

BY-LAWS
Of
Piedmont Regional Committee

ARTICLE I
NAME AND PURPOSES

Section 1.01 Name: The name of the unincorporated association is Piedmont Regional Committee, also known as PRC.

Section 1.02 Service Area: The service area of the PRC is the following five (5) counties and all municipalities within these counties: Cabarrus, Davidson, Rowan, Stanly and Union Counties.

Section 1.03 Mission: The PRC is committed in a collaborative effort with all stakeholders to reduce and eliminate homelessness.

Section 1.04 Vision: The PRC will provide leadership and direction in analyzing the needs in our communities and work toward developing solutions to attack the multi-faceted causes of homelessness by providing opportunities for our residents to have nourishment, health care, education, employment, recreation, self-sufficiency, safe affordable housing, and a good quality of life.

Section 1.05 Address: The official address for the PRC will be that of the lead agency. The PRC may have offices and places of business at such other locations within the State of North Carolina and within the five county service areas as shall be determined by the Executive Committee.

Section 1.06 Fiscal Agent: The fiscal/lead agency will be elected annually by the PRC members. The lead agency may also serve as the fiscal agent.

ARTICLE II
MEMBERS

Section 2.01 Qualifications: All organizations and persons, public and private, interested in reducing and ending homelessness and supportive of the mission and vision of PRC can become members by submitting such request in writing to the Executive Committee. The Executive Committee will present recommendations for membership to the full PRC for a vote.

Section 2.02 Termination of Membership: The Executive Committee will make recommendations to the full PRC on matters of suspension or expulsion. Such matters will come before a PRC meeting for a vote. Hearings may be held to determine the most appropriate course of action.

Section 2.03 Resignation: Any member may resign by filing a written resignation with the Chair of the Outreach Committee.

Section 2.04 Reinstatement: The Executive Committee may make recommendations to the PRC membership regarding reinstatement of such former member upon such terms, as the PRC membership may deem appropriate.

ARTICLE III MEETINGS

Section 3.01 Meetings: An annual schedule of meetings shall be established by the Executive Committee and such schedule distributed to all PRC members. Special meetings of PRC may be called by the Executive Committee or by a majority of the PRC members so indicating in writing or by telephone to a member of the Executive Committee. The Executive Committee shall give notice to the members of at least seven (7) days prior to any special meeting so called. Notice shall be given electronically, by regular USPS mail or by telephone.

Section 3.02 Quorum: A quorum of the PRC shall exist when there are at least two representatives from each of the five (5) counties present. All votes will be taken by written or verbal assent or dissent. Present may include physical presence or by electronic means provided the member can hear all of the discussion.

Section 3.03 Voting Rights: All member organizations, agencies, and individuals shall have only one vote on all matters before the PRC.

ARTICLE IV AUTHORITY, COMPOSITION AND MEETINGS OF THE EXECUTIVE COMMITTEE

Section 4.01 Authority of the Executive Committee: The Executive Committee shall provide general oversight for the functioning of the PRC. It shall make recommendations to the full PRC on all governing matters. The Executive Committee shall be empowered to make administrative and policy decisions for the PRC when necessary due to time constraints, including financial review, applications for funding and implementation activities. All actions so taken by the Executive Committee will be reported to the general membership at the next full PRC meeting.

Section 4.02 Powers: The Executive Committee shall have all of the powers vested in it by virtue of these By-Laws, together with any other reasonable and necessary powers to carry out the purpose of the PRC. The Executive Committee may commit the PRC, but not any member, concerning any matter within the purpose of the PRC.

Section 4.03 Number: The Executive Committee shall consist of a minimum of seven (7) and maximum of twelve (12) members. The Executive Committee membership will be composed, at a minimum, of three (3) officers (Chair, Vice-Chair and Secretary), the Chair of the Standing Committees and one (1) representative of the five (5) PRC counties.

Section 4.04 Tenure: Each Executive Committee member shall serve for a term of two (2) years. Executive Committee members may serve for two (2) consecutive terms. In the event that a replacement cannot be identified and the member is willing to remain at the same position, one additional two (2) year term may be granted. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the active membership at the general PRC membership meeting. In the event of a tie vote, the Chair shall choose the succeeding member. A member elected to fill a vacancy shall be elected for the unexpired term of that member's predecessor in office.

Section 4.05 Selection: The Officers and the County Representative Members of the Executive Committee shall be elected at the last PRC meeting of the calendar year. A slate of candidates for Officers and Members of the Executive Committee will be designated by the Nominating Committee and presented to the PRC membership at least two (2) weeks prior to the election.

Section 4.06 Resignation: Resignations are effective upon receipt of a written notification by the Executive Committee. Any Executive Committee member receiving such notification will immediately relay that information to the other Committee members.

Section 4.07 Removal: A member of the Executive Committee may be removed from the Executive Committee only by a vote of the full PRC.

Section 4.08 Executive Committee Meetings: Meetings may take place in person, via teleconference, through internet or through a combination of these methods, by agreement of the membership. Robert's Rules of Order shall govern the conduct of business. All meetings of the Executive Committee shall be open to attendance by any PRC member. Any member planning to attend shall notify the Chair or Vice-Chair at least a week in advance to insure that adequate accommodations are provided.

Section 4.09 Special Executive Committee Meetings: Meetings may be called by the Chair or at the request of any two (2) Executive Committee members by notice emailed, mailed, or telephoned, to each member of the Executive Committee not less than forty-eight (48) hours before such meeting. The notice should indicate the reason for the meeting and no other business may be transacted during that meeting other than the stated purpose. A quorum shall consist of at least fifty percent (50%) of the current Executive Committee membership. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a quorum of the Executive Committee is present at said meeting, the meeting will be adjourned.

Section 4.10 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if all the members of the Executive Committee consent in writing to approve the specific action, provided there is 100% participation.

Section 4.11 Decisions: At the beginning of the calendar year, the Executive Committee will set a 12-month schedule of agendas for needed decision-making by the Executive Committee and by the full PRC. All materials to be used by the Executive Committee to make major decisions will be made available to Executive Committee members and their constituency groups at least five (5) working days before the Executive Committee meeting.

All efforts will be made to bring all matters to the full PRC for decisions. The Executive Committee will make decisions regarding the PRC only when time is of the essence. Any action taken by the Executive Committee shall be reported to the full PRC at next regular scheduled meeting. If possible, the full PRC membership will be alerted to decisions via email or other electronic means as soon as possible.

Section 4.12 Participation in Meeting by Conference Telephone: Members of the Executive Committee may participate in a meeting through use of conference telephone or electronic communications, so long as members participating in such meeting can hear all discussion.

ARTICLE V

AUTHORITY AND DUTIES OF OFFICERS

Section 5.01 Officers: The officers of the PRC shall be a Chair, a Vice-Chair, a Secretary and such other officers as the PRC may designate. The same person, except the office of Chair, may hold any two (2) or more officer positions.

Section 5.02 Election of Officers; Terms of Office: The officers shall be elected at the final PRC meeting of the calendar year, or, in the case of vacancies, as soon thereafter as convenient. New officer positions may be created and filled at any meeting of the PRC. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment for a maximum of two (2) consecutive terms.

Section 5.03 Resignation: Resignations are effective upon receipt by the Secretary of the PRC of a written notification.

Section 5.04 Removal: An officer may be removed by a vote of the full PRC at a meeting pursuant to Section 3.02 (Quorum). The Executive Committee may make recommendations for such action to the full membership whenever in the Committee's judgment the best interests of the PRC will be served thereby.

Section 5.05 Chair: The Chair will preside at all meetings of the Executive Committee and of the full PRC. The Chair shall perform all duties attendant to that office, subject, however, to the control of the Executive Committee, and shall perform such other duties as on occasion shall be assigned by the Executive Committee.

Section 5.06 Vice-Chair: The Vice-Chair will preside at meetings of the Executive Committee, or of the full PRC in the absence of or request of the Chair. The Vice-Chair shall perform other duties as requested and assigned by the Chair, subject to the control of the Executive Committee.

Section 5.07 Secretary: The Secretary shall keep the minutes of all meetings of the Executive Committee and the full PRC. The Secretary shall be the custodian of all records of the PRC and maintain books proper for that purpose.

Section 5.08 Reimbursement: Officers shall serve without compensation with the exception that expenses incurred in the furtherance of the PRC's business are allowed to be reimbursed with documentation and prior approval. Notwithstanding the foregoing, recognizing the extreme difficulty many members who are homeless, formerly homeless, or at risk of becoming homeless have in attending meetings; those members may receive some form of monetary assistance for attendance at any Executive Committee or other Committee meetings. Any reimbursement indicated above will be contingent upon the availability of PRC funds that may be used for that purpose.

ARTICLE VI COMMITTEES AND TASK FORCES

Section 6.01 Committees and Task Forces: The Executive Committee may, by resolution adopted by a majority of its members, establish committees and task forces of the PRC composed of at least three (3) persons, which, except for the Executive Committee, may include non-PRC members. The Executive

Committee shall appoint the Chair of standing committees and of other such committees or task forces; establish such procedures to govern their activities; and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the PRC.

Section 6.02 Nominating Committee: There shall be a Nominating Committee, composed of the Vice-Chair of the Executive Committee and at least two (2) other active members of the PRC. Each member of the Committee shall have one (1) vote and the majority shall develop the slate of candidates, pursuant to specifications in Section 4.05 (Selection of Executive Committee), to be presented to the full PRC for a vote.

Section 6.03 Limitations on Committee or Task Force Authority: The Executive Committee and/or a majority of the PRC quorum at a duly constituted meeting must approve all recommendations of the Standing and Ad Hoc Committees or Task Forces before action can be taken. No commitments on behalf of the PRC may be made by any committee chairperson or any member of any committee without the approval of the Executive Committee and/or the PRC.

ARTICLE VII ANTI-DISCRIMINATION

The PRC shall not discriminate in any regard to race, creed, color, gender, sexual orientation, homelessness or former homelessness, marital status, religion, national origin, ancestry, pregnancy, parenthood, custody of a minor child, or physical or mental disability.

ARTICLE VIII RECORDKEEPING

Official records of the PRC shall be kept at the office of the lead agency. These shall include these By-Laws, and all minutes of meetings of the PRC and of the Executive Committee.

ARTICLE IX AMENDMENT OF BY-LAWS

These By-Laws may be amended by an established quorum of the PRC, provided prior notice is given to the proposed amendment in the notice of the meeting at which such action is taken.

ARTICLE X

The PRC will maintain a Conflict of Interest Policy, which will be reviewed annually.

These are the current By-Laws amended and re-stated by the PRC on December 12, 2012.

Signed by Officers of the Executive Committee pursuant to PRC vote.