

YOUTH EMERGENCY SHELTER & SUPPORTS BYLAWS

BYLAWS OF YOUTH EMERGENCY SHELTER & SUPPORTS (YESS)

ARTICLE 1- NAME AND PURPOSE

Section 1: Name: The organization's name shall be Youth Emergency Shelter & Supports (YESS). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2: Purpose: Youth Emergency Shelter & Supports is organized exclusively to provide emergency shelter and supportive services for youth in the community who are in need.

ARTICLE II- MEMBERSHIP

Section 1- *Eligibility for Board Membership*: Applications for voting membership shall be open to any current resident or property owner in Hubbard County. Also, by majority vote membership is also open to anyone outside of Hubbard County passionate about helping youth and addressing homelessness whose skills and connections the board can utilize while meeting the purpose of the state in Article 1, Section 2. Membership is granted after completion and receipt of a membership application, background check, and reference check. All memberships shall be granted upon a majority vote of the board. (Amended 11.28.23)

Section 2- *Annual dues*: There will be no annual dues required. The Board of Directors is encouraged to participate and support the organization during fundraising efforts.

Section 3- *Rights of Members*: The Board of Directors are of one class, with equal rights, unless otherwise voted upon for positions such as Chair, Vice-Chair, Secretary, and Treasurer.

Section 4- *Resignation and Termination*: Any member may file a written resignation with the secretary. A member can have their membership terminated by a majority vote of the board.

Section 5- *Non-Voting Membership*: The board shall have the authority to establish and define non-voting categories of membership (for example, Youth Council & Non-Board Interested Members).

ARTICLE III- CIVIL RIGHTS

The organization shall comply with Title I of the Civil Rights Act of 1964, whereby no person on the grounds of race, color, sex, religion, age, national origin, marital status, persons with disabilities, or sexual preference be excluded from participation in, be denied the due benefit of equal opportunity, or be subjected to discrimination under any program conducted by the organization.

ARTICLE IV- FISCAL YEAR

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Section 1- *Fiscal Year*: The organization's fiscal year will begin the first day of January and end on the 31st day of December of every year, except that the first year shall begin on the date of incorporation (04/05/2023).

ARTICLE V- MEETING OF MEMBERS

Section 1- *Annual Meetings*: One annual meeting of the members shall take place in August, the specific date, time, and location of which will be designated by the chair. At the annual meeting, members shall elect the board of directors and officers, receive reports on the organization's activities, review bylaws, and determine the organization's direction for the coming year. The board may determine that meetings of the members be held remotely or in person.

Section 2- *Notice of Meetings*: Printed notice of each meeting shall be given to each voting member by email or calendar invite at least two weeks before the meeting.

Section 3- *Special Meetings*: Special meetings will be called by the Board Chair or Executive Committee of the Board. Written notice of such meetings of the members will be given at least five days before the meeting. Such notice will specify the place, day, and hour along with the purpose of the meeting.

Section 4- *Quorum*: The members present at any properly announced meeting shall constitute a quorum. Thus, per Minnesota State Statute § 317A.235, no less than one-third of the director's holding office is a quorum for voting transactions of the organization. If a quorum is not achievable, the topic or decision will be tabled until a quorum can be met by this statute.

ARTICLE VI- BOARD OF DIRECTORS

Section 1- *Board Role, Size, and Compensation*: The board is responsible for the overall policy and direction of the organization and delegates responsibility for the day-to-day operations of the staff and committees. The board shall have up to 13, but at least three members per Minnesota law. Therefore, the board receives no compensation for their duties and is defined as volunteer board members.

Section 2- *Terms*: All board members shall serve two-year terms and are eligible for re-election for up to two consecutive terms. After the respective terms are fulfilled, board members must be off the board for one year before reapplying.

Section 3- *Meetings & Notice*: The board shall meet bi-monthly on the last Tuesday of every month unless it falls on a holiday, then the first Tuesday of the following month at an agreed-upon time and place. The board may change the frequency of the meetings based on the circumstances or needs of the board. An official board meeting requires that each board member has written notice at least two weeks in advance (Article V, Section 2).

Section 4- *Board Elections*: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members at the annual meeting.

Section 5- *Election Procedures*: Nomination and Election of board members shall be made by the nominating committee that will consist of a Chairperson, who will be a member of the Board of Directors. Elections shall take place at the annual meeting and held by secret ballot unless the

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ballot is uncontested, in which case a voice ballot is valid. Newly elected officers will be installed immediately following the election.

Section 6- *Quorum*: A quorum must be attended by at least one-third of the board of directors for business transactions to take place and motions to pass. Thus, per Minnesota State Statute § 317A.235, no less than one-third of the director's holding office is a quorum for voting transactions of the organization. If a quorum is not achievable, the topic or decision will be tabled until a quorum can be met by this statute.

Section 7- *Officers & Duties*: There shall be four board officers, consisting of a chair, vice-chair, secretary, and treasurer. Their duties are as follows:

Chair: convene regularly scheduled board meetings, preside, or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, and treasurer.

Vice-Chair: Chair committees on subjects as designated by the board. Fill in for the Chair if they are present or terminated from the board.

Secretary: shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

Treasurer: shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in preparing the annual budget, help develop fundraising plans, make financial information available to the board of directors and the public, and ensure that appropriate financial records are maintained.

Section 8- *Vacancies*: Vacancies on the Board of Directors will be filled through appointment by the Chair of the Board, subject to approval by a majority vote of the Board of Directors.

Section 9- *Resignation, Termination, and Absences*: The secretary must receive the resignation from the Board of Directors who is resigning in writing. A board member shall be terminated due to excess absences and three unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote by the remaining directors.

Section 10- *Special Meetings*: Special meetings will be called by the Board Chair or Executive Committee of the Board, and/or three board members can call a special meeting. Written notice of such meetings of the members will be given at least five days before the meeting. Such notice will specify the place, day, and hour along with the purpose of the meeting.

Section 11- *Remote Communication for Meetings*: Any meeting of the directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting if notice of the meeting is given as described in Article V, Section 3 and the number participating is sufficient to constitute a quorum as described in Article V, Section 4 and Article VI, Section 6. Remote communication

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includes but is not limited to telephone, zoom, Google Meet, or other such remote communication programs that allow for simultaneous communication. Participation in a meeting by any means mentioned above constitutes attendance.

Section 12- *Action without a meeting*: Upon the initiative of the board chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to a vote on the action. The ballot must be set for each proposed action and allow one to vote for or against each one. Approval by ballot is valid only if the number of votes cast by a ballot equals or exceeds the number of votes required to approve the action at a meeting.

ARTICLE VII- COMMITTEES

Section 1- *Committee Formation*: The board may create ad hoc committees, such as fundraising, housing, public relations, data collection, etc. Standing committees may include, but are not limited to: Executive Committee, Personnel Committee, Finance Committee, Audit Committee, Program Committee, and Nominating Committee. The board chair appoints all committee chairs.

Section 2- *Executive Committee*: The four officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the entire board. A quorum of the Executive Committee shall be 75 percent of the officers.

Section 3- *Financial Committee*: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget, and all expenditures must be within the budget. The board or the Executive Committee must approve any significant change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The organization's financial records are public information and shall be made available to the membership, board members, and the public.

Section 4- *Program Committee*: The board shall appoint members to the Program Committee. The program committee will help ensure policies, procedures, and programming are functioning at a reasonable capacity. The program committee will receive bi-monthly program updates from the Executive Director.

ARTICLE VIII- DIRECTOR AND STAFF

Section 1- *Executive Director*: The board hires the Executive Director. The Executive Director has day-to-day responsibility for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings,

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report on the organization's progress, answer board members' questions, and carry out the duties described in the job description. The board can designate other duties as necessary.

Section 2- *Staff*: The Executive Director, members of the board, and supervisory staff will be responsible for hiring paid staff and recruitment volunteers. All staff will have contact information for the board members. The board will have final approval of all hiring decisions.

ARTICLE IX- AMENDMENTS

Section 1- *Amendments*: These bylaws may be amended by a two-thirds majority of the entire board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds vote on July 25, 2023.

Secretary *Nicole Clancy* Date: *11-28-23*
Printed Name: Nicole Clancy

Board Member *Candy Christensen* Date: *12/4/23*
Printed Name: Candy Christensen

Founder: *Kori Nelson* Date: *12/4/23*
Printed Name: Kori Nelson