

**AMENDED AND RESTATED
BYLAWS OF THE**

LONG BEACH HOMELESS COALITION

**A California Nonprofit Public Benefit Corporation without members as
amended and restated**

JUNE 2020

**ARTICLE I
Organization and Principal Office**

Organization of the Corporation. These Bylaws provide for the conduct and control of the business and affairs of the Long Beach Homeless Coalition, a corporation duly organized and existing under the laws of the State of California as a nonprofit public benefit corporation (the "**Corporation.**")

Principal Office. The principal place of business of the Corporation shall be such place in the State of California as the Board of Directors (the "**Board**") may from time to time designate. The Board may also establish such other offices as it deems appropriate.

**ARTICLE II
Principal Purposes**

Object and Purpose. The objects and purposes of the Corporation are to perform any lawful nonprofit activities of a charitable nature as such terms are determined under of Section 501(c)(3) of the Internal Revenue Code and state law, including but not limited to advocacy for the homeless, low-income individuals, and agencies that serve the homeless and low-income individuals.

**ARTICLE III
Membership**

No Membership Classes Unless otherwise established by the Board, this corporation shall have no members who have right to vote or title or interest in or to the corporation, its properties, and franchises.

Dues Any dues for affiliates shall be determined by the Board.

ARTICLE IV

Election and Appointment of Directors of the Board

Number and Term. The corporate affairs of the Corporation shall be vested in and conducted by the Board, which will consist of a minimum of 3 Directors. The Board shall have a chairperson (the President), a Secretary, and a Treasurer. Any other Directors with any titles and duties may be otherwise determined by the Board. Any number of offices may be held by the same person, except that no person serving as the Secretary or the Treasurer may serve concurrently as the President.

Board Directors shall be appointed by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Board appointments may be made at any Board meeting, and affiliates interested in an appointment may request the Board's consideration at any time as determined by the Board.

Term of Office. All Directors shall be appointed to serve of a term of two years minimum, and terms may be staggered at the discretion of the Board. Unless otherwise determined by the Board, all re-appointments shall be contingent upon re-election. Unless otherwise determined by the Board, election of Directors shall take place at the October annual meeting and at any time a necessary seat needs to be filled.

Vacancies. Any Director may resign, effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation becomes effective at a future date, the Board may elect a successor before such time, to take office when the resignation becomes effective. Each Director elected to fill a vacancy occurring during the Director's regular term of office shall hold office until the expiration of the term of the replaced Director unless otherwise determined by the Board.

Election of Directors. Vacancies shall be filled by a majority vote of the remaining Directors as described in the policies and procedures. A vacancy in the Board shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the minimum number of Directors is increased. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by to have breached any duty arising under the California Nonprofit Corporation Law.

The Board of Directors may declare vacant the office of a Director who has missed a total of two out of three consecutive meetings of the Board of the Corporation.

No Vacancy as a Result of the Reduction of Number of Directors. A vote to reduce the minimum number of Directors does not remove any Director before that Director's term of office expires.

Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is either (i) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. Any violation of the provisions of this paragraph shall not affect the validity of enforceability of any transaction entered into by the Corporation.

ARTICLE V

Power and Duties of Directors

Powers of Directors. Subject to the limitations of the Articles, these Bylaws, and the California Nonprofit Public Benefit Association Law, the activities and affairs of the Corporation shall be conducted and all Corporation power shall be exercised by, or under the direction of, the Board. The Board shall have power, in addition to all other powers granted to them by law, or these Bylaws:

- a) To establish and maintain a location for the principal place of business for the Corporation;
- b) To prescribe, adopt and amend from time to time such equitable and uniform policies and procedures as, in its absolute discretion, may be deemed necessary for the conduct of the business of the Corporation;
- c) To establish such services as may be deemed advisable or essential to enable the Corporation properly to carry out its purposes;
- d) To raise funds for the Corporation as the Board deems advisable, through the collection of dues or otherwise;
- e) To borrow money for the use of the Corporation, and to cause to be executed and delivered as evidence thereof or security therefor, in the name of the Corporation, promissory notes, bonds, deeds of trust, mortgages, pledges, hypothecations and other evidences of debts and securities;
- g) To take such action as in its judgment will be best to accomplish the primary purposes for which the Corporation was organized as stated in its Articles of Incorporation and in these Bylaws.

Duties of Directors. It shall be the duty of the Board, in addition to all other duties imposed by these Bylaws or by law;

- a) To conduct, manage and control the general business affairs of the Corporation, and supervise all committees, officers, agents and employees, and to see that their duties are properly performed;
- b) To install such system of auditing and accounting as shall be appropriate to enable a determination to be made of the financial condition of the Corporation;
- c) To cause to be kept a complete record of all its acts, and of the proceedings of its meetings, and to make available to interested parties annually a statement showing the condition of the affairs of the Corporation
- d) To select and appoint an accountant(s) and or accounting firm(s) to serve at the pleasure of the Board of the Corporation to assist the Corporation in establishing its books of account, and otherwise to advise the Corporation in connection with accounting matters as deemed necessary by the Board.

Committees. *The President of the Board or the Board of Directors may appoint one or more committees, each consisting of two or more individuals, at least one of whom is a director, and delegate to any such committee any of the authority of the Board hereunder. The Board shall have the power to prescribe the manner in which proceedings if any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Minutes, if kept, of each meeting of any committee shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.*

ARTICLE VI

Officers

Officers. The officers of this Corporation may consist of the President, Senior Vice President, and such number of additional Vice Presidents and offices as may from time to time be determined and appointed by the Board and President. Any number of offices, except President and Treasurer, may be held by the same person.

Additional and Alternative Provisions. The President shall have full power and authority to create additional offices and to provide for the duties of an officer to be delegated to another or to an assistant. In case of the absence or inability of a principal officer to act, a secondary officer or assistant may take the place of the principal officer and perform her/his duties with the same power and authority, if so authorized by the Board.

Selection. The officers of the Corporation shall be chosen by, and shall serve at the pleasure of, the Board and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall have been elected.

Removal and Resignation. Any officer may be removed, with cause, by the Board at any time. Any such removal shall be without prejudice to the rights, if any, or the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract of which the officer is a party. Any such resignation shall take effect the date of the receipt of such notice or at any later time as specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

President's Powers and Duties. The President shall be the chief executive officer of the Corporation and shall have the power and the duty:

- a) To preside over all regular and special meetings of the Board;
- b) To call, or provide for the calling, of special meetings of the Board, to be held at such time or times as s/he shall deem necessary, and shall call such meetings, as hereinafter provided;
- c) To subscribe the name of the Corporation to all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates and other papers and instruments in writing that may require the same, when required or authorized to do so;
- d) To supervise and control, subject to the direction of the Board, all of the committees, officers, agents and employees of the Corporation, and generally direct its affairs;
- e) To serve as an ex officio member of all committees authorized or created by and for the Corporation.

Duties of Senior Vice President.

The First Vice President shall perform such duties as the Board may from time to time prescribe and direct. In the absence of the President, the Senior Vice President shall act on the President's behalf.

Additional Vice Presidents

Additional Vice Presidents shall perform such duties as the Board may from time to time prescribe and direct.

Secretary

Custodian of Records. The Secretary shall be the custodian and cause to be kept, all books, papers, instruments and records of the Corporation, unless otherwise ordered, and

s/he shall have the power and the duty:

- a) To keep, or cause to be kept, and distribute to all Board members, a full and complete record of the proceedings of the meetings of the Board;
- b) To keep, or cause to be kept, the book and other rules of the Corporation, Bylaws, etc.

Serving of Notices. The Secretary shall serve all notices and publications required either by law or by the Bylaws of the Corporation, or that may be necessary and proper to be given and published, without other or further authorization, and in case of the Secretary's absence, inability, refusal or neglect to do so, then such notice may be served or publication made, by any person thereunto directed by the President or the Board of Directors.

Treasurer

The Treasurer is the chief financial officer of the Corporation and shall keep and maintain, or otherwise supervise, adequate and correct accounts of the properties and business transactions of the Corporation. The books of accounts shall at all times be open to inspection by any Director.

The Treasurer is authorized by this Bylaw provision to recommend the selection and hiring of a controller to be employed by the Corporation if appropriate in view of the financial conditions of the Corporation and as deemed necessary by the Board. The controller shall perform any and all duties of the Treasurer, as defined in the preceding paragraph of this section, under the direction and supervision of the Treasurer of the Corporation.

The Treasurer shall deposit all moneys and other valuables received in the name of, or to the credit of, the Corporation with such institutions as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they so request, an account of all transactions and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board.

In the absence of the Secretary, the Treasurer shall act on behalf of the Secretary.

Bond. If required by the Board, the Treasurer shall give this Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of duties of this office and for restoration to this Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

ARTICLE VII
Meetings of Directors

Annual Meetings. An annual meeting of the Board shall be held for the purpose of organization, election of directors and officers and the transaction of other business. The annual meeting shall be held in October, unless otherwise determined by the Board.

Regular Meetings. Regular meetings of the Board shall be held a minimum of six (6) times per calendar year on a date pre-determined by the Board.

Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or by any two Directors.

Notice of Meetings. Notice of Special meetings shall state the time and place of the meeting, and the purpose for which it is called. The Secretary shall give notice to each member of the Board no less than three (3) days before the date of such meeting. Notice may be given by email.

Business. Any and all business presented may be transacted at any meeting.

Failure to Attend Meetings. A member of the Board, or of any Committee may not miss more than two (2) meetings per calendar year, without leave of absence secured from the presiding member of the Board or Committee. The tenure of office of said Board or Committee member shall terminate upon the adoption of a resolution by such Board or Committee.

Quorum. A simple majority of the Board attending in person shall constitute a quorum for the transaction of all business, including the election of officers, unless otherwise required by law.

Action by Unanimous Written Consent. Any action that may be taken at a duly noticed meeting of the Board of Directors may also be taken with the same force and effect, by unanimous written consent of a quorum of the Directors.

Fees and Compensation of Directors. Directors and members of committees shall not be compensated for their services; however, they may receive such reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable.

ARTICLE VIII
Procedures Regarding Meetings

Presiding Officers. The President and Secretary of the Corporation shall act as Chairperson and Secretary, respectively of each meeting of the Board.

Conduct of Meetings. The presiding officer (“chair”) of the meeting shall conduct each

such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The chair's rulings on procedural matters shall be conclusive and binding unless at the time of the ruling, a request for a vote is made to the Directors entitled to vote and represented in person, in which case the decision of the majority of such Directors shall be conclusive and binding on all Directors. Without limiting the generality of the foregoing, the chair shall have all of the powers usually vested in the chair of a meeting.

Admission to Meetings. Admission to meetings or sponsored events shall be at the discretion of the Board.

ARTICLE IX

Inspection

Inspection of Articles and Bylaws. The Corporation shall keep in its principal office in the State of California, the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by Directors at all reasonable times during office hours. If the Corporation has no office in the State of California, it shall upon the written request of any Director, furnish to such Director a copy of the Articles or Bylaws as amended to date.

Inspection of Books and Records. The accounting books and records and minutes of proceedings of the Board and committees of the board shall be open to inspection upon written demand on the Corporation of any director at any reasonable time for a purpose reasonably related to such person's interests as a Director.

ARTICLE X

Registered Address

Each Director shall file with the Secretary of the Corporation, the physical address and email address to which all mail or notices shall be sent, together with a telephone number. All notices and communications from the Corporation to such Director, as are to be mailed or emailed, whether required by law, or by these Bylaws, shall be addressed to the physical address or email address so given until a change of address in writing is received in the Corporation office. Unless a registered address be filed with the Secretary by a Director, or noted on the books of the Corporation, all notices to a Director shall be addressed to their last known physical address or email address, without further designation.

ARTICLE XI

Liability of Members

No Director, officer or member of this Corporation, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this Corporation.

ARTICLE XII
Donations

The Corporation may accept gifts, legacies, donations and/or contributions in any amount and any form, from time to time, upon such terms and conditions as may be decided by the Board.

ARTICLE XIII
Amendments

These Bylaws may be amended or repealed by approval of the Board in the form of a simple majority during a meeting or in writing.

ARTICLE XIV
Indemnification and Insurance

The Corporation shall defend and indemnify every director, officer, employee or agent of the Corporation, to the extent such individual was acting within the scope of his or her agency as a director, officer, employee or agent as the case may be, and such individual was acting within the scope of conduct authorized by the Company, provided that such indemnification shall be limited to the extent allowed by Section 5238 of the California Nonprofit Public Benefit Law.

The Board may purchase and maintain insurance on behalf of the Corporation against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the director, officer, employee or agent of the Corporation.

ARTICLE XV
Miscellaneous

Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and another person, when signed by the President, or Vice President and the Secretary or the Treasurer shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

ARTICLE XVI
Prohibition Against Sharing Corporate Profits and Assets

No Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time of the net earnings or pecuniary profit from the operations of the Corporation, provided however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the corporate assets on dissolution of the corporation.