



BY-LAWS

COMMUNITY HOUSING AND RESOURCES, INC. A Non-Profit Corporation

9/1/2019 (REVISED)
Amended 4/29/2021
Amended 9/21/2023
Amended _____

ARTICLE I – DESCRIPTION AND PURPOSE

1. Corporate Name/Physical Address

The legal name of this Corporation is Community Housing and Resources, Inc. (CHR) located at 2340 Periwinkle Way, Suite K-2, Sanibel Florida 33957. CHR was formed as a non-profit 501(c) (3) in 1979. CHR operates on a fiscal year from October 1 to September 30.

2. Purpose

CHR is a 501 (c) (3) non-profit, charitable, affordable housing organization for the primary benefit of Sanibel and Captiva Islands and Lee County, Florida (the “Community”). CHR provides housing for low- and moderate- income citizens, based on HUD income limits, consistent with the Sanibel Plan, and with special attention to workers who cannot afford housing in the Community.

3. Not-for-Profit

CHR shall not have members, issue shares of stock, pay dividends, or make loans to Directors or Officers. No Director or Officer of CHR has any vested right, interest, or privilege of in, or to the rights, property, assets, functions, or affairs of CHR.

ARTICLE II – BOARD OF DIRECTORS

1. General Powers

The board shall establish policies and directions governing business and programs of the Corporation and shall delegate to the Executive Director and Corporation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

2. Number of Directors

The authorized number of active Directors on the Board with the power to vote, control, and to conduct affairs of the Corporation shall be a minimum of 7 and a maximum of 15.

3. Honorary Members

At its discretion the Board may appoint non-voting Honorary Board Members.

4. Term of Office

Directors shall serve staggered terms of three years, with new Directors elected at the November Board meeting. Directors may serve no more than two consecutive three-year terms. Any former Director may be re-elected to the Board following a two-year hiatus.

5. Nomination and Election of Directors

The Nominating Committee shall present a slate of potential Directors to the Board at the October meeting. Elections shall be held at the November meeting. Directors shall take office immediately following election.

6. Board Meetings

- a. Regular Meetings of the Board of Directors shall be convened as needed. Any member of the Public may attend any Regular Meetings of the Board.
- b. An Executive Member and one Member of the Board may, as necessary, call a Special Meeting of the Board. Notice of such Meeting shall be given to each Director not less than one (1) day before the Meeting. Normal quorum rules below apply.
- c. Board meetings may be conducted and attended partially or entirely electronically.

7. Quorum

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any Meeting of the Board. In the event a quorum is not available, votes may be cast electronically as needed.

8. Mid-Term Vacancies

A midterm vacancy of the Board of Directors shall be filled by nomination and election by the remaining Directors. A Director elected to a midterm vacancy shall serve for the unexpired term plus a consecutive three-year term.

9. Removal of Directors and Officers

Any director or officer may be removed by the Board of Directors during a Special Meeting, if in the best interest of the Corporation. Failure to attend three (3) consecutive Meetings without a valid excuse may constitute cause for removal of the Director.

10. Compensation

No member of the Board of Directors shall receive any compensation from the Corporation.

11. Liability

The Directors of the Corporation shall not be personally liable for its debts, liabilities, or other obligations. The Corporation shall maintain in force and effect reasonable and customary liability insurance for the conduct of its directors and officers in conformity with the practice of other non-profits in the state.

ARTICLE III – DUTIES

1. Officers

The officers of the Board of Directors shall be the Officers of the Corporation. They shall consist of the President, Vice President, Secretary and Treasurer, all of whom shall be elected by and from the Board of Directors at the November board meeting. Each officer shall serve for the period of one (1) year with the option to be reelected by the Board for an additional year.

2. Duties of Officers

- a. **President:** The President shall preside at all Meetings of the Board of Directors and the Executive Committee. The President shall have authority to sign legal documents on

behalf of the Corporation, is responsible for an annual performance assessment of the Executive Director and shall appoint ad-hoc committees and committee chairs as needed.

- b. **Vice-President:** In the absence of the President the Vice President shall perform the duties of the President and perform such other duties as required by the President.
- c. **Treasurer:** The Treasurer shall Chair the Finance Committee and provide board level oversight of the Corporation's finances, financial reports, and annual audited financial statements.
- d. **Secretary:** The Secretary shall be the custodian of records, present the minutes of the meetings of the Board of Directors at each Regular Meeting, shall see that all notices are duly given in accordance with these Bylaws or as required by law, and certify that all reporting is in compliance.

ARTICLE IV. EXECUTIVE DIRECTOR

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall supervise the operations and day-to-day business of the Corporation. The Executive Director shall present reports at the Board and Executive Committee meetings as required by the Board. The Executive Director shall be a non-voting member of all committees.

ARTICLE V. COMMITTEES

1. Establishment

The President shall appoint the Chair of each committee from current Board members and ensure committees operate within the Bylaws of the Corporation. Board Chairs will staff their committees as they see fit with members they choose from within or outside the Board of Directors.

2. Standing Committees

The Standing Committees are as follows: Executive, Nominating, Landlord/Tenant, and Finance. The President may form ad hoc committees at his/her discretion.

3. Executive Committee

The Executive Committee shall consist of the Officers of the Corporation (President, Vice President, Secretary, Treasurer) and the Executive Director.

ARTICLE VI. COMPLIANCE

The Secretary of the Board shall serve as the Compliance Officer for the Corporation and is responsible for enforcing the Bylaws and reporting annually on compliance at the first Board meeting of the fiscal year.

ARTICLE VII. RULES OF ORDER

"Robert's Rules of Order," as revised from time to time, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE VIII. AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new By-laws may be adopted, by an affirmative vote of a majority of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least 30 days written notice of the proposed amendment(s) has been given to all directors.

ARTICLE IX. CONFLICT OF INTEREST

To prevent any conflicts of interest with regards to the Corporation, each member of the Board of Directors, the Executive Director, and each staff member shall complete an annual declaration certifying that they have no direct or indirect financial or personal interest that could influence their judgement regarding a transaction or arrangement involving the Corporation. The declaration should include the nature and description of such conflict.

Actual or possible conflict of interest arising mid-year must be promptly and fully disclosed to the President.

ARTICLE X. INDEMINIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, because they are or were a director, officer, employee or agent of the Corporation.

ARTICLE XI. DISSOLUTION

Dissolution of the Corporation shall occur at a specially called Board of Director’s meeting. A two-thirds vote of all existing Board members is required to approve Dissolution. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Lee County, Florida.