

# Memorandum



CITY OF DALLAS

DATE February 1, 2018

Honorable Members of the Human and Social Needs Committee:  
TO Councilmember Casey Thomas, II (Chair), Deputy Mayor Pro Tem Adam Medrano (Vice Chair), Mayor Pro Tem Dwaine R. Caraway, Councilmember Omar Narvaez, Councilmember Mark Clayton, Councilmember B. Adam McGough

SUBJECT **Homeless Solutions Audit & Management Report Responses**

On January 16, 2018, the Office of Homeless Solutions presented an overview of the corrective action plan to be implemented to address the Audit of Homeless Response System Effectiveness conducted by the Office of the City Auditor. Below are responses to the questions posed by the Council committee during the briefing.

**1. Where does Dallas rank on the list of homeless cities?**

According to the 2017 Annual Homeless Assessment Report (AHAR), Dallas ranks as number 19 of 3,789 cities with homeless population. New York City ranks the highest with 76,501 homeless individuals. Please see attached Point-in-Time Estimates chart that includes top 20 homeless cities. (Attachment A)

**2. Provide a by-name list of homeless individuals**

The Office of Homeless Solutions has requested a list from the Homeless Management Information System (HMIS) administrator. Metro Dallas Homeless Alliance (MDHA) responded to the request and stated that privacy and security protections of client data prevents the sharing of a by-name list that is not for direct programmatic purposes. However, City staff has prepared a total count list (see attached spreadsheet Attachment B) by all Continuum of Care (CoC) categories in the Dallas Region.

**3. How many of the organizations that receive CoC funding sit on the MDHA board?**

Listed below are the seven (7) organizations currently receiving CoC Funding and also have staff members on the MDHA Board of Directors.

- i. AIDS Services of Dallas
- ii. City of Dallas
- iii. City of Irving
- iv. CitySquare
- v. Family Gateway
- vi. Metrocare Services
- vii. Promise House

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**4. What are the bylaws when it comes to changing the makeup of the MDHA board?**

Section 5 of the MDHA bylaws (Attachment C; link provided below) states:

Section 5. Election of Individuals to the Board of Directors. Individuals shall be elected to serve on the Board of Directors by majority vote of the Board of Directors at any regular or special meeting. All nominations for the Board of Directors will be reviewed and approved for consideration by the Board of Directors or rejected by the Nominating and Governance Committee. The Board of Directors shall endeavor to elect individuals so that the Board of Directors would consist of individuals made up of a diverse and representative cross-section of the Community, including race, ethnicity, gender, sexual orientation and public and private sector employment backgrounds, from two broad categories as follows:

A.) Public Sector: Individuals representing local city and county government and its agencies as well as public agency entities within the geographic area of the Continuum of Care. On occasion a particular government or public agency may have more than one Director on the Board of Directors. Sector Director Entities may include, but are not limited to:

B.) Private Sector: Individuals representing the diversity of the community including expertise related to solutions to homelessness including housing, supportive services, public policy, healthcare, housing and services financing and public education. The local business community, philanthropy organizations and nonprofit housing and services providers to all homeless populations will be included. Membership shall include at least one current or formerly homeless person.

The remaining positions on the Board of Directors shall be appointed from a cross- section of the community. The Board of Directors shall not be deemed powerless to act in the event there are any vacancies on the Board from any designated area.

<http://www.mdhadallas.org/wp-content/uploads/2014/08/MDHA-Bylaws-FINAL-2016.pdf>

MDHA's Conflict of Interest Policy is also included in Attachment D.

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Please contact me if you have any questions or need additional information.



**Nadia Chandler Hardy**  
**Chief of Community Services**

[Attachment]

c: Honorable Mayor and Members of the City Council  
T.C. Broadnax, City Manager  
Larry Casto, City Attorney  
Craig D. Kinton, City Auditor  
Billerae Johnson, City Secretary (Interim)  
Daniel F. Solis, Administrative Judge  
Kimberly Bizzor Tolbert, Chief of Staff to the City Manager  
Majed A. Al-Ghafry, Assistant City Manager

Jo M. (Jody) Puckett, Assistant City Manager (Interim)  
Jon Fortune, Assistant City Manager  
Joey Zapata, Assistant City Manager  
M. Elizabeth Reich, Chief Financial Officer  
Raquel Favela, Chief of Economic Development & Neighborhood Services  
Theresa O'Donnell, Chief of Resilience  
Directors and Assistant Directors

## 2007-2017 Point-in-Time Estimates by CoC

CoC Number	CoC Name	Total Homeless, 2017	Sheltered Homeless, 2017	Unsheltered Homeless, 2017	Homeless Individuals, 2017	Homeless People in Families, 2017	Chronically Homeless, 2017	Homeless Veterans, 2017	Homeless Unaccompanied Youth (Under 25), 2017
<b>Total (All 3,789 cities)</b>		<b>553,742</b>	<b>360,867</b>	<b>192,875</b>	<b>369,081</b>	<b>184,661</b>	<b>95,419</b>	<b>40,056</b>	<b>40,799</b>
NY-600	New York City CoC	76,501	72,565	3,936	31,124	45,377	5,755	535	2,003
CA-600	Los Angeles City & County CoC	55,188	13,972	41,216	47,082	8,106	16,576	4,476	5,163
WA-500	Seattle/King County CoC	11,643	6,158	5,485	8,810	2,833	2,773	1,329	1,498
CA-601	San Diego City and County CoC	9,160	3,539	5,621	7,571	1,589	2,176	1,067	1,160
DC-500	District of Columbia CoC	7,473	6,576	897	3,583	3,890	1,881	285	228
CA-500	County CoC	7,394	1,946	5,448	6,319	1,075	2,097	660	2,530
CA-501	San Francisco CoC	6,858	2,505	4,353	6,257	601	2,138	684	1,274
NV-500	Las Vegas/Clark County CoC	6,490	2,137	4,353	6,190	300	446	691	2,052
MA-500	Boston CoC	6,135	5,949	186	2,492	3,643	769	233	190
PA-500	Philadelphia CoC	5,693	4,737	956	3,341	2,352	898	244	297
IL-510	Chicago CoC	5,657	4,096	1,561	3,724	1,933	863	528	277
CA-502	Oakland/Alameda County CoC	5,629	1,766	3,863	4,918	711	1,707	531	991
AZ-502	Regional CoC	5,605	3,546	2,059	3,805	1,800	939	489	320
CO-503	Initiative	5,506	4,612	894	4,031	1,475	1,083	548	436
HI-501	Honolulu CoC	4,959	2,635	2,324	3,112	1,847	1,159	449	210
CA-602	County CoC	4,792	2,208	2,584	3,527	1,265	893	405	128
OR-501	County CoC	4,177	2,509	1,668	3,520	657	1,290	445	304
NY-603	Counties/Babylon/Islip/	3,937	3,873	64	994	2,943	141	141	118
TX-600	Dallas City & County/Irving CoC	3,789	2,702	1,087	2,990	799	542	358	237
FL-600	Miami/Dade County CoC	3,721	2,710	1,011	2,546	1,175	309	167	141
<b>Top 20 Total</b>		<b>240,307</b>	<b>150,741</b>	<b>89,566</b>	<b>155,936</b>	<b>84,371</b>	<b>44,435</b>	<b>14,265</b>	<b>19,557</b>

## Dallas 2007-2017 Point-in-Time Estimates by CoC

CoC Number	CoC Name	Total Homeless, 2017	Sheltered Homeless, 2017	Unsheltered Homeless, 2017	Homeless Individuals, 2017	Sheltered Homeless Individuals, 2017
TX-600	Dallas City & County/Irving CoC	3,789	2,702	1,087	2,990	1,918

Unsheltered Homeless Individuals, 2017	Homeless People in Families, 2017	Sheltered Homeless People in Families, 2017	Unsheltered Homeless People in Families, 2017	Chronically Homeless, 2017	Sheltered Chronically Homeless, 2017	Unsheltered Chronically Homeless, 2017
1,072	799	784	15	542	436	106

Chronically Homeless Individuals, 2017	Sheltered Chronically Homeless Individuals, 2017	Unsheltered Chronically Homeless Individuals, 2017	Chronically Homeless People in Families, 2017	Sheltered Chronically Homeless People in Families, 2017	Unsheltered Chronically Homeless People in Families, 2017	Homeless Veterans, 2017
511	405	106	31	31	0	358

Sheltered Homeless Veterans, 2017	Unsheltered Homeless Veterans, 2017	Homeless Unaccompanied Youth (Under 25), 2017
297	61	237

BYLAWS

METRO DALLAS HOMELESS ALLIANCE

Dallas, Texas

FINAL

Amended and Restated Effective: March 18, 2016

BYLAWS  
METRO DALLAS HOMELESS ALLIANCE

## ARTICLE I PURPOSES

Section 1. Name. The name of this Corporation is Metro Dallas Homeless Alliance. (Hereinafter the “MDHA” or “Corporation”).

Section 2. Purposes. Purposes: the purposes of the Corporation are those charitable legal objectives necessary to engage a broad spectrum of resources to end homelessness in Dallas and Collin Counties through collaborative planning of public policy, public and private financing strategies, housing and services planning and oversight, and implementation of the HUD-MDHA Continuum of Care.

Section 3. Mission. The Mission of MDHA is to build an effective homeless response system to make homelessness rare, brief, and non-recurring in Dallas and Collin Counties.

Section 4. Principal Office. The principal office of the Corporation shall be located in the City of Dallas, County of Dallas, and State of Texas. The Corporation may have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

Section 5. Registered Office and Registered Agent. The Corporation shall continuously maintain in the state of Texas a registered office, and a registered agent whose office is identical with such a registered office, as required by the Texas Business Organizations Code. The address of the registered office and the registered agent may be changed from time to time by the Board of Directors.

## ARTICLE II CONTINUUM OF CARE BOARD

Section 1. Continuum of Care. The corporation shall serve as the Continuum of Care Board of Directors, the local planning body represented by relevant organizations within the geographic area of Dallas and Collin County, TX-600, and shall act on behalf of the Continuum of Care as set forth in the Homeless Emergency Assistance and Rapid Transition to Housing Act (24 CFR 578).

## ARTICLE III DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be under the management of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute or by the Certificate of Formation or these Bylaws.

Section 2. Powers and Duties. The management and control of the affairs, activities and property of the Corporation, shall be delegated to a Board of Directors. The Board of Directors shall establish and enforce broad policies governing the operation of the Corporation and may exercise all such powers of the Corporation and do all acts and things that are not prohibited by statute or expressly limited by the Certificate of Formation or by these Bylaws. The Board of Directors shall have sole authority to hire or fire the President/Chief Executive Officer.

Section 3. Board of Directors Number and Term. The Board of Directors shall consist of no less than fifteen (15) and no more than thirty-one (31) persons. In addition, nonvoting “ex officio” members may be designated by the Chair. Board members shall each serve a term of three (3) years or until his or her death, resignation or removal. Board members’ terms will be divided into three roughly equal groups by the Executive Committee, so that approximately one-third (1/3) of board member terms expire each year. No Director shall serve more than two (2) consecutive full terms, unless the Board of Directors grants an exception based upon a Director’s past commitment to or an existing need of the Corporation. Unless an exception is granted by the Board of Directors, no Director who has served two (2) consecutive full terms is eligible for reappointment to the Board of Directors until he or she has not been a Director for one (1) full year. All terms of directors shall be as specified at their election.

Section 4. Qualification. All directors shall be individuals interested in and supportive of eliminating homelessness in the Community through a community-wide partnership. Candidates for directorship must demonstrate a willingness to participate in public awareness, collaboration and support the Purpose and Mission of MDHA and fulfill the roles and responsibilities of the Continuum of Care. No director of the Corporation shall receive any compensation for any service performed in such capacity on behalf of the Corporation; provided, however, that a director, or any person or entity with whom such director is affiliated, may receive compensation for services performed on behalf of the Corporation in a capacity other than as a director, if the Board of Directors is advised of all material details relating to such arrangement and compensation and a majority of the disinterested members of the Board of Directors approve such arrangement and compensation.

Section 5. Election of Individuals to the Board of Directors. Individuals shall be elected to serve on the Board of Directors by majority vote of the Board of Directors at any regular or special meeting. All nominations for the Board of Directors will be reviewed and approved for consideration by the Board of Directors or rejected by the Nominating and Governance Committee. The Board of Directors shall endeavor to elect individuals so that the Board of Directors would consist of individuals made up of a diverse and representative cross-section of



the Community, including race, ethnicity, gender, sexual orientation and public and private sector employment backgrounds, from two broad categories as follows:

A.) Public Sector: Individuals representing local city and county government and its agencies as well as public agency entities within the geographic area of the Continuum of Care. On occasion a particular government or public agency may have more than one Director on the Board of Directors. Public Sector Director Entities may include, but are not limited to:

- i. City of Dallas
- ii. Dallas County
- iii. Collin County
- iv. Municipalities within Dallas and Collin County
- v. Public Housing Authorities
- vi. Mental Health Care System
- vii. Health Care System
- viii. Public School Districts
- ix. US VA North Texas Health System
- x. State Health and Human Services Organizations

B.) Private Sector: Individuals representing the diversity of the community including expertise related to solutions to homelessness including housing, supportive services, public policy, healthcare, housing and services financing and public education. The local business community, philanthropy organizations and nonprofit housing and services providers to all homeless populations will be included. Membership shall include at least one current or formerly homeless person.

The remaining positions on the Board of Directors shall be appointed from a cross- section of the community. The Board of Directors shall not be deemed powerless to act in the event there are any vacancies on the Board from any designated area.

Section 6. Vacancies in Any Director Positions. If any Board of Director position becomes vacant prior to the expiration of its term, the Board of Directors shall have the authority to fill any such vacancy to the same extent as the Board elects new members to the Board of Directors.

Section 7. Meetings. The Board of Directors shall meet at such times and places as it may direct, but regular meetings shall be held not less than once each calendar quarter. The first meeting of the Board following the last quarter of the calendar year shall be the Annual Meeting of the Board. Special meetings may be called by the Chairperson of the Board of Directors, or

by any five (5) Directors, by giving ten (10) days' notice in writing. The purpose or purposes of any special meeting will be stated in the notice of such meeting.

Section 8. Notices. Notice of any meeting of the Board of Directors shall be given at least seven (7) days prior thereto by telephone, by written notice delivered personally, or sent by mail, electronic mail or telegram to each member of the Board of Directors at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given electronically, such notice shall be deemed to be delivered upon successful transmission of such electronic communication. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 9. Quorum. One third (1/3) of the elected Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws.

Section 11. Compensation. Directors shall not be compensated for their services to the Corporation, except as provided in Article III, Section 4. However, a Director may be reimbursed for normal travel and other reasonable, out-of-pocket expenses required for the fulfillment of obligations as a Director.

Section 12. Removal. A member of the Board of Directors may be removed by a vote of a majority of the Board of Directors in office.

Section 13. Proxy Voting. No member of the Board of Directors may delegate to another person his or her vote.

Section 14. Resignation. Any Director may resign at any time upon giving written notice to the Chairperson of the Board of Directors of the Corporation.

Section 15. Conflicts of Interest. It is the responsibility of each member of the Board of Directors to make full disclosure to the Board of Directors concerning any actual or potential conflicts of interest in any matter that is the subject of business before the Board of Directors. No member of the Board of Directors may vote on any matter in which he or she has any actual or potential conflict of interest; provided however, members of the Board of Directors or committee members with a conflict or potential conflict may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorizes such contract or transaction. Board members shall disclose in writing to the Board of Directors any persons to whom they are closely related or organizations with which they are affiliated who or which presently transact business with the Corporation or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis. An

affiliation with an organization shall be considered to exist if a member of the Board of Directors, or a member of his or her immediate family or close relative, is an officer, director, trustee, partner, employee or agent of the organization, or has any substantial interest or dealing with the other organization. Closely related persons shall include, in addition to spouses, children, siblings and blood relatives. No contract or transaction between the Corporation and any of its Directors, Officers, or Board committee member, or between the Corporation and any other corporation, partnership, association or other organization in which any Director, Officer, or Board committee member of the Corporation is a director, officer, or trustee or has a financial interest, shall be void or voidable solely for this reason, or solely because such Director, Officer, or Board committee member is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes such contract or transaction, or solely because the vote of such Director, Officer, or Board committee member is counted for such purposes, if:

- a) the material facts as to the relationship or interest of such Director, Officer or Board committee member, and as to such contract or transaction are disclosed to or are known by the Board of Directors or such committee, and the Board of Directors or such committee in good faith and with ordinary care authorizes such contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- b) such contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or such committee.

#### ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committees. The Board of Directors may, by resolution, establish such committees as it may deem appropriate to carry out the business of the Corporation. The authority of any such committee, work group or taskforce shall be specified in the resolution establishing it. Such committees shall consist of a Chairperson, and other members, none of whom need be members of the Board of Directors, except where otherwise directed at the time of the creation of any such committee. Each committee shall keep regular minutes of its proceedings and maintain operating procedures. All committees shall report to the Board of Directors when required. The following Board standing-committees shall be created at a minimum:

- a) Executive Committee
- b) Governance and Nominating Committee
- c) HMIS Committee
- d) Performance Review and Allocations Committee
- e) Public Policy Committee

The Board shall elect the members of the standing committees, with the exception of the Executive Committee. The Chairperson of the Board of Directors shall appoint the chairpersons of the standing committees, and other individuals to serve on such committees, as well as designate a chairperson for each committee.

Section 2. Executive Committee. The Executive Committee shall be composed of the following:

- a) Board Chairperson
- b) Board Vice-Chairperson, who shall be the Chairperson of the Continuum of Care Assembly
- c) Treasurer
- d) Secretary
- e) three additional at large Board Members appointed by the Board Chairperson

The Executive Committee is charged with the responsibilities of appointment, annual performance review and setting compensation of the President/Chief Executive Officer of the Corporation, review and approval of the Corporation annual budget, and the annual audit and IRS filings. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all of the powers of the Board of Directors, provided, however, that except as expressly authorized by the Board, the Executive Committee shall have no power to amend these Bylaws, make non-routine disposals of corporate assets, dissolve or merge the Corporation, except as may be expressly directed by the Board. The Board may expressly authorize, in advance, the Executive Committee to take any action on behalf of and in the name of the Board; otherwise, all actions of the Executive Committee shall be submitted for ratification by the Board. The Executive Committee shall establish its own rules of procedure, but at any meeting of the Executive Committee, one-half (1/2) of the total membership of the Committee shall constitute a quorum for the transaction of business. The affirmative vote of a majority of those present shall be necessary for adoption of any resolution or the taking of any other action by the Committee. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required at the next Meeting of the Board. Time, place and notice of the Executive Committee Meeting shall be determined by the Executive Committee.

Section 3. Governance and Nominating Committee. The Committee is charged with the responsibility of nominating Board members, officers and committee members. The Committee will review and recommend updates for the selection process of the Board at least every five years.

Section 4. HMIS (Homeless Management Information System) Governance Committee. The Committee shall recommend to the board a single HMIS for the geographic area of the Continuum of Care and the designated eligible applicant to administer the HMIS. The Committee shall ensure the HMIS administrator operates in compliance with HUD requirements.

Section 5. Performance Review and Allocations Committee. The Committee shall make recommendations to the Board for the establishment and annual review of CoC Policies and Procedures. The Committee shall follow the Continuum of Care Policies and Procedures as they relate to funding opportunities requiring Continuum of Care Board award decisions.

Section 6. Public Policy Committee. The Public Policy Committee shall develop and guide the Corporation's public policy agenda and advise the staff on increasing the understanding and political will of government entities and opinion leaders in effectively addressing issues of homelessness. The Public Policy Committee will bring key policy and government relations decisions to the Board for review and support or adjustment as needed.

## ARTICLE V CONTINUUM OF CARE ASSEMBLY

Section 1. The Continuum of Care General Membership shall collectively be represented by the CoC Assembly. Assembly membership shall be defined and organized per the CoC Assembly Charter. The CoC Assembly Chairperson shall serve as the Vice-Chairperson of the Corporation. The Vice-Chairperson of the CoC Assembly shall be a board member. The CoC Assembly may submit to the Executive Committee an annual review of the Collaborative Applicant and may submit to the HMIS Governance Committee an annual review of the HMIS Administrator. The CoC Assembly shall advise the Board on Continuum of Care Policies and Procedures.

## ARTICLE VI OFFICERS OF THE CORPORATION

Section 1. Officers. Officers of the Board of Directors shall be elected by the Board of Directors at the Annual Meeting, and shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. Each Officer shall be chosen from among the members of the Board and shall serve until the Annual Meeting of the Board of Directors next following his or her election for appointment, or until his or her successor is appointed and qualified, or until his or her death, resignation or removal from office. The elected chair of the Continuum of Care Assembly shall serve as the Vice-Chairperson of unless otherwise provided herein, the Board of Directors. Any Officer may be removed by the Board of Directors and the Board, shall fill all vacancies occurring in any office. No person shall hold more than one executive office at the Corporation.

Section 2. Chairperson. Subject to the other provisions of these Bylaws, The Chairperson of the Board shall preside at all meetings of the Board of Directors and of the Executive Committee and shall have, subject to Article VI Section 7 hereof, general authority to execute bonds, deeds and contracts in the name of the Corporation. He or she shall have such additional powers and duties as may be prescribed from time to time by the Board of Directors.

Section 3. Vice-Chairperson. In the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair. Moreover, he or she shall perform

such other duties and have such authority and powers as the Board of Directors may from time to time prescribe or as the Chair may from time to time delegate.

Section 4. Secretary. The Secretary shall:

- a) Ensure that all notices are duly given in accordance with the Texas Business Organizations Code and these Bylaws.
- b) Keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Board and each Committee.
- c) Ensure that the books, reports, statements, and all other documents and records over which the Secretary has custody or control, are properly kept and filed.
- d) Sign such instruments as require the signature of the Secretary.
- e) In general, perform all the duties incident to the office of the Secretary and other duties assigned by the Board Chairperson.

Section 6. Treasurer. The Treasurer shall have oversight responsibility for the financial affairs of the Corporation, including input on the selection and appointment of the Corporation's auditor, and render at each meeting of the Board, and at such other times as the Board may require, a report on the financial condition of the Corporation. The Treasurer shall sign such documents that require the signature of the Treasurer.

Section 7. President/Chief Executive Officer. In addition to the Officers of the Board of Directors, the Corporation shall have a President/Chief Executive Officer (President/CEO).

- a) The President/CEO shall have responsibility and authority in accordance with these Bylaws, subject to the direction of the policies established by the Board of Directors, for the following:
  - i. The day-to-day administration of the business and affairs of the Corporation.
  - ii. The hiring or engagement of such employees of the Corporation as the President/CEO determines to be necessary to carry out the purposes of the Corporation, and the authority among other powers to hire, discharge, fix compensation, and supervise, or cause to be supervised all MDHA staff pursuant to the policies adopted by the Board.
  - iii. Seek grants and funds, and enter into contracts.
  - iv. Sign any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors may have authorized to be executed.
  - v. The exercise of such powers incident to the office of President/CEO and the performance of such other duties as the Board may prescribe.
- b) The President/CEO shall be a non-voting, ex-officio member of the Board of Directors and Executive Committee.

- c) The President/CEO serves at the discretion of the Board and may be removed, with or without cause (with reasonable notice and an opportunity to be heard) at any time by majority vote of the Directors in office, and the Board shall fill all vacancies occurring in the office of President/CEO. Any such removal of the President/CEO shall not affect any contractual rights between the Corporation and the President/CEO.

## ARTICLE VII FINANCE AND RECORDS

Section 1. Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Corporation by a contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

Section 2. Checks, Drafts, etc. The Board may authorize Officers and employees to sign all checks, drafts, or orders for the payment of money or other evidence of indebtedness issued in the name of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings associations, credit unions, trust companies, or other depositories as the Board of Directors may approve.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Corporation.

Section 5. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of the Corporation may be inspected by any member of the Board of Directors or his agent or attorney for any proper purpose at any reasonable time.

Section 6. Audit. The Corporation shall make provisions for an annual audit of its books and records by an independent Certified Public Accountant.

Section 7. Fiscal Year. The fiscal year of the Corporation shall be the period of twelve (12) months beginning on the first day of the calendar year and ending on the last day of the calendar year.

Section 8. Prohibition Against Sharing in Corporation Earnings. No Director, Officer, or employee of or member of a committee or person connected with the Corporation or any other

private individual shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors determines and specifies, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as amended.

## ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Definition for this Article Only For the purposes of this Article VIII:

- a) “Agent” means any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer.
- b) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- c) “Expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Article VIII, Section 2.

Section 2. When Indemnification is Required, Permitted and Prohibited

- a) The Corporation shall indemnify a Director who was, is or may be named as a defendant or respondent in any proceeding, not brought on behalf of the Corporation, as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. However, the Corporation shall indemnify such person only if he or she acted in good faith and reasonably believed that the conduct was consistent with the Corporation’s best interests. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. In the case of a proceeding brought by or on behalf of the Corporation, the person may be indemnified only to the extent provided in Article VII, Section 2(f). The Corporation shall not indemnify a person who is found liable to the Corporation, or is found liable to another, on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.



- c) The Corporation may pay or reimburse expenses incurred by a Director in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- d) In addition to the situations otherwise described in this Article, the Corporation may indemnify a Director or committee member to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Article VIII, Section 2 (a) above.
- e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by these Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding, if the person is named as a defendant or respondent in any proceeding brought against such person by the Corporation in which the person is alleged to have improperly received a personal benefit.
- f) If the Corporation may indemnify a person under these Bylaws, the person may be indemnified against judgments, penalties, taxes, fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses (including attorneys' fees) actually incurred by the person in connection with the proceeding.

Section 3. Procedures Relating to Indemnification Payments. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, determine that the expenses to be reimbursed are reasonable, except as provided in Article VIII, Section 3(c), below.

- a) The Corporation may make these determinations and decisions by any one of the following procedures:
  - i. Majority vote of a quorum of the Board, consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
  - ii. If such a quorum cannot be obtained, by a majority vote of those members of the Executive Committee who, at the time of the vote, are not named defendants or respondents in the proceedings;
  - iii. If two or more members of the Executive Committee are not eligible and available to vote as provided in Article VIII, Section 3(a)(ii), by special legal counsel selected by a

majority vote of a quorum of the Board of Directors to represent the Corporation in fulfilling its obligations, if any, under this Article.

- b) Upon authorizing indemnification, the Corporation shall determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible.
- c) Upon authorizing indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking by the person to be indemnified that he or she has met the standard of conduct necessary for indemnification under this Article and that he or she will repay the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking need not be secured and it may be accepted without reference to financial ability to make repayment.

## ARTICLE IX ADDITIONAL PROVISIONS

Section 1. Agents and Representatives. The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws.

Section 2. Amendment. These Bylaws may be amended, altered, repealed, and new Bylaws adopted by the affirmative vote of a majority of the Directors present at any regular or any special meeting of the Board of Directors, provided that there is proper notice of the consideration of the Bylaw change prior to the meeting.

Section 3. Telephone and Similar Meetings. Subject to the provisions in these Bylaws regarding notice, at any regular or special meeting of the Board of Directors, the “presence” of any or all Directors at such meeting shall be deemed to include not only physical presence, but also the participatory presence of a member by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, except where a director participates in the meeting for the express purpose of objecting to the transaction of any business at such meeting, as permitted by Section 22.002 of the Texas Business Organizations Code.

Section 4. Public Meetings; Executive Sessions. All meetings of the Board shall be open to the public unless a majority of the present Directors eligible to vote determine that consideration of specific matter on a specific occasion shall be closed to the public. That part of a meeting closed to the public shall be known as an executive session. Agenda and non-agenda items may be considered in an executive session. An executive session shall consider only matters for which the required determination has been made.

Section 5. Public Participation. The Board welcomes written and other communication from members of the public. Members of the public may address a meeting of the Board upon invitation of the chair of the meeting, unless the Board otherwise directs.

Section 6. Non-Discrimination. The Corporation shall not discriminate on any basis prohibited by law, including, but not limited to, race, ethnicity, color, creed, religion or religious affiliations, nationality or national origin, age, sexual or affection orientation, gender, or disabilities.

Section 7. Method of Giving Notice. Unless otherwise required by law or specifically provided for in these Bylaws, all notices required to be given to any Director or committee member by any statute, regulation, the Articles of Incorporation, or by these Bylaws, shall be given in accordance with Article III, Section 8 of these Bylaws.

Section 8. Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of any statute, regulation, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notices, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9. Attendance Waiver. Attendance of a Director or committee member at a meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 10. Action by Written Consent Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee established by these Bylaws or by the Board under applicable provisions of relevant statutes or regulations, the Articles of Incorporation, or these Bylaws, may be taken without a meeting if a consent, in writing, setting forth the action so taken, is signed (or agreed to by electronic transmission of such consent) by all members of the Board of Directors or respective committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote of Directors or committee members, as the case may be.

Section 11. Equal Employment Opportunities. The Corporation and its agents shall not discriminate in the securing or offering of employment or service against any persons due to race, ethnicity, color, creed, religion or religious affiliation, nationality origin, age, sexual or affection orientation, gender or disabilities.

Section 12. Gender. Words of either gender shall include the other gender.

\* \* \* \* \*

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing amended and restated Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation on \_\_\_\_\_ at a meeting at which a quorum was present and voting throughout.

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Michael Peterson, Secretary

## Metro Dallas Homeless Alliance Conflict of Interest Policy

### Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Article II Definitions

#### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Article III Procedures

#### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**4. Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Article IV  
Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V  
Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI  
Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII  
Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII  
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.