



## Bylaws

### HOUSE EVERYONE STL

#### **ARTICLE I: Name and Geographic Area**

The name of the organization shall be House Everyone. It will serve the St. Louis region, which includes St. Louis City, St. Louis County, and any political subdivision within the greater metropolitan area.

#### **ARTICLE II: Mission and Responsibilities**

##### **Section 1: Mission**

House Everyone envisions a St. Louis Region where everyone can access housing quickly, easily, and safely. It supports programs that provide short term services—such as emergency safe havens—and long term solutions like housing. It imagines a St. Louis where everyone cares about and participates in housing for everyone. It pursues this work by bringing together diverse participants, including human serve organizations, interorganizational collaborations, people without homes, and stakeholders from across sectors.

#### **ARTICLE III: Board of Directors**

##### **Section 1: Powers**

The affairs of House Everyone shall be managed by or under the direction of its Board of Directors.

##### **Section 2: Number and Qualifications**

The Board of Directors shall consist of no fewer than 5 and no more than 25 individuals. The Chair, Vice Chair, Secretary, and the Treasurer (outlined below) are elected from the existing ranks of the Board of Directors. Interested candidates for open positions on the Board of Directors must be reviewed and approved by the current board of directors.

##### **Section 3: Terms of Office**

All Board members are elected to two-year terms. No person may serve on the Board more than three consecutive full terms. After an absence of at least one year, a person who was previously term limited from continuing Board service on the Board of Directors may be re-elected to Board service.

##### **Section 4: Nomination and Election of Board Members**

Interested candidates for open positions on the Board of Directors must be reviewed and approved by the board of directors. New Board members will be elected in December of a calendar year, and take office on the first day of January of the year immediately following their election.

**Section 6: Resignation**

A Board member or Officer may resign at any time by submitting a letter of resignation to the Board of Directors. An email qualifies as a “letter of resignation”.

**Section 7: Vacancies**

If a Board member resigns or is removed from office, and the Board elects an individual for that vacated Board position, the replacement for that open Board position will fill the remainder of the term left by the person who resigned or was removed from the Board.

**Section 8: Removal of Officers and Directors**

The Chair, Vice Chair, Secretary, Treasurer, or any member of the Board of Directors may be removed from office by a two-thirds majority of the Board of Directors. A vote for removal may only occur at a regularly scheduled meeting of the Board, and notice of a vote for removal must be given to all Board member at least seven (7) days in advance of the regularly scheduled meeting. Notice is effective by email, mail, or any other written format. The person recommended for removal shall have the opportunity to speak on their behalf prior to a vote of the Board of Directors.

**Section 9: Automatic Removal of Officers and Directors**

The Chair, Vice Chair, Secretary, Treasurer, any Committee chair, or any member of the Board of Directors may be automatically removed from office if that person misses four (4) consecutive meetings of the Board of Directors. This termination of the position and/or term is automatic and requires no vote.

**Section 10: Compensation**

Officers and members of the Board of Directors shall not receive compensation for their service on the Board of Directors. Officers and Board members may be reimbursed for expenses incurred in the course of their duties or actions as a member of the Board of Directors, at the discretion of either the Chair of the Board or the Treasurer of the Board. Such decisions shall be reported to the full Board of Directors at the next regular meeting of the Board.

**ARTICLE IV: Officers**

**Section 1: Titles and Duties**

The House Everyone board shall have the following officers: Chair, Vice Chair, Secretary and Treasurer. The duties of each officer shall be as follows:

### Chair

The Chair shall convene and preside at all meetings of the Board of Directors. The Chair shall serve as an ex-officio member of all committees, and shall perform such duties incident to the office of Chair.

### Vice Chair

The Vice Chair shall preside at meetings of House Everyone in the absence of the Chair, and shall serve in the role of the Chair in case of the resignation or dismissal of the Chair until a new Chair is elected consistent with Section 6 of this Article. The Vice chair shall perform such duties incident to the office of Vice Chair and such other duties as may be assigned by the Board of Directors.

### Secretary

The Secretary shall prepare meeting agendas in consultation with the Chair, notify board members of all meetings, record and maintain all votes and the minutes of the meetings of House Everyone, distribute minutes of previous meetings, maintain a current board membership roster and list of authorized delegates, and maintain the records of House Everyone. The Secretary shall perform such duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

### Treasurer

The Treasurer shall oversee the financial matters of House Everyone, and shall be authorized to process, review and/or otherwise coordinate any financial matters, transactions, records or related matters of House Everyone, as determined or assigned by the Board of Directors.

Two offices may be held by the same person, with the exception that the Chair may not also hold the Vice Chair or Secretary position.

## **Section 2: Qualifications**

Officers should be active board members and have an array of diverse backgrounds that contribute to the mission of the House Everyone.

## **Section 3: Terms of Office**

The initial Chair, Vice Chair, Secretary and Treasurer will have up to a 2-year term commencing on, and ending at, a time determined by the Board of Directors. After those initial positions and terms expire, the people in these offices may be re-elected to the same office for additional two year terms; however, no person may serve in the same office for more than two consecutive terms.

#### **Section 4: Nomination and Election**

Board members will be nominated by the current board and voted on by the current board. Officers shall be elected at a regularly scheduled meeting in December of any given year, and take office on the first day of January of the year immediately following their election. No person may be nominated unless such person has agreed to serve in the office if elected.

#### **Section 5: Resignation**

An officer may resign at any time by submitting a letter of resignation to the Board of Directors.

#### **Section 6: Vacancies**

Vacancies in the offices of Chair, Vice Chair, Secretary or Treasurer shall be filled by election of the Board of Directors. The person elected into the vacant position will fill the remainder of the existing term vacated by the last person to hold the position.

### **ARTICLE V: Meetings**

#### **Section 1: Board of Directors Meetings**

The Board of Directors shall meet at least four times per year. The Board of Directors shall determine the place for each meeting. The Board of Directors may conduct any business at a regular Board of Directors meeting, whether or not such business is on the agenda, except for the removal or officers, committee chairs, or members of the Board of Directors. Board Members must attend at least 50% of all board meetings.

The Board of Directors meetings will focus on any matters needed for the legal, effective, necessary and proper operation of House Everyone, including, but not limited to:

- Collecting needs data and inventory system capacity
- Developing short- and long-terms strategies with an action plan
- Financial matters
- Collaborating with the Continuums of Care and other community planning efforts
- Legal matters
- Fundraising matters
- Other operational matters

The meetings of the Board of Directors shall be public. It's meetings times, dates, and venues will be posted on our website and shared with relevant stakeholders.

#### **Section 3: Executive Session**

The Board of Directors may meet in closed, executive session to discuss confidential or sensitive matters. The Board shall keep records of all decisions made at such meetings, or in such

sessions. Such records shall only be available to individuals authorized by the Board of Directors. Executive sessions will not be open to the public.

#### **Section 4: Special Meetings**

Special meetings of the Board of Directors may be called by the Chair or by one-third of the members of the Board of Directors. The person(s) calling the meeting shall state and provide written notice of the purpose(s) for which the meeting is to be called. Business at any special meeting is limited to the purpose(s) for which the meeting is called, and no other business of any nature may be conducted.

#### **Section 5: Notification of Meetings**

The Secretary shall provide notification to members of the Board of Directors for all meetings, both regular and special. Such notification must be given at least two business days prior to the meeting. Notification may be by letter, telephone, facsimile, electronic or personal communication. All members are responsible for following existing processes to receive notifications through electronic mail. The notification must clearly state the date, time and place of the meeting. In the case of special meetings, the notification must additionally state the purpose(s) for which the meeting is being called.

#### **Section 6: Quorum and Voting**

The presence of a simple majority of the members of the Board of Directors shall be a quorum and sufficient to conduct business at any meeting of the Board of Directors.

Unless otherwise noted in the bylaws, any matter to be voted on by the Board of Directors shall be approved (a) when a quorum exists, and (b) when a simple majority of those in attendance at the meeting vote to approve the motion or action.

#### **Section 7: Action Without an In-Person Meeting, and Remote Participation in Meetings**

Any member of the Board of Directors may participate in a meeting of the Board or of any committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. This can include video conferencing resources available via computer, or otherwise. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Any Board or committee action may be taken without a meeting if the action is taken by 100% of the entire Board or committee. The action shall be evidenced by written consent, signed by each Director, describing the action taken, which shall be effective on the date the last Director signs it, unless otherwise stated in the consent. An email from any Director constitutes written consent, which is effective the date the email is sent. The Secretary shall keep the written consents.

Any action taken without a meeting shall be reviewed and ratified at the following Board meeting and reflected in the meeting minutes.

## **Section 8: Parliamentary Procedure**

The latest revised edition of Robert’s Rules of Order shall prevail at all meetings.

## **ARTICLE VI: House Everyone Designations and Responsibilities**

### **Section 1: Responsibilities**

1. House Everyone will be responsible for establishing committees, as well as additional subcommittees or workgroups as needed.
2. House Everyone will be responsible for adopting and following a written process to select a board to act on behalf of House Everyone. This process must be reviewed, updated, and approved by House Everyone at least once every 5 years.
3. House Everyone will monitor any recipient or sub recipient operations and evaluate outcomes for future decision making and partnership.

## **ARTICLE VII: Committees**

### **Section 1: Standing and Ad Hoc Committees**

House Everyone will have no Standing Committees. Rather, it will constitute committees on an ad hoc basis. These may include:

1. **Finance Committee**
2. **Governance and Membership Committee**
3. **Human Resources**
4. **Program Support**
5. **Fundraising/Development**
6. **Stakeholder Engagement**

The Board of Directors may from time to time appoint and approve the appointment of such ad hoc committees as may be needed. The Board of Directors shall determine the responsibilities, selection and terms of such committees.

### **Section 2: Selection and Terms**

Each committee will have at least one member from the Board of Directors. Beyond that, any person may be recruited to serve on any Committee by the Board of Directors, or by the committee or committee members. Committee membership may be drawn from the community at large, not only from those associated with House Everyone. Each committee may select the vice-chair, and the Board of Directors may assign Board Members to the committees.

### **Section 3: Subcommittees**

Each committee may as it determines necessary divide into subcommittees, task forces and focus groups.

## **ARTICLE VIII: Emeritus Board**

House Everyone STL will maintain an Emeritus Board.

### **Section 1: Involvement**

Emeritus Board members are invited to attend meetings, offer advice and support to House Everyone STL staff and board members, and otherwise contribute to the organization's success. Emeritus Board members are encouraged to participate, share their skills as needed, and serve as a form of institutional memory. Specifically, the Emeritus Board can identify sectoral trends, provide insight to directors and executive staff, encourage and support the exploration of new business ideas, support staff, encourage the development of a governance framework that enables continued growth, assess the organization's performance, and challenge the board of directors and executive staff to consider options for improving House Everyone STL.

### **Section 2: Nonvoting**

Emeritus Board members do not vote in board of director's meetings. Likewise, they do not have a formal or legal oversight responsibility for the organization.

### **Section 3: Terms of Office**

Emeritus status is conferred for three year terms, with up to four terms (12 years) as the maximum duration.

### **Section 4: Nomination and Election**

Emeritus Board members will be nominated and voted on by the current board of directors.

### **Section 5: Resignation**

An Emeritus Board member may resign at any time by submitting a letter of resignation to the Board of Directors.

### **Section 6: Removal of Officers and Directors**

An Emeritus Board member may be removed from office by a two-thirds majority of the Board of Directors. A vote for removal may only occur at a regularly scheduled meeting of the Board, and notice of a vote for removal must be given to all Board member at least seven (7) days in advance of the regularly scheduled meeting. Notice is effective by email, mail, or any other written format.

## **ARTICLE VIII: Amendments**

### **Section 1: Amendments**

These bylaws may be amended or repealed by a two-thirds majority of the Board of Directors at any regular or special meeting. Written notification for such meeting shall be provided at least three (3) days in advance of said meeting, and shall clearly state that amendment(s) to, or repeal of, the bylaws are being considered.

## **ARTICLE IX: Board of Directors Code of Conduct, Conflicts of Interest and Recusal Process [578.7(a) (5)]**

### **Section 1: Code of Conduct**

House Everyone board members must exercise care when acting on behalf of House Everyone. These individuals must complete the work they have agreed to undertake in a timely manner. In addition, they must attend Board meetings and be prepared to discuss matters presented for their deliberation. Repeated failure to complete work assignments will be grounds for removal from the Board. Repeated failure to participate thoughtfully and respectfully in discussions or persistent disruptive or obstructive conduct during meetings will be grounds for removal. Other grounds for removal of a Board member may be considered as needed as well.

### **Section 2: Conflicts of Interest and Recusal Process**

House Everyone board members must abide by the following rules in order to avoid conflicts of interest and promote public confidence in the integrity of House Everyone and its processes. Failure to honor these rules will be grounds for removal from the board and any of its committees.

1. Board members may not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefit to:
  - a. Any organization that they or a member of their immediate family represents; or
  - b. Any organization from which they or a member of their immediate family derives income or anything of value.
2. Whenever House Everyone Board members or any of their immediate family members have a financial interest or any other personal interest in a matter coming before the Board of Directors or one of its committees, they must:
  - a. Fully disclose the nature of the interest; and
  - b. Withdraw from discussing, lobbying and voting on the matter.

### **Section 3: Procedures**

At the beginning of every Board of Directors Meeting, the Chair or Vice Chair must ask if there are any conflicts of interest or potential conflicts of interest that need to be disclosed before the business included in the meeting's agenda is discussed. Any matter in which House Everyone Board members have an actual or potential conflict of interest will be decided only by a vote of



disinterested individuals. The minutes of any meeting at which such a vote is conducted must reflect the disclosure of interested directors' actual or potential conflicts of interest and their recusal from participation in the decision. House Everyone Board members must sign a conflict of interest form annually, affirming that they have reviewed the conflict of interest policy and disclosing any conflicts of interest they face or are likely to face in fulfilling their duties as board members.

#### **ARTICLE X: Fiscal Year**

The fiscal year of the Corporation shall begin July 1 at 12:00 a.m. and end June 30 at 11:59 p.m.

#### **Article XI: Corporate records and records retention policy**

The Corporation shall keep the following records for a minimum of seven (7) years:

- A. The minutes of all meetings of the Board of Directors,
- B. Records of all actions taken by the Board without meetings,
- C. Records of all actions taken by committees of the Board and,
- D. Any other records the Board determines should fall under this policy.

The Corporation shall retain at the principal office a copy of:

- A. The Articles of Incorporation and any amendments thereto currently in effect,
- B. These Bylaws and any amendments thereto currently in effect,
- C. The most recent Annual Report filed with the Secretary of State,
- D. The most recent three (3) years of any financial statements and records of the Corporation's income and expenses,
- E. The names and addresses of the current Directors,
- F. A copy of the application for 501(c)(3) tax exempt status (form 1023), and
- G. The most recent three (3) form 990's filed with the IRS.

The Corporation shall at all times preserve any records, documents, or information that is/are relevant to a lawsuit, insurance claim, investigation, or any other contested matter, or that is likely to become involved in a lawsuit, insurance claim, investigation, or any other contested matter.

#### **Article XIII: Executive Director and Staff**

The Board of Directors may hire sufficient staff, including an Executive Director, to carry out the non-profit purposes of the Corporation as stated in the Articles of Incorporation.

The Executive Director shall be an ex-officio member of the Board and shall participate in discussion at Board meetings. Other employees of the Corporation also are permitted to attend Board meetings. The Board may exclude the Executive Director or other employees from Board meetings in its discretion, should certain matters or discussion so warrant. The Executive Director and other employees of the Corporation shall not be entitled to vote on any Corporate action.

#### **Article XIV: Indemnification**

Each person who is or was a Director or Officer of the Corporation, including the heirs, executors, administrators or estate of such person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses, including attorney fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a Director or Officer of the Corporation, with exceptions noted below. The indemnification provided by this provision shall not be exclusive of any other rights to which the person may be entitled under any other bylaws, agreement or vote of disinterested Directors, or otherwise. This indemnification shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

The Corporation may purchase and maintain insurance as needed and as permissible under Missouri law. Further, the Board of Directors is authorized to, purchase or otherwise arrange to have purchased, appropriate insurance, surety bonds, or fidelity bonds to protect the Board of Directors, and the Corporation against property and business loss, liability claims, including actions in tort, and other potential reasonable claims arising out of the operation of the business of the Organization.

The Corporation shall not, however, indemnify or hold harmless any Director or Officer for expenses or liability arising out of said Officer's or Director's gross negligence, willful and/or wanton misconduct, intentional torts or violations of Local, State, or Federal criminal laws.

#### **Article XV: Whistleblower Policy**

It is the responsibility of all directors of the board, officers and employees (if any) of the organization to report violations, or suspected violations, of either the policies of this Corporation, or any applicable local, state, or federal law. Failure to report violations is grounds for dismissal from the Board, or staff, of the Corporation.

Violations or suspected violations should be reported to the Board Chair, or, in the event of the involvement of the Board chair, to the Vice-Chair. All reports will be promptly investigated by the Chair, Vice-Chair, and/or a committee established by the Board.

No board director, officer, or employee who in good faith reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or board member/director who retaliates in any way against someone who has, in good faith, reported a violation, is subject to discipline up to and including termination of employment or Board service.

#### **CERTIFICATION OF RATIFICATION**

This is to certify that House Everyone did formally ratify and adopt these bylaws on the date specified below:

Date Ratified:

Executed at St. Louis, Missouri, this 15th day of September 2022.

By:

\_\_\_\_\_  
Chair - Signature

\_\_\_\_\_  
Chair - Printed name

\_\_\_\_\_  
Vice Chair - Signature

\_\_\_\_\_  
Vice Chair - Printed name

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Treasurer - Signature

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Treasurer - Printed name

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Secretary - Signature

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Secretary - Printed name

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