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## BY-LAWS OF GUAM HOMELESS COALITION

### **ARTICLE 1 - Purpose**

The purposes of the Guam Homeless Coalition are:

- 1.1 To conduct activities to assess the size of Guam's homeless population, the causes of homelessness and the needs of the homeless population;
- 1.2 To develop an accessible and comprehensive system which receives individuals and families in need of care and moves them through a system toward independent living and sustainability;
- 1.3 To coordinate and integrate homeless-related programs for smooth transition throughout Guam's Continuum of Care system; and
- 1.4 To evaluate the effectiveness and efficiency of the Guam Homeless Coalition system of care on an ongoing basis.

### **ARTICLE 2 - Membership**

#### Section 2.1 Eligibility

In order to be eligible for membership in the Guam Homeless Coalition, an organization or individual must be committed to its purposes and goals.

#### Section 2.2 Admission to Membership

Both individuals and organizations are eligible for active membership. Any individual or organization may be admitted to membership upon receipt of their application.

#### Section 2.3 Voting Classes of Members

Membership classification shall be as follows:



Non-Governmental:

1. Individual Membership
2. Organizational Membership

Section 2.4 Revocation of Membership

Membership shall be revoked upon a member's three consecutive absences from the Guam Homeless Coalition's membership meetings within the fiscal year. Absences may be excused with prior notification to the Officers of Guam Homeless Coalition Board of Directors. For just cause, the Board may revoke any membership. Before such revocation, the member in question shall be notified of the proposed revocation and the reasons for such proposed revocation. Such notice shall be by registered mail to the member whose membership is proposed to be revoked. Such notice shall be placed in the United States mail not less than two (2) weeks prior to the date of the meeting at which the Board is to consider such membership revocation. The member whose membership is proposed to be revoked may submit written information on his/her/their behalf for consideration by the Board at the meeting for which notice was given. A member may be present in person at the Board meeting for which notice was given, and a member shall have the right to address the Board regarding the proposed revocation prior to a vote by the Board upon such proposed revocation. The Board shall allow the member reasonable time to address the Board. Revocation of a membership shall be by a two-thirds vote of a quorum of the Board. A membership, which has previously been revoked as provided in this section, may be reinstated by a vote of two-thirds vote of a quorum of the Board.

**ARTICLE 3 - Meeting of Members**

Section 3.1 Annual Meeting

An Annual Meeting of the members shall be held on the first Wednesday after the first Monday in October of each year, unless the Annual Meeting is designated by the Board not less than 120 days prior to the date of the Annual Meeting at another time and location. Notice of the date and place of the annual meeting shall be given as provided in Section 3 of this Article. The purposes of the Annual Meeting shall be as follows:

- 3.1.1 Announcement of the annual election results;
- 3.1.2 Identification and reaffirmation of the goals of the Corporation;
- 3.1.3 Dissemination of the annual corporate financial report;
- 3.1.4 Presentation of the Chairperson's Report and Committee Reports; and
- 3.1.5 Consideration of other such items of substantive importance to the Corporation as shall be duly brought before the meeting.

Section 3.2 Meetings

Regular membership meetings are scheduled every third Wednesday of the month. Meetings of the members may be called by the Chairperson or by a majority of the Directors and must be called by the Chairperson upon written request of two-thirds (2/3) of the members of the Corporation.



### Section 3.3 Notice of Meetings

Written notice of the purpose, time and place of the Annual and Special Meetings of the members shall be given by the Secretary to all members. Such notice shall be provided to the members not less than ten (10) days and not more than thirty (30) days prior to the Annual Meeting and not less than twenty-four (24) hours prior to Special or Regular Meetings.

### Section 3.4 Quorum

A quorum for a Meeting shall consist of a majority of voting members.

### Section 3.5 Voting

3.5.1 Each member organization is eligible to vote and shall have only one (1) vote per organization.

3.5.2 Each individual member, who is not affiliated with any member organization, is eligible to vote and shall have only one (1) vote per individual member.

3.5.3 An item may be placed on the annual mail ballot if the Chairperson and Secretary receive it, in writing, at least thirty (30) days before the Annual Meeting and if such item is approved by a majority of the Board of Directors. Further, a majority of the members present at the Annual Meeting may recommend to the Board that an item(s) appear on the next mail ballot. The Board shall take action on all such recommendations within thirty (30) days.

3.5.4 Membership may make recommendations to the board regarding proxy voting.

### Section 3.6 Authority

Except where inconsistent with these Bylaws, Robert's Rules of Order (latest version) shall govern the conduct of the meeting of the Corporation's members.

## **ARTICLE 4 - Directors**

### Section 4.1 Composition

There shall be a Board of Directors (sometimes referred to hereinafter as the "Board") which shall consist of three (3) and not more than seven (7) Directors and shall include persons elected to positions as Directors by the membership.

### Section 4.2 Powers

The Board shall be the governing body of the Corporation. The Board shall have the lawful powers to carry out the purposes of and to conduct the business of the Corporation. The Board shall have no power to amend the Articles of Incorporation or the Bylaws of the Corporation except at the direction of the members of the Corporation pursuant to Article 9 (Amendments) of these Bylaws. The Board, and or the Chairperson may form standing committees as needed.



#### Section 4.3 Vacancy, Resignation, Termination

In the event a Director resigns in writing, loses membership in the Corporation, is unable to carry out the essential functions of his or her position or is removed for cause, in accordance with procedures for Officers in Article 5, Section 5.6, the Board shall, within sixty (60) days, select by a majority vote, a person to fill the vacant seat to serve the remainder of the unexpired term.

A Director may resign at any time by delivering a written resignation to the Chairperson or the Secretary. In the circumstances of an oral resignation a copy of an acknowledgment letter sent by the Chairperson or Secretary shall be sufficient evidence of such resignation. Said resignation shall become effective upon acceptance by the Chairperson or Secretary.

Whenever any member of the Board of Directors shall be absent from three consecutive meetings (except due to illness or when excused by the Chairperson from attendance before or after any meeting for good and sufficient reason), such member may be removed, after reasonable notice, as a member of the Board of Directors by a majority vote of Board members present at the next Board meeting. If a Director is removed, or is incapacitated for some reason, the Chairperson may appoint a replacement Director until the election, with the approval of a majority of the Board.

#### Section 4.4 Meetings

Annual Meetings: The Board shall meet at least annually, prior to the Annual Meeting and the Board shall meet following the Annual Meeting in accordance with Article 3, Section 3.1.

Regular Meetings: The Board shall meet at least four (4) times per year for regular meetings during the year, as it deems necessary to conduct the business of the Corporation. Such meetings shall be held at locations determined by the Board.

Special Meetings: The Chairperson may call special meetings of the Board. Special meetings of the Board may also be called at the written request of two (2) of the members of the Board. Such written request must state the business to be discussed at the special meeting and the notice of the special meeting shall contain a statement of the business to be discussed at the special meeting.

The annual meeting must be held in person. Regular meetings and special meetings of the board may be held either in person or by telephonic communication provided that proper notice of the meeting is made to each Director, and that the communication provided to each Director is sufficiently clear and without interference to allow each Director to hear and participate with all members. Minutes shall be kept of all meetings held by telephonic means in the same manner as for a meeting held in person.

#### Section 4.5 Notice of Board Meetings

Written notice of every regular board meeting shall be mailed, electronically or telephonically transmitted to each Director at least two (2) weeks prior to any meeting. A reminder via mail, electronically or telephonically shall also be provided. A Director may waive such notice. The



Secretary shall prepare and distribute minutes of all meetings.

Written notice of special meetings shall be electronically or telephonically transmitted at least twenty-four (24) hours prior to meetings.

#### Section 4.6 Quorum

A majority of the Board present in person or on any telephonic communication shall constitute a quorum for the transaction of business.

#### Section 4.7 Voting

Except as otherwise provided by these Bylaws, all actions of the Board shall be taken by majority vote of the Directors present in person or by roll call, voice voting when using telephonic means, for the conduct of any meeting, provided that those persons present constitute a quorum as defined in Article 4, Section 4.6, for a meeting. All such actions of the Board shall be deemed a valid corporate act. Absent a quorum, the Board members present may not conduct business of the Corporation except to adjourn the meeting from time to time and to designate a time and place for convening a subsequent meeting of the Board.

#### Section 4.8 Voting by Mail or Electronic Mail

Unanimous Written Consent: Any action permitted to be taken by the Board may be taken upon the unanimous written consent of all members of the Board by mail or electronic mail. Any action taken by the Board of Directors by unanimous written consent by mail or electronic mail shall have the same force and effect as a vote of a majority of a quorum at a meeting duly held.

### **ARTICLE 5 - Officers**

#### Section 5.1 Chairperson

The Chairperson shall be elected from the members. The Chairperson shall preside at all meetings of the Corporation and Board meetings. The Chairperson shall have the powers and duties usually associated with the office of the Chairperson, and shall have such powers and perform such other duties as may be prescribed by these Bylaws. The Chairperson, with the advice and consent of the board, shall exercise general supervision over all committees' work in order to assure the most effective operation of the Corporation. The Chairperson shall, with the advice and consent of the Board, appoint the Chairs of all special meetings and standing committees. The Chairperson shall present a progress report of the year's activities at the Corporation's Annual Meeting. By August 1<sup>st</sup> of each year, the Chairperson, with the Treasurer, shall present a budget for the following fiscal year to be approved by the Board within thirty (30) days, and presented to the general membership at the next regular membership meeting.

#### Section 5.2 Vice Chairperson

The Vice Chairperson shall be elected from the members. The Vice-Chairperson shall assist the



Chairperson in the performance of his duties and shall assume such other duties as are assigned by the Chairperson and approved by the Board. In the absence of the Chairperson, the Vice-Chairperson shall assume the duties of the Chairperson, and shall preside at the meetings of the Corporation and of the Board. In the event that the Chairperson shall be unable to serve, the Vice-Chairperson shall succeed to the office of the Chairperson for the remainder of the Chairperson's term.

#### Section 5.3 Secretary

The secretary shall be elected from the members. The secretary shall keep an accurate record of the proceedings of all meetings of the Corporation and of the Board.

#### Section 5.4 Treasurer

The Treasurer shall be elected from the members. The Treasurer, under the supervision of the Chairperson, shall have the oversight of the receipt and deposit in the name of the Corporation of all revenues received by the Corporation and the disbursement of funds. The Treasurer shall be responsible for the financial records of the Corporation, shall chair the Business and Finance Committee and shall assist the Chairperson with the preparation of the annual budget. The Treasurer shall be responsible for all fiscal reports.

#### Section 5.5 Members-at-Large

There shall be five (5) Members-at-Large representing 1 direct service provider, 1 indirect service providers, and 3 representatives of historically underserved communities that represent the homeless population.

#### Section 5.6 Vacancies

In the event a Director resigns in writing, loses membership in the Corporation, becomes unable to carry out the duties of the office, or is removed for cause, the Board shall, within sixty (60) days, by a majority vote, name a person to succeed him to fill the unexpired term. A vacancy in office shall be filled from among those presently serving as part of the general membership.

The Board may, by three-fourths ( $\frac{3}{4}$ ) vote, vacate any office for cause or whenever the Board shall determine that the incumbent is physically unable to perform the duties of such office. The Officer affected shall be given, by registered mail, notice of any such proposed action of the Board together with a detailed statement or reason therefore at least forty (40) days before the removal action by the Board. The Officer shall have the right to respond to such notice within thirty (30) days after the receipt of such notice. No removed Officer may succeed to any other office.

### **ARTICLE 6 - Nominations and Elections**

#### Section 6.1 Nominating Committee



A nominating committee, chaired by a Director appointed by the Chairperson plus two (2) members of the Corporation shall be appointed each year by the Chairperson with the advice and consent of the Board. No member of the Nominating Committee shall be a candidate for the Board in that year's election. The Chairperson shall inform the Committee of the number of seats to be filled.

#### Section 6.2 Notice

No less than ninety (90) days prior to the Annual Meeting, there shall be a call for nominations made in the Corporation's publication. Nominations from the membership will be made in accordance with procedures approved by the Board and published with the call for nominations.

#### Section 6.3 Qualifications

Except as noted in Section 1 above, candidates for Directors must be members of the Corporation and meet such other qualifications as determined by the Board.

#### Section 6.4 Candidates

A member shall become a candidate for Director by nomination of the Nominating Committee or nomination by a member of the Corporation in accordance with the procedural requirements prescribed by the Board and published with the call for nominations. No individuals from the same immediate family may serve on the Board at the same time.

#### Section 6.5 Elections

In accordance with procedures established by the Board of Directors, the Nominating Committee shall cause to be prepared an official ballot together with information on the candidates as identified in Section 3 of this Article. All members shall receive a copy of the official ballot at least thirty (30) days prior to the Annual Meeting. The Board of Directors shall be determined by the most votes cast at the annual meeting.

#### Section 6.6 Terms

The first election of the Board by the general membership of the Corporation shall be at the Annual Meeting in October 2011. At this meeting voting will take place for positions on the Board and initial terms for each board member will be as follows:

Chairperson	2 years
Vice-Chairperson	2 years
Treasurer	2 years
Secretary	2 years
Direct Service Provider	1 year
Indirect Service Provider	1 year
1 Representatives of Historically Underserved Populations	1 year



Board terms shall not exceed two (2) consecutive terms in one position.

## **ARTICLE 7 - Committees**

### Section 7.1 Standing Committees

The Standing Committees of the Corporation shall be determined by the general membership.

### Section 7.2 Special Committees

The Chairperson may from time to time appoint special committees whose duties shall be fully outlined and whose assignments shall in no way conflict with that of a standing committee.

### Section 7.3 Committee Chairs

The Chairperson of the Board of Directors with the advice and consent of the Board shall appoint the Chairpersons of the Standing Committees who shall keep the Board Chairperson advised at all times on the activities of the committee and render such progress reports as the Board Chairperson may from time to time request. The Chairperson of each committee shall advise the membership either by a posted written report or by an oral report at the Annual Meeting of the activities and progress made by the committee during the past year.

## **ARTICLE 8 - Administration**

### Section 8.1 Appointment of Employees

The Board, bearing in mind the activities and the financial resources of the Corporation and whenever in its judgment such action is desirable in order to promote the achievement of the purposes of the Corporation as set forth in the Articles of Incorporation and these Bylaws, may authorize appointment or employment of persons to carry out designated duties for the Corporation on a compensated basis. All employees will be hired without regard to race, color, religion, sex, national origin, age, or disability.

### Section 8.2 Compensation of Officers and Directors

Directors shall not receive any salary or compensation for their services in their capacities as Directors. A Director may receive compensation for services performed in a capacity other than that of a Director provided that the Board approves such compensation.

### Section 8.3 Raising and Disbursement of Funds

The Board of Directors shall be able to receive, raise and disburse funds. This shall include the acceptance of donations as well as applying for and receiving grants and contracts. The Board of Directors shall inform the general membership of any available funding and or opportunities.

Each individual member acting in an official capacity shall NOT



- 1) Hold a financial interest that conflicts with the conscientious performance of duty.
- 2) Engage in financial transactions using information obtained from the coalition, through its capacity as a board member, or allow the improper use of such information to further any private interest.
- 3) (a) Accept a gift in return for being influenced in the performance of an official act;  
(b) Solicit or coerce the offering of a gift;  
(c) Accept gifts over twenty dollars, in value, from the same or different sources on a basis so frequent that a reasonable person would be led to believe the employee is using his public office for private gain, unless such gifts are permitted pursuant to the terms of the by-laws and articles.

Example: A purchasing agent for a Veterans Administration hospital routinely deals with representatives of pharmaceutical manufacturers who provide information about new company products. Because of his crowded calendar, the purchasing agent has offered to meet with manufacturer representatives routinely Tuesdays through Thursdays and the representatives routinely arrive at the employee's office bringing a sandwich and a soft drink for the employee. Even though the market value of each of the lunches is less than \$6 and the aggregate value from any one manufacturer does not exceed the limitation of \$20 or less, the practice of accepting even these modest gifts on a recurring basis is improper.

The Board of Directors shall act impartially to any private organization.

#### Section 8.4 Acts of the Corporation

No persons shall act in the name of the Corporation except as authorized in these bylaws or by the Board of Directors or Chairperson. No person shall, without the approval of the Board of Directors, send any written communication in the name of the Corporation to the members of the Corporation or to any other person, corporation, government agency or public official representing policy position of the Corporation. No person shall, without the approval of the Chairperson or the Board of Directors, represent the Corporation in any public testimony or deposition or enter into any contractual agreement on behalf of the Corporation.

#### Section 8.5 Fiscal Year

The fiscal year of the Corporation shall commence the first day of October of each year and end on the thirtieth (30th) day of September the following year.

### **ARTICLE 9 - Amendments**

#### Section 9.1 Requirements

A proposal to alter, amend, repeal or adopt bylaws or provisions of the Articles of Incorporation of the Corporation may be made by the Board through a majority vote of Board members or by a quorum of the general membership.



### Section 9.2 Voting

Any such proposal shall be transmitted by the Secretary to all members. These bylaws and the Articles of Incorporation may be amended, revised or repealed by the approval of two-thirds of a quorum.

### Section 9.3

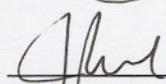
No provision of these Bylaws or the Corporation=s Articles of Incorporation may be amended, repealed, or adopted where the effect of such action is inconsistent with the Corporation=s status as a nonprofit charitable organization under the laws of Guam.

### **ARTICLE 10 - Dissolution**

In the event of the dissolution of this Corporation by the surrender or forfeiture of the charter or otherwise, no distribution of assets is to be made to any Director, Officer, employee, or any person or individual. All property owned, managed, or operated by the Corporation is irrevocably dedicated to charitable purposes to achieve the purposes of the Corporation as is defined in the Articles of Incorporation and these Bylaws. Upon the dissolution of this Corporation, such property shall not inure to the benefit of any private person but shall go to a nonprofit fund, foundation, or Corporation whose purposes are specified in the Internal Revenue Code and the laws of the territory of Guam and organized and operated to promote the general welfare of individuals who are at risk of being homeless.

  
SHELLY V. CALVO

7.22.11  
Date

  
JUANITO B. TRINIDAD

7/22/11  
Date

  
LOURDES B. HONGYEE

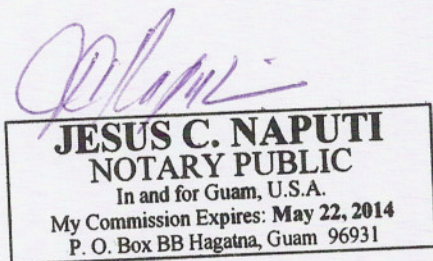
7/22/11  
Date

  
FRANKIE L. LAKE

7/22/11  
Date



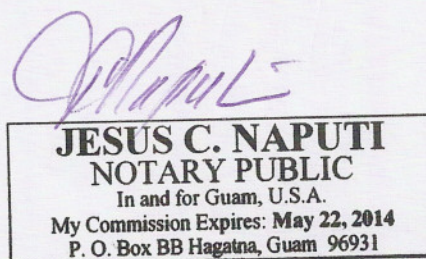
SUBSCRIBED AND SWORN to before me this 22<sup>nd</sup> day of July, 2011, by SHERRY K. CALVO & JUANITO B. TRINIDAD



NOTARY PUBLIC



SUBSCRIBED AND SWORN to before me this 22<sup>nd</sup> day of July, 2011, by LOURDES B. HONKHE & FRANKIE L. LAKE



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