

CODE OF REGULATIONS

Stark Housing Network, Inc.

Article I – Mission

Stark Housing Network leads efforts to end homelessness in Stark County, Ohio, by managing a comprehensive and efficient system of care for the homeless and those at risk of homelessness and promoting the system's continuous improvement through the development of necessary resources and effective partnerships.

Article II - Members

A. **Founding Members.** The founding members of Stark Housing Network (the "Corporation") are:

1. City of Alliance, Ohio
2. City of Canton, Ohio
3. City of Massillon, Ohio
4. County of Stark, Ohio
5. The Sisters of Charity Foundation of Canton
6. Stark County Mental Health & Addiction Recovery
7. United Way of Greater Stark County
8. Canton Regional Chamber of Commerce

B. **Other Members.** Other persons, firms, associations, partnerships, corporations, and charitable organizations may become members if approved by a majority of current members. However, the total number of members may not exceed the maximum number of Directors permitted on the Board.

C. **Rights of Members.** Each member shall be entitled to appoint one Director to the Corporation's Board of Directors.

D. **Annual Meetings.** An annual meeting of members for the election of Directors, for the consideration of any reports, and for the transaction of such other business as may properly be brought before the meeting, shall be held on such date as may be designated by the Corporation's Board of Directors. The annual meeting may be held solely by means of authorized communications equipment as defined in the Ohio Nonprofit Corporation Law (the "Act").

E. **Special Meetings.** Special meetings of the members of the Corporation may be called by the President (or in the absence of the President, by the Vice President authorized to exercise the authority of the President), by the Board of Directors pursuant to a resolution or pursuant to a majority of all Directors acting in writing without a meeting, or by members representing at least thirty percent (30%) of the members. Calls for special meetings shall specify the time, place, and

object or objects thereof, and no business other than that specified in the call shall be considered at any such meetings. A special meeting may be held solely by means of authorized communications equipment as defined in the Act.

F. Notice of Meetings. A written or printed notice of the annual or any special meeting of the members, stating the time and place (if any), and in case of a special meeting, the purpose of the meeting, shall be given to each member entitled to vote at such meeting by mailing the same to each member at the address in the records of the Corporation and/or by sending the same by facsimile or electronic mail to the facsimile number or electronic mail address in the records of the Corporation - in all cases, at least ten (10) days before any such meeting. Any member may waive in writing any required notice of a meeting. It shall be the responsibility of the Secretary to give such notice.

G. Quorum. A quorum will exist if at least a majority of all members are present. In the event of an absence of a quorum at any meeting, a majority of those present and entitled to vote may adjourn such meeting. At any meeting reconvened following its adjournment, any business may be transacted which might have been transacted at the meeting as originally called provided a quorum is present.

Article III - Board of Directors

A. Number of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors which shall exercise all of the powers of the Corporation except as restricted by law, the Articles of Incorporation, or this Code of Regulations. The number of Directors on the Board shall be at least eight (8) and no more than fifteen (15) and may be modified by law or by resolution of the members.

B. Appointment. Each member of the Corporation shall appoint one (1) Director. The remaining Directors shall be appointed by the Board of Directors and will be referred to as "At Large Directors." Each Director shall be a natural person. At least twenty-five percent (25%) of the Directors of the Corporation must also be directors on the board of the Homeless Continuum of Care of Stark County.

C. Terms. The terms of the Directors shall be as follows:

1. Initial Directors appointed by members will draw lots to determine whether they will serve terms of one, two, or three years, resulting in approximately equal numbers of such Directors serving terms of each duration.
2. Initial At Large Directors will be appointed for terms of one (1), two (2), or three (3) years as determined by the Board of Directors to stagger their terms and ensure that not all of those terms expire on the same date.
3. Any Director appointed after the first term of an initial Director shall serve a term of three years.

4. Directors will hold office until the expiration of the term for which they were appointed and will continue in office until their respective successors have been duly appointed.

D. Resignation from the Board. A resignation from the Board of Directors will be deemed to take effect upon its receipt by the Secretary, unless some other time is specified therein. The acceptance of a resignation shall not be necessary to make it effective unless so specified in the resignation.

E. Filling Board Vacancies. In the case of a vacancy on the Board of Directors created by the death or departure of an At Large Director, the remaining Directors may act at any duly convened meeting of Directors - or may act pursuant to a majority of the remaining Directors by taking action in writing without a meeting - to appoint a successor to hold office for the unexpired portion of the term of the departing Director.

In the case of a vacancy on the Board of Directors created by the death or departure of any Director appointed by a member, the member that appointed that Director would appoint a successor to hold office for the unexpired portion of the term of the Director.

F. Regular Meetings. Regular meetings of the Board of Directors shall be held at least semiannually on such dates as the Board may designate.

G. Special Meetings. Special meetings of the Board of Directors shall be called by the President, a Vice President, or any two (2) Directors.

H. Notice of Meetings. The Secretary shall give notice of each meeting of the Board of Directors, whether regular or special, to each member of the Board, by mailing the same at least five (5) days before the date of the meeting to each Director at the address appearing in the Corporation's records and/or by sending the same, at least two (2) days before the holding of the meeting, to each remaining Director's facsimile number or electronic mail address reflected in the Corporation's records.

I. Quorum. A majority of the Directors in office at the time shall constitute a quorum at all Board of Directors meetings.

J. Place of Meetings. The Board of Directors may hold its meetings at any place within the State of Ohio as the Board may, from time to time, designate. Any meeting of the Board may be held solely by means of authorized communications equipment as defined in the Act.

K. Compensation. Directors will not receive any compensation for their services as Directors. However, this should not be interpreted to preclude Directors from serving the Network in any other capacity and receiving compensation.

Article IV - Rights and Liabilities of Directors

A. **Property Interest of Directors.** No Director of the Corporation shall have any right to or interest in any property or assets of the Corporation, either before or at the time of any liquidation or dissolution of the Corporation.

B. **Responsibility of Director for Debts.** The private property of Directors shall be exempt from execution or other liability for any debts of the Corporation, and no Director shall be liable or responsible for any debts or liabilities of the Corporation.

Article V - Officers

A. **Officers of the Corporation.** The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. At the discretion of the Board, the Corporation may also have one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected from time to time as determined by the Directors. One person may hold two or more offices, except that one person cannot hold the offices of both President and Secretary.

B. **Election and Term of Officers.** At the last meeting of the Board of Directors in each fiscal year, the Board shall elect the officers of the Corporation for the following fiscal year. Elected officers will serve a term of two years. The Board may also appoint an executive committee or other committees and define the powers and duties of any such committee.

C. **Removal of Officers.** Any officer elected or appointed by the Board of Directors may be removed at any time for any reason or for no reason upon vote of the majority of the whole Board of Directors.

Article VI - Duties of Officers

A. **President.** The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall exercise, subject to the control of the Board of Directors, general supervision over the affairs of the Corporation, and shall perform generally all duties incident to the office and such other duties as may be assigned to the President by the Board of Directors.

B. **Vice President.** The Vice President shall perform all duties of the President in the President's absence or during the President's inability to act and shall have such further duties as may be assigned to the Vice President by the Board of Directors.

C. **Secretary.** The Secretary shall give notices of all meetings, shall keep the minutes of all proceedings of the Board of Directors, of the members, and of any and all committees, and shall

make a proper record of the same, which shall be attested to by the Secretary, and shall have such further duties as may be assigned to the Secretary by the Board of Directors.

D. Treasurer. The Treasurer shall be a certified public accountant or financial expert and shall fulfill all fiduciary responsibilities of nonprofit board treasurers as required under applicable Ohio and federal law. The Treasurer shall have custody of the funds of the Corporation which may come into the Treasurer's hands, and shall handle those funds in the manner dictated by the Board of Directors. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection, checks, notes, and other obligations. The Treasurer shall deposit the funds of the Corporation to its credit in such banks and depositories as the Board of Directors may designate from time to time. The Treasurer shall also have such further duties as may be assigned to the Treasurer by the Board of Directors.

Article VII - Executive Director

A. Selection and Tenure. The Board of Directors shall appoint the Executive Director; fix terms of the Executive Director's compensation, tenure, and responsibilities; and evaluate the Executive Director's performance. The Executive Director may be removed at any duly called and constituted a meeting of the Board of Directors by a two-thirds (2/3) vote of all Directors present.

B. Responsibilities. The Executive Director shall be responsible for implementing the policies, administering the programs, and managing the day-to-day operations of the Corporation. The Executive Director shall only have the authority delegated by the Board of Directors in Board-approved policies or as otherwise authorized by Board action from time to time and shall be responsible to the Board for proper performance of duties so authorized or delegated.

Article VIII - Indemnification and Liability Insurance

A. Indemnification. Subject to the limitations set forth below in Section B of this Article VIII, the Corporation shall indemnify any Director, officer, employee, agent, or volunteer, or any former Director, officer, employee, agent, or volunteer of the Corporation, against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement, and other liabilities to the full extent permitted by Ohio law, but only in accordance with the procedures prescribed by applicable law.

B. Advancement of Expenses. Any provision in Ohio law that may require payment and indemnification of expenses as they are incurred - in advance of the final disposition of an action, suit, or proceeding - do not apply to the Corporation. Upon the request of a present or former Director, officer, employee, agent, or volunteer who is a subject of an action, suit, or proceeding, the Corporation may (to the extent permitted by Ohio law), but shall not be required to, pay the expenses, including attorney's fees, incurred by such person in defending the action,

suit, or proceeding, as they are incurred, in advance of the final disposition of the action, suit, or proceeding as authorized by Directors in the specific case, upon receipt of an undertaking by or on behalf of such person to repay the amount if it is ultimately determined that such person is not entitled to be indemnified by the Corporation.

C. Insurance. The Corporation may purchase and maintain insurance for or on behalf of (1) any person who is or was a Director, officer, employee, agent, or volunteer of the Corporation, or (2) any person who is or was serving at the request of the Corporation as a Director, officer, employee, agent, or volunteer of another entity, against any liability asserted against such person and incurred by such person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article.

Article IX – Nonprofit Corporation

At all times, the Corporation shall be operated on a nonprofit basis, and no interest or dividends shall be paid or payable by the Corporation to any member or Director as such. Also, the Corporation shall be operated for the charitable purposes for which it was created, and any net earnings of the Corporation (beyond those necessary for retirement of its indebtedness or its expenses) may not inure to the benefit of any member, Director, or officer.

Article X – Dissolution

Upon dissolution or liquidation of the Corporation, title to or other interest in any real or personal property that is owned by the Corporation shall be transferred to another public charity or governmental agency as determined by the Board of Directors and permitted by law.

Article XI – Miscellaneous

Any Director may waive in writing notice of a meeting required to be given this Code of Regulations. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting by such Director except in the case a Director who shall attend a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened.

Article XII – Waiver of Notice

Whenever any notice is required to be given under the provisions of the laws of the State of Ohio relating to nonprofit corporations or under the provisions of the Corporations Articles of Incorporation or its Code of Regulation, a waiver thereof in writing signed by the person or persons entitles to such notice shall be deemed the equivalent of giving such notice.

Article XIII – Amendments

The Code of Regulations may be adopted, amended repealed by the affirmative vote of a majority of the voting members present at any meeting at which there is a quorum or without a meeting by the written assent of a majority of the voting members of the Corporation.

Article XIV - Conflict of Interest, Gifts, Administration, Discipline, and Dissemination

1. Conflict of Interest

a. Prohibition on Participation in Contracts

No employee, officer, or agent of the corporation shall participate in the selection, award, or administration of a contract supported by U.S. Federal funds if a conflict of interest would be involved. A conflict of interest arises when:

- (i) the employee, officer, or agent,
- (ii) any member of his/her immediate family,
- (iii) his/her partner, or
- (iv) an organization which employs, or is about to employ, any of the above, has a financial or other interest in the entity selected for award.

b. Ensuring Compliance

An employee, officer, or agent of the corporation shall be diligent in ensuring that they are not involved in any apparent or potential violations of this provision.

2. Gifts

a. Prohibition on Soliciting or Accepting Gifts

The officers, employees, or agents of the corporation will neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to sub-agreements. Exceptions to this provision may only be granted in situations where the financial interest is not substantial, or the gift is an unsolicited item of nominal intrinsic value.

b. Ensuring Compliance

An employee, officer, or agent of the corporation shall be diligent in ensuring that they are not involved in any apparent or potential violations of this provision.

3. Administration

a. Reporting Violations

Any employee, officer, or agent of the corporation who becomes aware of violations of this Code of Conduct should report them to his/her supervisor or the President/CEO.

b. Protection Against Retaliation

There will be no retaliation against any party who makes a good faith complaint concerning violations of this Code of Conduct, regardless of whether it is ultimately determined that such a violation has occurred. Nor will there be any retaliation against any party who provides information in the course of an investigation into alleged violations of this Code of Conduct.

c. Responsibility of Supervisors

All corporation supervisors have a responsibility to be sensitive to and address violations of this Code of Conduct. This responsibility includes monitoring relevant work activities and contacting a higher-level supervisor or the President/CEO if it is reasonably believed that a violation has occurred. Any such report will be investigated, regardless of whether a formal complaint has been made.

4. Discipline

Any employee, officer, or agent of the corporation determined to have committed a violation of this Code of Conduct shall be subject to disciplinary action, up to and including termination.

5. Dissemination

a. Informing Employees, Officers, and Agents

Any employee, officer, or agent of the corporation shall be informed of this Code of Conduct when it is adopted, and/or when they are initially retained by the corporation and on an annual basis thereafter.