

**BYLAWS
OF
HOMELESS ALLIANCE OF WESTERN NEW YORK, INC.**

Adopted: July 20, 2022

ARTICLE I.

The Corporation

Section 1. Corporation Name

The name of the Corporation shall be Homeless Alliance of Western New York, Inc.

Section 2. Corporation Address

The principal office of the corporation shall be 960 Main St., Buffalo, New York 14202 or such other location as may be established to assist in carrying out the purposes of the corporation.

Section 3. Corporate Purposes

The purposes of the Corporation shall be as follows:

1. Facilitate dialogue and strategic action among public, private, and non-profit sectors to end homelessness.
2. Work collectively with service providers, community leaders, and individuals who have experienced homelessness to evaluate service needs and minimize gaps.
3. Establish and maintain a central repository of information and statistics through the Homeless Management Information System in accordance with Department of Housing and Urban Development data standards and guidelines. HAWNY will be responsible for reviewing, revising, and approving a privacy plan, security plan, and data quality plan for the HMIS and ensuring consistent participation of recipients and subrecipients in the HMIS
4. Promote community awareness and regarding the issues of homelessness.
5. Provide support and guidance for agencies in obtaining funding for homeless projects.
6. To be the Buffalo, Niagara Falls, Erie Niagara, Genesee, Wyoming and Orleans County Collaborative Applicant for Department of Housing and Urban Development Continuum of Care funds and to serve as the applicant for other regions in the Western New York area, as approved by the Board of Directors.
7. To be the Homeless Management Information System lead for the Buffalo, Niagara Falls, Erie, Niagara, Genesee, Wyoming, and Orleans County Continuum of Care and to serve as the lead for other regions in the Western New York area, as approved by the Board of Directors and in accordance with a separate HMIS Governance Charter.
8. To ensure compliance of the Buffalo, Niagara Falls, Erie Niagara, Genesee, Wyoming and Orleans County Continuum of Care with DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT regulations.
9. Policies and procedures including but not limited to coordinated entry, project monitoring, performance targets, evaluate

outcomes, written standards, & HMIS policies and procedures will be approved by the CoC in separate documents.

10. To be the designated Continuum of Care and HMIS lead for Buffalo, Niagara Falls, Erie, Niagara, Genesee, Wyoming and Orleans Counties.
11. Appointing and assisting with existing committees, subcommittees, or workgroups to carry out the tasks of the continuum and to coordinate planning and service activities with CoC partner agencies through meetings or committees in order to end homelessness.
12. Plan and conduct an annual Point In Time count;
13. Participate in HUD Consolidated Plan process for any municipality required to submit one to HUD;
14. Consult with Emergency Solutions Grant recipients to ensure coordination of efforts to end homelessness;

Section 4. Corporation Assets

This corporation is not organized for financial profit, and no part of its assets, income or profit shall be distributed to, or inure to the benefit of its members, directors or officers.

ARTICLE II

Membership

Section 1. Classes of Membership Authorized.

The Corporation shall have one class of members.

Section 2. Criteria for Membership.

The Board of Directors may establish criteria for membership, including a schedule of dues, and any waivers thereof, as well as procedural requirements for prospective members, unless otherwise prescribed by law, the Certificate of Incorporation and/or these By-Laws. The Board of Directors shall make an invitation for new members to join publicly available within the geographic area at least annually.

Section 3. Semi-Annual Meetings.

Semi-annual meetings of the Members entitled to vote shall be held, including one annual meeting for the election of Directors and the transaction of business in the month of January of each year on any day in that month as determined by the Board of Directors.

Section 4. Special Meetings.

Special Meetings of the Members entitled to vote may be called at any time by the Chairperson, or a majority vote of the Board of Directors, provided there is a quorum at the meeting of the Board of Directors at which the action for a Special Meeting is taken, or upon the written request of at least twenty (20) percent of the qualified voting Members of the Corporation.

Section 5. Action by Members Without a Meeting.

Whenever under the Not-for-Profit Corporation Law, the Membership is required or permitted to take any action or vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

Section 6. Locations of Meetings.

Meetings of the Membership shall be held at the principal office of the Corporation or at such other place, or via teleconference as may be fixed by the Board of Directors.

Section 7. Notice of Meetings.

7.1. Written Notice.

Written notice shall be given to Members entitled to vote at each annual meeting to elect Directors or Special meeting of the Membership. Notices shall state the place, dates and hours of the meeting, written agenda and, unless it is an annual meeting or convention, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called. A copy of the notice of any meeting shall be given, personally, via fax or email, or by first class mail, not less than ten (10) nor more than fifty (50) days before the date of the meeting to all Members entitled to vote at such meeting.

7.2 Waiver of Notice.

Notice of meetings of the Membership need not be given to any Member entitled to vote who submits a signed waiver of notice, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member by any reasonable means, including, but not limited to facsimile signature.

If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any Member entitled to vote at a meeting without protesting prior to the conclusion of the meeting, the lack of notice of such meeting, shall constitute a waiver of notice by the Member.

Section 8. Quorum.

A quorum shall be required for the legal and proper conduct of the business of the Membership. Forty percent (40%) of members entitled to vote shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

Section 9. Adjournment.

A majority of the Members entitled to vote present at any meeting of the Membership, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Members entitled to vote absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other Members entitled to vote.

Section 10. Organization

10.1. Chairperson.

At all meetings of the Membership, the Chairperson, or, in his/her absence, the Vice-Chairperson or, in his/her absence, another Director chosen by the Membership shall preside.

10.2 Secretary.

At all Annual and Special meetings of the Membership, the Secretary, or, in his/her absence, HAWNY staff shall act as secretary at the meeting. The minutes will then reviewed by the Chairperson, and will be made available to the membership by posting on the HAWNY website.

Section 11. Qualification of Voters.

11.1. Votes Authorized.

Every Member of record of the Corporation shall be entitled to one vote upon each proposition coming before any meeting of the Membership.

11.2. Qualification.

The Board of Directors may fix a date as the record date for the purpose of determining the Members entitled to vote at any meeting of the members or any adjournment thereof, or to express consent to or dissent any proposal without a meeting. The record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting.

Section 12. Voting

12.1. Election of Directors.

Members of the Board of Directors shall be elected by a majority of the votes cast at a meeting of the Membership except as may be required by law, the Certificate of Incorporation and/or these By-laws.

12.2. Other Actions of the Membership.

Whenever any corporate action, other than the election of Directors, is to be taken by vote of the Membership, it shall, except as otherwise may be required by law, the Certificate of Incorporation and/or these By-Laws, be authorized by a majority of the votes cast at such meeting.

Section 13. Proxies.

13.1. Proxies Authorized.

Every Member entitled to vote at a meeting of the Membership or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy.

13.2. Validation.

Every proxy must be signed by the Member or the Member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided by proxy.

13.3. Revocation.

Every proxy shall be revocable at the pleasure of the Member executing same, except as may otherwise be provided by law. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy, unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Secretary or Assistant Secretary.

Section 14. Inspectors of Election.

14.1. Appointment.

The Board of Directors, in advance of any meeting of the Membership, may appoint one (1) or more inspectors to act at the meeting or any adjournment thereof. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or by the Chairperson thereat. Each inspector, before entering upon the discharge of his/her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his/her ability.

14.2 Powers.

The inspectors shall devise the procedures by which Corporate votes and elections are to be held. It shall be the responsibility of the inspectors to: determine the number of membership certificates outstanding and the voting powers of each; certify the existence of a quorum; assess the validity and effect of proxies; hear all challenges and questions arising in connection with the right to vote; receive all votes or ballots; count and tabulate all votes or ballots; determine the results and certify the validity of all votes and elections; and, do such other and further acts as may be required to conduct elections or votes with fairness to all Members. On request of the Chairperson, or any Member entitled to vote at the meeting. The inspectors shall make a report, in writing, of any challenge, question or matter determined by them any execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

Section 15. List of Members at a Meeting.

A list or record of members entitled to vote shall be produced by HAWNY staff, and certified by the Secretary or any Assistant Secretary, at any meeting of the Membership upon the request therefore of any member who has given written notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be Members entitled to vote thereat may vote at such meeting.

Section 16. Committees of the Membership

Homeless Management Information System Committee –This committee will oversee the Continuum of Care’s compliance with the HMIS standards as established by HUD. This committee will consist of no fewer than 7 members all of whom are representatives of the users of HMIS.

Independent Project Selection Committee – This committee is charged with the responsibility of reviewing and scoring local Continuum of Care applications for funding and deciding which applications will go forward into the HUD Continuum of Care application and determine funding levels for each application. This committee shall have a minimum of 7 members, selected by the Corporation’s Executive Director, in his or her capacity as the local convener of the Continuum of Care process, to ensure proper representation from the private sector, the public sector, and organizations that serve various homeless sub-populations. Attempts will be made to use Homeless Alliance Members whenever possible, however members of the Project Selection Committee need not be members of the Homeless Alliance. Specific guidelines for this committee will be adopted by the Board of Directors each year. Every attempt will be made to avoid a conflict of interest with those serving on this committee.

Coordinated Entry Oversight Committee - Members of the Coordinated Entry Oversight Committee are recruited to represent all homeless services providers, especially those who are involved in Coordinated Entry, including at least one representative from each program type: permanent supportive housing, transitional housing, outreach, shelter, youth services,

Veteran services, DV service providers, a consumer, Niagara County, the GOW service area and the CE lead. This committee meets at least quarterly. The purposes of the committee are:

- Providing general oversight and support to the coordinated entry system in accordance with the CoC approved Written Standards.
- Responsible for developing and maintaining a process to receive and respond to grievances of participants and housing providers. Grievances that cannot be resolved by the coordinated entry lead agency and all provider appealed referrals will be forwarded to the oversight committee for resolution.
- Review and make final decision on Coordinated Entry related appeal.
- Evaluate the efficiency and effectiveness of the coordinated entry process by reviewing performance data and solicit feedback from participating projects and from households that participated in coordinated entry at least annually.
- Create an action plan to address issues identified through the oversight or evaluation of Coordinated Entry.
- Conducting an annual review of the Coordinated Entry Protocol.
- Establishing detailed client prioritization for receiving CoC or ESG funded program assistance based upon the approved CoC Written Standards.
- Review and approve policy changes or protocol improvements submitted by the coordinated entry lead agencies and subpopulation committees before the Board of the Homeless Alliance for final approval.

A complete list of Continuum of Care committees is listed in a separate document.

ARTICLE III Board of Directors

Section 1. General Management.

The general management of the affairs of this Corporation shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

Section 2. Number.

The Board of Directors shall consist of not less than nine (9) nor more than eighteen (18) members, the number of Directors to be determined from time to time by resolution of the entire Board of Directors provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. Two (2) of the members of the Board of Directors shall be representatives of organizations located in Niagara County. One (1) of the members of the Board of Directors shall be representative of an organization located in Genesee, Orleans, or Wyoming County. One (1) member of the Board of Directors shall be a homeless or formerly homeless person. As used in this Article, the term "the entire Board of Directors" shall mean the total number of Directors entitled to vote that the Corporation would have if there were no vacancies.

Section 3. Qualifications.

Each member of the Board of Directors must be at least eighteen (18) years of age. The Board must be representative of the relevant organizations and of projects serving homeless subpopulations; and include at least one homeless or formerly homeless individual. The Board of Directors must also adopt and follow a written process to select a board to act on behalf of the Continuum of Care. The process must be reviewed, updated, and approved by the membership at least once every 5 years. Notwithstanding the foregoing, no employee of the Corporation shall serve as the chair of the Board or hold any other title with similar responsibilities, unless the Board approves such employee serving as the chair of the Board by a two-thirds vote of the Entire Board and contemporaneously documents, in writing, the basis for the Board approval.

Section 4. Selection Procedure, Terms of Office, Newly Created Directorships & Vacancies

4.1. Selection Procedure.

At each Annual Meeting of the Membership, the Members, by a majority of the votes cast, shall elect new Directors to replace those whose terms are expiring.

4.2. Terms of Office

The term of office for a Board member shall be three (3) years unless otherwise provided in these By-Laws. One-third of the members shall be selected every three years. The terms of office for all Directors shall begin on the day of their election and shall conclude upon the election of their successors.

4.3. Newly Created Directorships and Vacancies.

A vacancy in office shall arise upon the death, resignation or removal of a Director or a newly created Directorship resulting from an increase in the number of Directors. Except in the cases of the office of Chair, a vacancy on the Board of Directors occurring in the interim between annual meetings may be filled by an interim successor appointed by the Board of Directors. At the next Annual Meeting of the Board of Directors following the vacancy, the Board may elect, by a vote of a majority of Directors, a permanent successor for the vacated position. Directors elected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected and qualified.

Section 5. Resignation.

A Director may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary of the Corporation. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the Chair or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Suspension & Removal.

6.1. Suspension.

Any or all of the members of the Board of Directors may be suspended for cause by a two-thirds (2/3) majority vote of the Board at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. The period of suspension can last only until such time as the next Annual Meeting. At any meeting where a vote is to be taken to suspend a member of the Board, the Director in question may attend and shall be given a reasonable opportunity argue in his/her defense.

6.2. Removal.

Any or all of the members of the Board of Directors may be removed with or without cause by a two-thirds (2/3) majority vote of the Board at any Annual Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove a member of the Board, the Director in question may attend and shall be given a reasonable opportunity argue in his/her defense.

Section 7. Meetings.

7.1. Annual Meetings.

The Board of Directors shall convene an Annual Meeting in October of each year for the purpose of electing Directors and the transacting such other and further business of the Corporation as may be required. Notice of the Annual Meeting need not be given.

7.2. Regular Meetings.

The Board of Directors shall endeavor to convene Regular Meetings at least four (4) times per year. Regular Meetings of the Board of Directors may be held, with, or without, notice at such times as may be fixed from time to time by resolution of the Board of Directors.

7.3 Special Meetings.

Special Meetings of the Board of Directors shall be held whenever called by the Chair, the Secretary, or any three (3) Directors. Notice of Special Meetings shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting. If notice is given personally or by telephone it shall be given not less than three (3) days before the meeting; if it is given by electronic mail, facsimile or first class mail, it shall be given not less than five (5) days before the meeting.

Section 8. Waivers of Notice.

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

Section 9. Location of Meetings.

The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors or via teleconference.

Section 10. Quorum.

A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority of the entire Board then in existence shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Directors.

Section 11. Adjournment.

A majority of Directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. Reasonable notice, given personally or by telephone, electronic mail, facsimile or first class mail, of the adjournment shall be given to all Directors who were absent at the time of the adjournment, and unless the purposes, time and place of the meeting are announced at the adjourned meeting, to the other Directors

Section 12. Organization.

12.1. Chairperson.

At all meetings of the Board of Directors, the Chairperson, or, in his/her absence, the Vice-Chairperson or, in his/her absence, another Director chosen by the Board shall preside.

12.2. Secretary.

At all meetings of the Board of directors, the Secretary, or, in his/her absence, any Assistant Secretary or, in his/her absence, another Director chosen by the Board shall act as secretary of the meeting.

Section 13. Action by the Board of Directors.

13.1. Action Defined.

Except as otherwise provided by law or in these By-Laws, an "Action," or "Act," of the Board of Directors shall mean an action at a meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a sufficient quorum is present. The purchase sale, mortgage or lease of real property shall only be authorized by vote of a two-thirds (2/3) majority of the Directors present at the time of the vote, provided a sufficient quorum is present. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall only be authorized by vote of a two-thirds (2/3) majority of the Directors present at the time of the vote, provided a sufficient quorum is present, and a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by law.

13.2. Written Consent.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

13.3. Electronic Communication.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 14. Voting.

Each member of the Board of Directors shall have one vote.

Section 15. Attendance.

A member of the Board of Directors who has missed three (3) consecutive meetings without reasonable cause shall be asked to resign. After the second meeting, the Secretary shall mail a letter to the subject Board member informing her/him that if s/he does not attend the third meeting, a motion to this effect will be made at the fourth meeting. S/he may attend this fourth meeting to argue in his/her defense

Section 16. Annual Report.

The Board of Directors shall present at the Annual Meeting a report certified by a firm of independent public accountants selected by the Board, showing in appropriate detail the following:

- a. the assets and liabilities, including the trust funds, if any, of the Corporation as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting;
- b. the principal changes in assets and liabilities, including trust funds, if any, during said fiscal period; the revenue or receipts of the Corporation both unrestricted and restricted to particular activities.

Section 17. Related Party Transactions.

No Director of the Corporation shall vote, or be counted in determining the quorum for any vote, on any transaction between the Corporation and another corporation, firm, association or other entity in which that Director is an officer or director or has a direct or indirect substantial financial interest ("Related Party Transaction"). Notwithstanding the foregoing, a transaction will not be considered a Related Party Transaction if: (i) the transaction or the related party's financial interest in the

transaction is de minimis, (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms. For the purposes of this section, a Director shall be deemed to have a “direct or indirect substantial financial interest” in any corporation, firm, association or other entity in which such Director, together with his or her parents and spouse and all descendants of his or her parents and spouse, have an aggregate beneficial equity interest of ten percent (10%) or more. Any such interest shall be disclosed to the other Directors of the Corporation and made a matter of record. Such disclosure shall be made by the Director involved or, in his or her absence, by another Director having knowledge of the facts. In addition to refraining from voting, such Director shall neither participate in the deliberations nor use personal influence in the matter; provided, however, that the Board of Directors or a Committee of the Board of Directors may request that such Director be present to provide information before the deliberations or voting begin. In regard to any proposed Related Party Transaction the Board of Directors, or an authorized Committee of the Board of Directors, shall (i) consider alternative transactions to the extent available before entering into the Related Party Transaction; (ii) approve the Related Party Transaction by at least a majority vote of the Directors present; and (iii) contemporaneously document in writing the basis for such approval.

ARTICLE IV.

Officers

Section 1. Officers of the Corporation.

The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. The offices are described as follows:

Section 2. Duties.

2.1. Chairperson.

The Chairperson shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors. The Chairperson, the Secretary or any other proper officer of the Corporation authorized by the Board of Directors may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other Officer or agency of the Corporation. In general the Chairperson shall perform all duties as may be prescribed by the Board of Directors from time to time.

2.2. Vice Chairperson.

In the absence of the Chairperson, or in the event of his/her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson and/or the Board of Directors.

2.3. Secretary.

The Secretary, or member designated by the board, shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, and be custodian of the corporate records of the Corporation. The Secretary shall keep a register of the post office address and email address of each member and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson and/or the Board of Directors. In addition, the Secretary shall notify members of their election to office or their appointment to committees and keep a record of the transactions of the Corporation and of the Executive Board.

2.4 Treasurer.

The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the Corporation and shall keep the board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board of Directors in a format prescribed by the Board; shall serve as the board's liaison with the independent auditor; and shall serve as a member of the Audit and Finance Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors.

Section 3. Election of Officers

Officers shall be elected at the annual meeting of the Board of Directors and they shall serve until the next annual meeting or until their successors are elected and become qualified to serve.

Section 4. Vacancies.

A vacancy occurring in any office may be filled for the balance or unexpired portion of the term. The Board of Directors may fill the vacancy at any duly called regular or special meeting.

Section 5. Compensation of Directors.

Directors or officers shall not receive any salary or compensation for services rendered, except those Directors may be reimbursed for expenses incurred through participation in Board activities.

ARTICLE V. Committees of the Board

Section 1. Executive Committee

The Board of Directors, by resolution adopted by a supermajority of the entire Board, shall have one standing committee which shall be the Executive Committee. The members of the Executive Committee shall be the officers of the Corporation: Chairperson, vice-Chairperson, secretary and treasurer. The Board of Directors may, by majority vote, appoint an additional two (2) members of the Executive Committee.

Section 2. Nominating Committee

The Board of Directors may establish a nominating committee whose responsibility shall be to develop and present a slate of candidates for the Board of Directors. This slate should be composed of a broad range of representatives such as nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, and organizations that serve veterans and homeless and formerly homeless individuals.

Section 3. Finance Committee.

The Finance Committee shall be comprised of at least three (3) members of the Board of Directors and shall include at least one (1) financially knowledgeable member. The Committee shall review the annual operating budget and recommend approval by the Board of Directors; review financial statements on a regular basis; monitor and recommend financial and investment policies; ensure that all necessary financial filings are accurate, timely and compliant; oversee annual audit(s) and present to the Board. The Committee shall approve the independent auditor engagement and shall recommend the auditor to be engaged to the Board of Directors. The Committee shall respond in writing to audits and related management letters, as necessary, and subject to approval of the Board of Directors. It shall also ensure proper

and consistent implementation of the Board's policies regarding allegations of any legal, contractual or policy violations of a financial nature.

Section 4. Other Committees of the Board; Powers and Responsibilities

The Board of Directors may, by resolution adopted by a majority of the entire Board, establish, and terminate, such additional committees of the Board as it shall determine from time to time. Each such committee of the Board shall have such authority as the Board shall by resolution provide, except that no committee, including the Executive, Nominating and Finance Committees, shall have the authority as to the following matters:

- (a) The submission to Members of any action requiring Members' approval.
- (b) The filling of vacancies on the Board or in any committee.
- (c) The fixing of compensation of Directors for serving on the Board or any Board appointed committee.
- (d) The amendment or repeal of the By-laws, or the adoption of new By-laws.
- (e) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (f) The election or removal of officers and directors.
- (g) The approval of a merger or plan of dissolution.
- (h) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of a corporation.
- (i) The approval of amendments to the certificate of incorporation.

The Chairperson shall be a member ex officio of all committees, except any nominating committee which might be established.

Section 5. Qualifications.

All committees of the Corporation shall be comprised of Members of the Corporation. The Board of Directors may establish or waive qualifications for committee membership at its discretion.

Section 6. Meetings.

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chairperson of the Corporation or the Chairperson of the Committee or by a majority vote of all of the members of the Committee.

Section 7. Quorum and Manner of Acting.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the Directions of the Board of Directors.

ARTICLE VI. Contracts

Section 1. Execution of Contracts.

The Board of Directors, subject to these By-Laws and the Conflict of Interest Policy of the Corporation, may authorize any officer or officers, agent or agents, in the name of or on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these by-laws, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or agreement or to pledge its credit or render it financially liable in any amount for any purpose.

ARTICLE VII.
By-Laws Amendments

Section 1. Amendments

The By-Laws of the Corporation may be adopted, amended or replaced by the affirmative vote of a majority of the entire membership of the Corporation. If a by-law regulating an impending election of Directors is adopted, amended or repealed by the membership, there shall be set forth in the notice of the next meeting of the members, the by-law so adopted, amended or repealed, together with a concise statement of the change made.

ARTICLE VIII.
Dissolution

This Corporation may be dissolved by a two-thirds (2/3) majority vote of the Board of Directors, following a dissolution plan prepared by the Board. Upon dissolution of the Corporation, any residual assets shall be donated to a not-for-profit organization(s) with purposes of this Corporation.

In the event of the dissolution, no Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of the assets of the Corporation. Such assets shall be donated, transferred, delivered or conveyed by the Corporation to one or more organizations engaged in similar activities that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the laws of the State of New York, or to any funding source to which the assets of the Corporation belong.

ARTICLE IX.
Duty of Loyalty and Conflict of Interest.

Section 1. Duty of Loyalty.

No Officer or Director shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer or Director shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest. No 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.

Section 2. Conflict of Interest Definition.

A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Director of the Board, or business or agency from which such a Director derives an income or has authority in governance, as more fully set forth in the Corporation's Conflict of Interest Policy.

Section 3. Abstention.

A member of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest.

Section 4. Disclosure.

A member of the Board shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board Chair or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the Chair or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the Chair shall immediately call for a vote of the Directors

to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote.

Section 5. Limitations.

The Corporation is dedicated to assuring for the participation of individuals associated with the harm reduction community on its Board of Directors and recognizes that such individuals may qualify for certain services offered by the Corporation. Participation as a member of the Board does not preclude an individual from receiving services that s/he may be eligible for and need. The receipt of services or the potential of receiving services may, however, constitute a conflict of interest from time to time as defined herein. In the event that such a conflict of interest is determined to compromise the individual's ability to represent the Corporation's best interest regarding a specific issue or action before the Board, the procedures stated in this Article are in full force and effect.

ARTICLE X.

Indemnification of Directors, Officers and Employees

Section 1. Authorized Indemnification.

Unless clearly prohibited by law or these By-Laws, this Corporation shall indemnify any person (an "Indemnified Person") made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Corporation, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director or Officer of the Corporation, or; (b) is serving or served, in any capacity, at the request of the Corporation, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

Section 2. Prohibited Indemnification.

The Corporation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

Section 3. Advancement of Expenses.

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that s/he is not entitled to be indemnified under the law or these By-Laws. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others.

Unless clearly prohibited by law or these By-Laws, the Board of Directors may approve indemnification by the Corporation, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the

Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification.

Indemnification mandated by an order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Directors must find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such action concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

Section 6. Binding Effect.

Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance.

The Corporation is required to purchase Directors and Officers liability insurance. To the extent permitted by law, such insurance shall insure the Corporation for any obligation it incurs as a result of this Article and it may directly insure the Directors, Officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled to be indemnified.

Section 8. Nonexclusive Rights.

The provisions of this Article shall not exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director Officer, employee or volunteer to provide them rights to indemnification in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations herein.

ARTICLE XI. Harassment

Harassment of any kind is not productive and will not be tolerated by this Corporation. Any individual bound by these By-Laws who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the Chair. Any individual bound by these By-Laws who is aware of such verbally or physically abusive conditions should report such activity immediately.

The general policy will be reflected in the personnel procedures and program procedures promulgated by the Corporation to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.

**ARTICLE XII.
Construction**

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, provisions of the Certificate of Incorporation shall govern.

**ARTICLE XIII.
Annual Audit**

The accounts of the Corporation shall be audited each year by an independent Certified Public Accountant who is not an officer, board member or employee of the Corporation.