address	Phone
Joey Smoak	Past President	Previously Homeless	Eastern Carolina Homelessness Org.	2016 - 2018	1204 N. Kings Hwy. Myrtle Beach, SC	803-972-9932
Jackie Brown	Member		Waccamaw Center for Mental Health	2016 - 2018	Santee-Lynches RCOG P. O. Box 1837 Sumter, SC 29151	843-347-4888x172
David King	Secretary		Private Buisness Owner	2016 - 2018	P.O. Box 1516, N. Myrtle Beach, SC	843-484-0257
Allen Teague	Member		Little River Medical Center	2017 - 2019	911 S. Hwy 501 Marion ,SC 20571	843-355-9070
Cecilia Meggs	Member		Lighthouse Ministries	2017 - 2019	201 E. Elm St. Florence, SC 29506	843-629-0830
Felicia Davis	Member		Pee Dee Community Action	2017 - 2019	1608B Hwy 301 N. Dillon, SC 29536	843-774-9038
Christina Jackson	Treasurer		Sea Haven, Inc.	2018 - 2020	P.O. Box 600 North Myrtle Beach, SC 29597	843-399-4045
Dennis Wormsley	President	Previously Homless	Any Length Recovery	2018 - 2020	1190 Ronda St. Sumter, SC 29154	803-968-0244
Wanda Vereen	Vice President		House of Hope of the Pee Dee	2018 - 2020	1020 W. Darlington, Florence, SC 29501	843-624-3166