

**BYLAWS  
OF  
The Pasadena Housing and Homeless Network**

**ARTICLE I – NAME**

The name of this organization shall be “The Pasadena Housing and Homeless Network,” and shall hereinafter be referred to in these bylaws as “the Network.”

**ARTICLE II – PURPOSE**

Sec. 1           **MISSION**

The Network is comprised of public and private agencies and community residents, including homeless and formerly homeless individuals. The Network was designed to assess the need for homeless and affordable housing services and to develop and provide ongoing support to a Continuum of Care Plan for the region on behalf of at-risk and homeless individuals and families.

Sec. 2           **SPECIFIC PURPOSES**

The specific purposes of this network is to make it possible for individuals and families who are homeless or at-risk for homelessness to attain and maintain safe, decent, affordable housing and supportive services.

Sec. 3           **LIMITATIONS**

- A.     No substantial part of the activities of this Network shall consist of lobbying or propaganda, or shall otherwise attempt to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986. This Network shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.
- B.     No part of the net earnings of this Network shall inure to the benefit of any of its Officers, Members, or to individuals.
- C.     Notwithstanding any other provisions of these bylaws, this Network shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Network. The Network shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) by an organization for which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

### **ARTICLE III – PRINCIPAL OFFICE**

The principal office of this Network shall be located in the State of California, Los Angeles County, Pasadena.

### **ARTICLE IV – OFFICERS**

The principal Officers of the Network shall be the two Co-Chairs and one Secretary. The duties and responsibilities of these Officers are as follows:

#### **Sec. 1 CO-CHAIRS**

- A. One Co-Chair shall be the Program Coordinator of the City’s supportive housing programs or as otherwise designated by the City’s Housing Administrator (the “City Co-Chair”). The other Co-Chair shall be an Organization Member or Community-At-Large member, who is at least eighteen (18) years of age and is duly elected by the Network (the “Member Co-Chair”).
- B. The Co-Chairs shall govern the affairs of the Network in keeping with these bylaws and with the laws of the State of California.
- C. The Co-Chairs shall conduct all general, special and emergency meetings of the Network, review and protect the Mission of the Network, conduct and approve a planning process that furthers the Mission of the Network, advocate for the Mission of the Network, and speak, or assign someone to speak, on behalf of the Network.

#### **Sec. 2 SECRETARY**

- A. The Secretary shall be an Organization Member or Community-At-Large Member, who is at least eighteen (18) years of age and is duly elected by the Network.
- B. The Secretary shall be responsible for keeping the Network records, and shall be responsible for all books, correspondence and papers relating to the business of the Network. The Secretary shall also be responsible for the keeping of all records of meetings, policies, activities, and membership.

#### **Sec. 3 ELECTIONS AND TERMS OF OFFICE**

- A. The Member Co-Chair and Secretary shall be elected annually each January by the Network by a majority vote of those Members present. Any Organization Member or Community-At-Large Member in good standing may be nominated to serve as Member Co-Chair or Secretary. Those persons duly elected shall be seated immediately and shall serve for a one-year term.
- B. In the event a vacancy should occur among the Member Co-Chair or Secretary due to resignation, removal, lapse in Membership or death, the Network may elect such qualified person(s) necessary to

fill the vacancy. The person(s) elected shall serve the unexpired term of the previous Officer, and is subject to re-election.

Sec. 4            **COMPENSATION**

Officers shall not be entitled to any form of compensation as a result of their service in this capacity to the Network.

**ARTICLE V – COMMITTEES**

Sec. 1            **EXECUTIVE COMMITTEE**

The Executive Committee shall be composed of the Co-Chairs, Secretary, and chairs of the Committees. The Executive Committee shall meet as often as deemed necessary. The Executive Committee shall have the power to act on behalf of the Network until such time as its action(s) can be reviewed and ratified by the Network, and shall perform such other duties as established by the Network.

Sec. 2            **COMMITTEES**

- A.     The Network shall have the following standing committees: Executive, Continuum of Care/Housing, Winter Shelter, Homeless Research, Continuum of Care/Supportive Services. Each standing committee, other than the Executive Committee, shall be composed of a chairperson elected by such committee and shall have an unlimited membership from among the Network.
- B.     Each Committee may meet at any time during the intervals between Network meetings at a location determined by the Committee members. Each Committee shall report the results of its meetings to the Network.
- C.     The Committee Chairperson shall be responsible for timely notification of meetings, and shall have the sole authority to call Committee meetings, to determine that a quorum is present, and to determine who may vote on matters before the committee, provided that reasonable notice is given to all members of the Committee.
- D.     The Network may, by a two-thirds vote of the Members present, appoint any other committees necessary for the proper and efficient functioning of the Network as long as these committees do not interfere with or duplicate the duties of any existing committees.
- E.     The Network may by a two-thirds vote of the Members present, abolish an existing committee, if such committee is determined to be unnecessary for the proper and efficient functioning of the Network

## **ARTICLE VI – MEMBERSHIP**

- Sec. 1 Membership is open to organizations and individuals who support the Network’s mission. Those seeking membership may make their request at any meeting of the Network. At the next regularly scheduled meeting of the Network all membership requests from organizations or individuals made at the prior meeting will be acted upon.
- Sec. 2 There shall be two categories of Network Members: Organization Members and Community-At-Large Members.
- Sec. 3 All Members shall have the right speak at meetings, to vote on matters before the Network, subject to the limitations of this Article, and to participate in Network activities.
- Sec. 4 There will be an unrestricted number of Organization Members. However, only one (1) representative from each Organization Member may vote on behalf of that organization, based on written authorization from the organization. Each organization shall indicate in writing the names of the persons, in priority order, who may represent the organization. Organization Members approved by the Network in a duly authorized election may vote at any meeting of the Network provided that they have attended at least the immediately prior meeting or three of the prior five meetings of the Network.
- Sec. 5 There will be an unrestricted number of Community-At-Large Members representing the general community. However, any such members must reside in the Pasadena area and may not be involved, as a staff member or volunteer, with any Organization Member. Individuals approved as Community-At-Large Members by the Network in a duly authorized election may vote at any meeting of the Network provided that they have attended at least the immediately prior meeting or three of the prior five meetings of the Network.
- Sec. 6 Members may be removed from membership for good cause upon a two-thirds vote of the members at any meeting. Members removed from membership may reapply for membership at any meeting of the Network.

## **ARTICLE VII – MEETINGS**

- Sec. 1 **MEETING SCHEDULE**  
The Network shall meet at least quarterly for the purpose of transacting the business of the Network.
- Sec. 2 **ANNUAL MEETING**

An Annual Meeting each year shall be held each January at which the Network shall seat new Officers.

- Sec. 3           **SPECIAL AND EMERGENCY MEETINGS**  
Special and emergency meetings of the Network may be called at any time, or upon the request of the Executive Committee.
- Sec. 4           **MEETING NOTICES**  
Notice of regular and special meetings of the Network must be sent and postmarked, faxed, telephoned or emailed at least 48 hours prior to the date of the meeting. Notice of emergency meetings of the Network must be provided to Members prior to such meetings, with as much prior notice as is reasonably possible.
- Sec. 5           **QUORUM**  
A quorum shall consist of 5 members for Network meetings. Each Committee Chairperson shall determine whether a quorum is met with respect to Committee meetings. No business may be officially transacted without a quorum.
- Sec. 6           **VOTING**  
At all meetings of the Network, all duly authorized Organization Members and Community-At-Large Members may vote. Each Organization Member and each Community-At-Large Member may have only one vote for any one motion on the floor. Except as otherwise specified in these bylaws, a majority of votes shall carry or defeat a motion. The Officers may vote on any motion. Proxy voting will not be permitted. All Members must declare any conflict of interest they or their organizations have on any voting issue. Organization Members and Community-At-Large Members are required to recuse themselves from voting on any issue in which they, or their organizations, have a financial interest.
- Sec. 7           **MEETING MINUTES**  
Minutes of the meetings shall be maintained by the Secretary or by some other designated individual.
- Sec. 8           **PARLIAMENTARY PROCEDURE**  
Robert’s Rules of Order-Revised shall be the authority for all questions of procedure at all meetings of the Network.

## **ARTICLE VIII – MISCELLANEOUS**

- Sec. 1           **FISCAL YEAR**  
The fiscal year of the Network shall be January 1 through December 31.

Sec. 2            AMENDMENT OF BYLAWS

These bylaws may be amended upon a two-thirds vote of the Members present, provided that each member shall have been mailed or emailed, or otherwise provided, at least seven (7) days prior to the meeting, a copy of the proposed amendment.

Sec. 3            EFFECTIVE

These bylaws shall be effective immediately and perpetually upon the approval of a two-thirds majority vote of the Network.

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the bylaws of the Network named in the title thereto and that such by-laws were duly adopted by the Network.

Dated: \_\_\_\_\_ Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_, Co-Chair

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_, Co-Chair

Attest: \_\_\_\_\_  
Secretary