

BYLAWS OF
SUTTER YUBA HOMELESS CONSORTIUM
A California Nonprofit Public Benefit Corporation

- 1. Name.** The name of the corporation is the Sutter Yuba Homeless Consortium. The Sutter Yuba Homeless Consortium will hereinafter be referred to in these Bylaws as the “Corporation.”
- 2. Offices.** The principal office for the transaction of the activities and affairs of the Corporation is located at 202 D Street, Marysville, Yuba County, California 95901. The mailing address is PO Box 3642, Yuba City, Sutter County, California 95992. The Board of Directors (Board) may change the principal office from one location to another in the County of Yuba or County of Sutter, California. Any such change shall be noted by the Secretary in these bylaws. The Board may at any time establish branch or subordinate offices at any place or place where the Corporation is qualified to conduct its activities.
- 3. Purpose.** The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This Corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law. The specific purpose of this Corporation is to help provide for the basic needs of the homeless and precariously housed in Yuba and Sutter Counties, including, but not limited to, feeding and providing shelter. Furthermore, the purposed of this Corporation is to coordinate services, with our community organizations and agencies, for the needs of the homeless, with the ultimate goal and intent to end homelessness in the Yuba/Sutter community.
- 4. Members.** This Corporation shall have no members. Nothing in this paragraph shall be construed as limiting the rights of the Corporation to refer to persons associated with it as “members” even though such persons are not members, withing the meaning of section 5056 of the California Nonprofit Corporation Law.
- 5. Directors.**
 - a. Powers and Duties.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the Corporation’s activities and affairs shall be manager, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.
 - b. Number of Directors.** The authorized number of Directors shall not be less than 7 and not be more than 11.
 - c. Manner of Selection and Terms.** Directors shall serve for a term of three consecutive years with and option of a second three-year term. After second term is completed, Directors may reapply after one year’s absence from the Board.

Nominations for the Board shall be made by current Corporation Directors. Nominees must be Corporation Stakeholders or have extensive experience in a field that would support the mission of the Board and the Corporation.

- d. Restriction on Interested Directors.** No more than 49% of the persons serving on the Board at any one time may be interested persons or interested agencies. An interested person is (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; and (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 such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation. An interested agency is an agency receiving funding from the Corporation.
- e. Qualifications and Composition.** The Board of Directors of the Corporation will be comprised of representatives from the community who show commitment to serving the homeless and precariously housed. These representatives may be affiliated with emergency housing, transitional housing, mental health, healthcare organizations, public housing authorities, elected officials, criminal justice system, local businesses, educational organizations, faith-based communities, social services, food providers, day shelter facilities, and other community members. One member will have been, or is currently, a homeless person. All directors must be residents or employed within Yuba or Sutter Counties in the State of California.
- f. Vacancies.**

 - i. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the vote of majority of the Board to remove a Director; (d) an increase in the authorized number of Directors.
 - ii. Except as provided below, any Director may resign by giving written notice to the Chairman of the Board if any, or to the President or Secretary of the Board. The resignation shall be effective (i) when the notice is given or (ii) at the time specified in the written notice that the resignation is to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.
 - iii. Vacancies on the Board shall be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by the unanimous written consent of the Directors then in office. Nothing in these Bylaws shall require the Directors to fill a vacancy on the Board, provided that there is at least one remaining Director of the Corporation.
 - iv. Any reduction of the authorized number of Directors shall not result in any Directors being removed before his or her term of office expires.
- g. Removal.** Any Director may be removed from the Board without cause by an affirmative vote of at least three-fourths (3/4) of the total number of Directors. Removal of a Director shall be done in good faith and in a fair and reasonable manner.

- h. Compensation.** No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement of reasonable expenses incurred by Board members carrying out Corporation responsibilities.
- i. Quorum.** A majority of the elected and qualified number of Directors constitutes a quorum of the Board for the transaction of business at any meeting of the Board of the Corporation. A meeting at which a quorum is initially present may continue to transact business (notwithstanding the withdrawal of Directors), if any action taken is approved by at least a majority of the required quorum for such a meeting. Directors may not vote by proxy. If less than the required majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting to another date.

6. Officers.

- a. Qualifications.** The Officers of the Corporation shall be President, a Secretary, and a Chief Financial Officer. The President shall also serve as the Chief Executive Officer, and the Chief Financial Officer shall be the Treasurer. The Corporation may also have at the Board's discretion, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers may be appointed in accordance with these Bylaws. A number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President of the Board.
- b. Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Board of Directors, immediately following the election of Directors, at the regular annual meeting. The President of the Board shall appoint any needed or desired Vice Presidents at the annual meeting. Vacancies may be filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly elected and qualified for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal.
- c. Removal and Resignation.** Any Officer may be removed from his/her position without cause by an affirmative vote of at least three-fourths (3/4) of the total number of Directors. Removal of an officer shall be done in good faith and in a fair and reasonable manner. Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make resignation effective.
- d. Chairman of the Board.** The Chairman of the Board shall be the President of the Board. The Chairman of the Board shall, if present, preside at all meetings of the board and exercise and perform such other powers and duties as may be from time to time be assigned to him by the Board or prescribed by these Bylaws.
- e. President.** Subject to control of the Board of Directors, the President shall have general supervision of the affairs of the Corporation. The President shall serve as the Chief Executive Officer and shall have other duties assigned by the Board, including Chairman of the Board. The President shall serve as an ex-officio member of all committees, with the exception of the nomination committee.
- f. Vice President.** In the absence or disability of the President, One of the Vice Presidents shall perform all the duties of the President, and, when so acting, have all the powers of and be subject to all the restrictions upon the President. The Vice President, to act in place of the President, shall be elected by a majority of the Directors. Vice Presidents shall have other such powers and duties as may be assigned by the Board.

- g. Secretary.** The Secretary shall act as secretary at all meetings of the Board and shall be responsible for the minutes of all such meetings, or delegate a staff member to record the minutes. The Secretary shall perform such additional duties as shall be assigned by the Board.
 - h. Treasurer.** The Treasurer of the Corporation, serving as the Chief Financial Officer, shall attend to:

 - 1. Books of Account:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
 - 2. Financial Reports.** The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - 3. Deposit and Disbursement of Money and Valuables.** The Treasurer shall be responsible for the accounting of all monies of the Corporation, including depositing and/or investing them in accordance with policy adopted by the Board. All checks, drafts, or orders, for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer and counter-signed by the President, or any two Officers as determined by the Board. The Treasurer shall have such additional powers and duties as may be assigned by the Board.
 - i. Duties May Be Delegated.** In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, all or part of the powers or duties of such Officer to any other Officer or Director.
- 7. Committees.** The Board, provided a quorum is present, may create one or more committees, each consisting of two or more Directors. Appointment to committees of the Board shall be, by majority vote, of the Directors. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governership of any committee, as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.
- 8. Meetings.**
- a. Annual Meetings.** The annual meeting of the Board of Directors shall be held at such date, time, and place as the Board of Directors shall determine.
 - b. Regular Meetings.** In addition to the annual meeting, regular meetings shall be held at least quarterly and be held as such time and place as the Board may fix from time to time by resolution. These meetings will provide the forum of exchange between the Board and community members regarding; (1)the issues relevant to assisting the homeless and precariously housed population in Sutter and Yuba Counties, (2)

decisions about these issues made by the Board representing the homeless community, (3) sharing information about member activities to serve the target population, (4) sharing information about resources that may provide monetary and/or volunteer assistance to member organizations, (5) assessment and evaluation of the Corporation meeting its goals and objectives for the target population in the Sutter-Yuba community, and (6) whatever else is deemed necessary by the homeless community and Board to fulfill the mission of the Corporation.

- c. Special Meetings.** Special meeting may be called by the President or a Vice President in his/her absence, or by any two Directors, in that order.
- d. Place of Meetings.** Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.
- e. Notice of Meetings.**
 - 1. Notice of the annual meeting shall be given to the Directors not more than thirty (30) days nor less than ten (10) days before the meeting.
 - 2. Notice of regular and special meetings shall be given to all the Directors a minimum of four (4) days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if notice is delivered personally, by telephone, or electronic mail.
 - 3. Waiver of Notices; The notice requirements contained in these Bylaws may be waived in writing by any Director. All waivers shall be made part of the minutes of the meeting.
 - 4. Action in lieu of meeting; Any Board action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall consent to such action in writing. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.
- f. Telephone, Video, and Electronic Meetings.** The Board of Directors may meet by conference telephone, electronic video screen communications, or electronic transmission by and to the Corporation provided that; (i) each member participating in the meeting can communicate with all of the other members concurrently; and (ii) each member is provided the means of participating in all matters before the Board, including the capacity to propose, or interpose an objection to, a specific action to be taken by the Corporation.

- 9. Indemnification.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, Employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board of any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations code section 5238(e) whether the

applicable standard of conduct set forth in Corporations code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expense incurred by a person seeking indemnification under Section 9 of these Bylaws in defending any proceeding covered by this Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

10. Insurance. This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, Employees, and other agents, to cover any liability asserted against or incurred by any Officer, Director, Employee, or agent in such capacity or arising from the Officer's Director's, Employee's, or agent's status as such.

11. Maintenance of the Corporation Records. The Corporation shall keep adequate and correct books and records of account, written minutes of the proceedings of the Board.

12. Miscellaneous.

a. Fiscal Year. The fiscal year shall begin in July 1st and shall end on June 30th.

b. Rules. Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters or procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Corporation.

c. Amendments. These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. If any provision of these Bylaws requires the vote of a larger proportion of the Board of Directors than is otherwise required by law, said provision may not be altered, amended, or repealed except by that greater vote. No action shall be taken to amend any Bylaw unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if the notice is delivered personally.

d. Endorsement of Documents; Contract. 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 any other person, when signed by the President, any Vice President, the Secretary, any Assistant Secretary, the Chief Financial Officer, or any Assistant Financial Officer of the Corporation 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 not 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. Notwithstanding the foregoing, all checking accounts, savings accounts, or demand deposit accounts of the Corporation shall require only one signature of either the President or Secretary of the Corporation or such other person or persons as the Board of Directors from time to time designate.

- e. Annual Report.** The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the Corporation's fiscal year. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records. This requirement of an annual report shall not apply if the Corporation receives less than \$25,000.00 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing. That report shall contain the following information, in appropriate detail, for the fiscal year:
1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
 2. The principal changes in assets and liabilities, including trust funds.
 3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
 4. The expenses or disbursements of the Corporation for both general and restricted purposes.
 5. Any information required by these Bylaws.
- f. Inspection of Records.** Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of the documents.
- g. Construction.** Unless the content requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify,

1. That I am the duly elected and acting Secretary of the Sutter Yuba Homeless Consortium, and

2. That the foregoing Bylaws, comprising the immediately preceding pages, including this page, constitute the amended and restated Bylaws of said Corporation, as duly adopted by a majority of the Board of Directors electronically on November 16, 2022.

IN WITNESS WHEREOF, I have unto subscribed my name and affixed the seal of said Corporation on this sixteenth day of November, 2022.

Rick Millhollin, Secretary