BYLAWS
METROPOLITAN DENVER HOMELESS INITIATIVE, INC.

ARTICLE I
NAME

SECTION 1.1 NAME

The name of shall be The Metropolitan Denver Homeless Initiative, Inc., hereinafter referred to as MDHI.

ARTICLE II
MISSION, VISION, AND ANTI-DISCRIMINATION POLICY

SECTION 2.1 MISSION

Mission

To coordinate and support the Denver Metro Continuum of Care (CoC) to ensure the most efficient and effective services to reduce homelessness in the seven-county region.

CoC is defined as the collaboration of Stakeholders which have interest in or provide a continuum of services to address homelessness.

The seven counties included in MDHI are Adams, Arapahoe, Boulder, Broomfield, Denver, Douglas and Jefferson.

SECTION 2.2 VISION

Vision

- Homeless people in the Metropolitan Denver area have immediate access to a spectrum of services, are treated with dignity and respect, and are guided towards life stability.

Guiding Principles

- We believe in a humane, just and equitable society.
- We believe an atmosphere of mutual respect should exist between participants and providers.
- We believe that services and treatment choices offered to participants should be based on their own uniqueness and personal preferences.
- We believe in actively including homeless citizens in planning and decision-making processes.
- We believe in respecting and celebrating diversity of opinion, culture, race and gender.
- We believe in encouraging self-sufficiency and that people should take responsibility for their own lives to the extent that they are able to do so.
- We believe in the values to the Continuum of Care model, in which stakeholders collaborate to identify best practices and share efficiencies

MDHI Role

- Coordinate programs and services among the diverse stakeholders and providers in the seven-county region;
- Ensure and support data-driven, evidence-based planning that addresses gaps and eliminates inefficiencies in service delivery across the seven county region; and
- Create capacity and develop resources that help build an environment for greater collaboration in the seven county region.

SECTION 2.3 ANTI-DISCRIMINATION POLICY

The policy and intent of MDHI is not to discriminate on the basis of race, color, religion, national origin, marital status, political affiliation, sexual orientation, gender identity or expression, status with regard to public assistance, disability, sex, age, or military status in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers, selection of vendors, and provision of services.

ARTICLE III
OFFICES

SECTION 3.1 BUSINESS OFFICES

The principal office of MDHI shall be located within the seven county metro Denver region. MDHI may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the officials of MDHI may require from time to time.

SECTION 3.2 REGISTERED OFFICE

The registered office of MDHI required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may be, but need not be, the same as the principal office if in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors or by the officers of MDHI.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 4.1 GENERAL POWERS

The Board of Directors shall exercise all such powers and perform all such lawful acts according to MDHI Articles of Incorporation and by-laws not prohibited by the Colorado Nonprofit Corporation Act, the Articles of Incorporation or by these Bylaws. The Board of Directors may appoint an Executive Director to function as the Chief Executive Officer of MDHI.

The Board of Directors may, upon adoption of a Resolution, require the payment of fees for the participation in programs, to become a Member of MDHI, to serve on the Board of Directors, to submit an application for consideration for funding, or for program and project monitoring and review following an award.

SECTION 4.2 NUMBER AND QUALIFICATION

The Board of Directors shall consist of up to twenty-one (21) voting members. The Board of Directors will be divided into three approximately equal categories. Approximately seven (7) of the voting members shall represent governmental entities; approximately seven (7) of the voting members shall represent nonprofit agencies providing services for homeless persons or persons at risk of homelessness; approximately seven (7) of the voting members shall be independents. A minimum of two (2) board members shall be currently or formerly homeless individuals.

The independent category will include representatives of businesses and corporations, foundations, faith-based groups, neighborhoods, people who are homeless or formerly homeless, and other non-profit agencies. Some governmental representatives may need to serve as ex-officio members. These non-voting positions will not be counted in the maximum number of board members. The composition of the Board of Directors shall, to the greatest extent possible, represent stakeholders from each of the seven (7) counties in the metropolitan Denver area. No more than two persons from the same organization shall serve on the Board of Directors at the same time, provided that one of the two must be a consumer of services addressing homelessness.. All members of the Board of Directors must be in good standing with MDHI
The Board of Directors may, by adoption of a resolution, increase or decrease the number of the Board of Directors, Such resolution shall constitute an amendment of these Bylaws effecting the number and representative constituencies of the Board of Directors.

SECTION 4.3 TENURE

Members of the Board of Directors shall be elected from a slate of nominees chosen by a Governance Committee. Each member shall serve a two year term with an option to serve up to two consecutive terms.

SECTION 4.4 RESIGNATION

Any director may resign at any time by giving written notice to the President or the Secretary of MDHI. Such resignation shall take effect at the time specified in such notice or by mutual agreement by the Board member and the President. The acceptance by the President of such resignation shall not be necessary to make it effective.

SECTION 4.5 REMOVAL

Any director may be removed by the adoption of a Resolution at a regularly scheduled meeting by the Board of Directors, whenever, in its sole judgment, the best interests of MDHI will be served thereby. Any director who misses three (3) or more meetings in any one fiscal year without notice or excuse may be removed by the Board of Directors

SECTION 4.6 VACANCIES IN OFFICE

Vacancies occurring on the Board of Directors shall be addressed by the Governance Committee. A vacancy shall be filled by someone from the category that was represented by the position vacated (governmental entity, provider, or independent). A director elected or appointed to fill a vacancy shall fill the unexpired term of such director's predecessor in that position.

Any officer may resign at any time by giving notice to the President. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office will be filled by the Board of Directors based on the recommendation of the Governance Committee.

SECTION 4.7 REGULAR MEETINGS

The Board of Directors shall meet at least quarterly.

SECTION 4.8 SPECIAL MEETINGS

Special meetings of the Board of Directors may be held at the request of the President or by the adoption of a motion approved by a simple majority of the Board of Directors.

SECTION 4.9 NOTICES

As an organization committed to addressing the issues of homelessness in the seven county region of metropolitan Denver, MDHI is committed to providing reasonable and timely notice of all its meetings including the Board of Directors and its committees to encourage participation and insure transparency in its operations and decision making.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting shall be provided to the Board of Directors at least three days prior thereto by oral, written, or electronic notification.

SECTION 4.10 QUORUM AND VOTING

Fifty-one percent (51%) of the Board of Directors eligible to vote shall constitute a quorum for the transaction of business. Notwithstanding the absence of a quorum, a lesser number may adjourn a meeting to a later date.

SECTION 4.11 ACTION WITHOUT A MEETING

Any action of the Board of Directors not required by law to be taken at a meeting may be taken by written notice, email, or phone conversation that establishes a written record of votes of each of the Board of Directors. Such an action shall be initiated and supervised by the President with the prior approval of the majority of the Board of Directors. Written documentation of the results will be noted in the minutes of the subsequent Board of Directors meeting.

.SECTION 4.12 COMPENSATION

No compensation shall be paid to directors for their services as such. Expenses incurred by a Board member when acting on behalf of the corporation, and with the prior approval of the President, may be reimbursed.

SECTION 4.13 CONFLICT OF INTEREST

MDHI strives to conduct Continuum of Care business in open and transparent fashion. including:

- Posting of all notices and minutes of Board meetings, committee meetings and stakeholder meetings
- Adhering to the approved conflict of interest policy
- Ensuring regional representation on the Board of Directors

Board members shall adhere to the Board approved conflict of interest policy.

Some members of the MDHI Board of Directors represent nonprofit organizations which provide services to persons and families who are homeless or at risk of becoming homeless. Some of these organizations will also be applicants for funds and /or contracts which may be awarded directly by MDHI, or at the recommendation of MDHI. To prevent an appearance of conflict of interest, Directors who represent applicant organizations shall adhere to the approved conflict of interest policy established by the Board.

SECTION 4.14 ATTENDANCE BY TELEPHONE

Any member of the Board of Directors may attend a meeting by telephone under the following conditions:

A. There is a speaker phone operating at the meeting of MDHI so that the Director's(s) attending by telephone can be heard by the public, staff and any Director in attendance at the meeting; and

B. Any Director(s) attending by telephone can hear all other Directors in attendance at the meeting, whether by phone or in person.

SECTION 4.15 ORDER OF BUSINESS

The order of business at any regular or special meeting of the Board of Directors, unless otherwise prescribed at a meeting by the Board of Directors, shall be established by the Chief Executive Officer in conjunction with the President, and shall include, at a minimum:

1. Review and Approval of Minutes
2. Review of financial statement
3. Committee Reports
4. Public Participation
    a. Comments from the public will be limited to a maximum of five minutes or as allowed by approval of the Board of Directors at the meeting.

Specific order of agenda items may vary from one meeting to the next so long as at least the above listed topics are included. The Board of Directors may act by motion or resolution. The record of the vote on all motions and resolutions shall be included in the minutes of the meeting. All resolutions shall be in writing and executed copies maintained in an appropriate master file containing a record of the proceedings of the Board.

SECTION 4.16.MINUTES OF MEETINGS

The record of any action recorded in minutes of any meeting and approved by the Board of Directors at a subsequent meeting shall be valid, and all actions so recorded shall be as valid and effectual.

SECTION 4.17 MANNER OF VOTING

The voting on all questions coming before the Board shall be by oral vote, and the ayes and nays shall be entered upon the minutes of such meeting.

SECTION V
OFFICERS AND AGENTS

SECTION 5.1 OFFICERS OF THE BOARD OF DIRECTORS

The officers of the Board of Directors shall be elected from the voting members of the Board. The officers shall be a President, a Vice-president a Secretary and a Treasurer. No person may hold more than one office at a time.

SECTION 5.2 ELECTION AND TERM OF OFFICE

The Governance Committee will recommend a slate of officers including President, Vice president, Secretary, and Treasurer. The officers of MDHI shall be elected by the members of the Board of Directors at a designated meeting. Each officer shall hold office for one (1) year and until such officer's successor shall have been duly elected and shall have qualified, or until such officer's resignation, removal or death.

SECTION 5.34 GENERAL DUTIES.

The officers of MDHI shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors or the Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

The officer roles shall be defined in the Board policy manual.

SECTION 5.5 STAFF

The Board of Directors shall supervise and manage the Executive Director as authorized in Section 4.1. The Executive Director shall have the sole responsibility and authority to hire, review, and discharge such other administrative and professional staff as may be necessary to implement the goals and direction of the Board of Directors and as such are authorized by the annual budget.

ARTICLE VI
COMMITTEES

SECTION 6.1 EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee may also include previous MDHI Board President. This Executive Committee shall have and may exercise all authority of the Board of Directors in situations where the full Board of Directors cannot be convened, provided however that the

Executive Committee shall not have the authority of the Board of Directors in reference to appointing or removing any Director; amending the articles of incorporation; amending, altering or repealing the bylaws; approving a plan of merger or consolidation; or approving a sale, lease, exchange, mortgage, or other distribution of all, or substantially all of the corporation's property; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; or amending, altering or repealing any resolution of the Board of Directors.

SECTION 6.2 OTHER COMMITTEES

The Board may form or dissolve, by the adoption of a resolution, committees who execute the business of the Board of Directors as needed, including short term or ad-hoc committees. Corporate standing committees include: Executive Committee, Governance Committee, and Finance Committee.
Continuum of Care committees will be formed and managed by the CoC Governance charter. These CoC committees should include stakeholders and formerly homeless individuals and will be supported by MDHI staff and Board members.

ARTICLE VII
STAKEHOLDERS

7.1 STAKEHOLDERS

a. Relationship to MDHI
    a. Stakeholders include any person, group, business or agency that is impacted by or is interested in the issues of homelessness.
    b. Stakeholders serve as the constituency of MDHI and to provide feedback and input on issues.
    c. Stakeholders may raise issues of concern and bring them to the Board for discussion or action during the portion of the meeting of the Board of Directors allocated for general comments.

b. MDHI's relationship to Stakeholders
    a. Host meetings with stakeholders between two and four times annually at least one of which will be to solicit comments and assess community needs to establish priorities for the NOFA process;
    b. Hold such meetings at different locations in the seven county region;
    c. Such public meetings shall be open and noticed widely to generate as much participation and accessibility as possible;

ARTICLE VIII
INDEMNIFICATION

Indemnification. To the extent permitted or required by Colorado Revised Nonprofit Corporation Act as it exists on the date this Article is adopted, and as the Colorado Revised Nonprofit Corporation Act may be thereafter amended from time to time, and any other applicable law, if any Director or officer of the corporation is made a party to or is involved in any proceeding because such person is or was a Director or officer of the corporation, the corporation (i) shall indemnify such person from and against; any

judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding. The term "proceeding" means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

The Corporation may in its discretion (but is not obligated in any way to) indemnity and advance expenses to an employee or agent of the corporation to the same extent as to a Director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its Board of Directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the tallest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

2. Limitation. Notwithstanding any other provision of this Article during any period that the corporation is a "private foundation" within the meaning of section *509* of the Internal Revenue Code of 1986, as amended from time to time, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any person the cost of; such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE IX
MISCELLANEOUS

SECTION 9.1 AMENDMENTS.

The Board of Directors shall have power to make, amend, and repeal the Bylaws of I at any regular meeting of the Board or at any special meeting called for the purpose, so long as such amendments are not inconsistent with the provisions of the Article of Incorporation and are not in any violation of State or Federal Laws or Regulations or to be in violation of any agreements which MDHI may have entered into with any third party. No change to these Bylaws shall limit or repeal the voting rights of the members unless such change is adopted by the affirmative vote of a majority of the voting members.

SECTION 9.2 FISCAL YEAR.

The fiscal year of MDHI shall begin on July 1 and end on June 30.

SECTION 9.3 DESIGNATED CONTRIBUTIONS.

MDHI may accept any designated contribution, grant, and bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, MDHI shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, MDHIMDHI shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out MDHII's tax-exempt purposes.

SECTION 9.4 LOANS TO DIRECTORS AND OFFICERS PROHIBITED.

No loans shall be made by MDHIMDHI to any of its directors or officers.

SECTION 9.5 REFERENCES TO INTERNAL REVENUE CODE.

All references in the Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax law.

SECTION 9.6 SEVERABILITY.

The invalidity of any provisions of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

SECTION 9.7: CONTRACTS
The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation if no such authority is provided for the officer or the agent elsewhere in these Bylaws. Without such authorization, no officer or agent 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 financially for any amount.

(END)

These Bylaws replace the original bylaws, - (approved and adopted by the Board of Directors on October 10, 1996 and revised by the members of MDHI on July 9, 2009).

Approved and adopted by the Board of Directors on January 23, 2014.