

Bylaw Modification Language:

Current

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 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.

Revised

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 of Organizational Activities, a Vice-president of Continuum Activities, and a combined role of Secretary/Treasurer.

SECTION 5.2 ELECTION AND TERM OF OFFICE The Governance Committee will recommend a slate of officers including President, a Vice-president of Organizational Activities, a Vice-president of Continuum Activities, and a combined role of Secretary/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. The President and the Vice President of Continuum Activities may not be individuals that hold a direct association with COC funded entities.

SECTION 6.1 EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the President, the Vice President of Organizational Operations, the Vice President of Continuum Operations, and the Secretary/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.

Board President

Scope:

The Board President is the “chief volunteer” and his/her job is, primarily, to maintain the integrity of the board's processes. The president “manages the board” and ensures the board behaves in a manner consistent with its own rules and those legitimately imposed upon it from the outside of the organization. The President is expected to maintain close communication with, offer advice to, and provide encouragement to the Executive Director and staff on behalf of the board.

Responsibilities:

- Holding weekly check-in calls with the Executive Director (30 mins per week).
- Attend all board meetings.
- Working with the board, ED, staff, and community to further MDHI's mission.
- Reviewing and understanding MDHI's financial and legal situation, policies and procedures, and articles of incorporation.
- Leading the annual board retreat.
- Leading the Executive Committee monthly meeting.
- Calling special meetings if necessary.
- Appointing all committee chairs and, with the chief executive, recommending who will serve on committees.
- Facilitation of monthly board meetings.
- Speaking on behalf of MDHI in the community and attending community events to maintain visibility of MDHI.
- Recruiting and orienting new board members in collaboration with the Governance Committee.
- Evaluating performance of the board and of the ED.
- Periodically consulting with board members on their roles, and helps them to assess their performance.
- Drafting agendas that focus on key strategic issues.

Requirements:

- Must be able and willing to commit to a one-year term.
- Must be able to commit approximately 10 hours per month to MDHI Board activities.

- This position cannot be filled by an individual directly associated with an agency that receives COC funds.

Vice President – Organizational Activities

Scope:

The Vice President of Organizational Operations is primarily responsible for overseeing and leading efforts to promote best practice in governance and agency operational activities. The Vice President also performs other duties as assigned by the Board of Directors and/or the President. In addition, the Vice President works closely with the President and staff to ensure MDHI's activities are aligned with its mission. Like the President, the VP is expected to have a deep understanding of MDHI's strategic and financial position and is expected to lead in the recruitment and orientation of new board members. The VP attends monthly Executive Committee meeting.

Responsibilities:

- Attend all board meetings
- Chair the MDHI Governance Committee
- Serve on the Executive Committee
- Carry out special assignments as requested by the Board President
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence
- Participate as a vital part of the board leadership

Requirements:

- Must be able and willing to commit to a one-year term.
- Must be able to commit approximately 10 hours per month to MDHI Board activities.

Vice President – Continuum Activities

Scope:

The Vice President of Continuum Operations is primarily responsible for overseeing efforts to evaluate COC-funded programs, and to promote best practices throughout the entirety of MDHI's geographic scope. In the absence of the President, the Vice President performs the duties of the President. The Vice President also performs other duties as assigned by the Board of Directors and/or the President. In addition, the Vice President works closely with the President and staff to ensure MDHI's activities are aligned with its mission. Like the President, the VP is expected to have a deep understanding of MDHI's strategic and financial position and is expected to lead in the recruitment and orientation of new board members. The VP attends monthly Executive Committee meetings.

Responsibilities:

- Attend all board meetings
- Leads/Chairs Continuum efforts in evaluation and the promotion of fidelity to best practice

- Serve on the Executive Committee
- Carry out special assignments as requested by the board chair
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence
- Participate as a vital part of the board leadership

Requirements:

- Must be able and willing to commit to a one-year term.
- Must be able to commit approximately 10 hours per month to MDHI Board activities.
- This position cannot be filled by an individual directly associated with an agency that receives COC funds.

Treasurer and Secretary

Scope:

The Treasurer is MDHI's financial expert. She/He helps the ED manage the finances of MDHI, draft an annual budget each year, and prepare for and complete the annual audit. The Treasurer monitors the budget with the ED and Finance Committee. She/He also leads the monthly Finance Committee and presents the budget and financial statements to the Board for its approval at monthly Board meetings.

The board secretary maintains all records related to the board and board meetings. The Secretary supervises MDHI staff in documenting minutes and approves them before they go out to the board for approval. The Secretary also helps keep organizational documents updated and revised and is expected to have a very solid understanding of MDHI's charter and bylaws and any other documents that may be relevant to board meetings. The Secretary attends monthly Executive Committee meetings and the Board of Directors meetings. Will take minutes for Executive Session in the absence of the MDHI staff person otherwise responsible for keeping minutes of Board meetings.

Responsibilities:

- Attend all board meetings
- Serve on the executive committee
- Ensure the safety and accuracy of all board records
- Review board minutes
- Assume responsibilities of the chair in the absence of the board chair, chair-elect, and vice chair
- Provide notice of meetings of the board and/or of a committee when such notice is required
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Understand financial accounting for nonprofit organizations
- Serve as the chair of the finance committee
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities

- Work with the chief executive and agency financial staff members or business associates to ensure that appropriate financial reports are made available to the board on a timely basis
- Present the annual budget to the board for approval
- Review the annual audit and answer board members' questions about the audit

Requirements:

- Must be able and willing to commit to a one-year term.
- Must be able to commit approximately 10 hours per month to MDHI Board activities.

CHANGE LOG

- Added language indicating the expectation of 10 hours per month, versus 2 hours per week, to align with the MDHI Board Application.
- Added a requirement for the President, and VP of Continuum Activities that the position cannot be filled by an individual that has a direct association with a COC funded agency.
- Removed language re: acting in the capacity of the President in the event of absence or unwillingness to act from description of VP Org Activities (this language remains in the description for the VP Coontinuum Activities)
- Added “The President and the Vice President of Continuum Activities may not be individuals that hold a direct association with COC funded entities.” To section 5.2 of bylaws
- Added “Will take minutes for Executive Session in the absence of the MDHI staff person otherwise responsible for keeping minutes of Board meetings.” To Secretary/Treasurer job description