

**BYLAWS
OF
MIAMI-DADE COUNTY HOMELESS TRUST**

ARTICLE I

PURPOSE

The Miami-Dade County Homeless Trust ("Trust") was created to serve in an advisory and oversight capacity to the Board of County Commissioners with respect to issues affecting or relating to persons who have become, or are about to become, homeless in Miami-Dade County. The Trust shall serve as the Board for the Miami-Dade County Continuum of Care and shall act on behalf of the Continuum of Care. More particularly, the *Trust* was created to develop and carry out a community-wide consolidated funding plan to implement the Miami-Dade County Community Homeless Plan, including the annual proceeds of the food and beverage tax, municipal funds, state and federal grants and private contributions. The Trust will recommend the award of contracts and grants to carry out the homeless housing and service system for the Continuum of Care, called the Miami-Dade County Community Homeless Plan, designed to meet the needs of homeless individuals and families, including unaccompanied youth. As part of this funding plan, the Trust is further charged with the task of monitoring and evaluating the implementation of the Miami-Dade County Community Homeless Plan and will accordingly recommend any changes to the Plan or the manner in which it is implemented, including the development and implementation of Standards of Care, Performance Measures, a mechanism to collect and analyze data to identify needs, gaps and priorities, and HMIS Governance Policies.

ARTICLE II

IDENTIFICATION

SECTION 1. Seal. The seal of the Trust shall be circular in form and mounted upon a metal die, suitable for impressing upon paper, and shall bear the name of the Trust and such symbols or words as the Board of Trustees of this Trust may decide.

ARTICLE III

THE BOARD OF TRUSTEES

SECTION 1. Number, Tenure and Qualifications. The business and affairs of the Trust shall be managed by the Board of Trustees composed of at least twenty-seven (27) and not more than twenty-nine (29) voting members. Trustees shall serve without compensation.

SECTION 2. Tenure, Appointment and Removal. All non-ex-officio Trustees shall serve staggered terms of three (3) years each.

Trustees shall be appointed, removed and shall serve according to the provisions of Chapter 2 of the Code of Miami-Dade County.

SECTION 3. Composition. The voting membership of the Board of Directors shall be ethnically, racially and gender balanced and shall be composed of the following members:

1. Seven (7) members representing the civic and business community which shall be selected by the Greater Miami Chamber of Commerce. After the initial terms of these seven members, the Trust may recommend that four (4) of the civic and business community positions include the following: one (1) representative of the Downtown Miami business community, one (1) representative from the judicial sector; one (1) representative from the medical profession and one (1) representative of the neighborhood association in the area immediately impacted by the first homeless assistance center, or from the area most affected by homeless provider services;
2. A member of the Dade County Public School Board or the Superintendent of Miami- Dade County Public School as determined by the School Board;
3. The Chairperson of the Board of Miami-Dade County Commissioners' Committee on Housing and the Homeless or, in the absence of such a committee or in the absence of any other committee with oversight on homeless issues, a member of the Board of Miami-Dade County Commissioners;
4. Three (3) members of the Dade League of Cities selected by the Dade League of Cities, taking into consideration the cities most impacted by the homeless issue;
5. The City Manager of the City of Miami;
6. Two (2) formerly homeless persons selected by the Homeless/Formerly Homeless Persons Coalition or in the absence of such organization, by the Homeless Providers' Forum;
7. Four (4) representatives of the Homeless Providers' Forum selected by the Homeless Providers' Forum;
8. One (1) representative, formerly homeless person, or provider, selected by the South Florida Interfaith Coalition;
9. One (1) advocate, formerly homeless person, or provider, selected by the South Florida Interfaith Coalition;
10. Three (3) members of the Greater Miami Religious Leaders Coalition selected by the Greater Miami Religious Leaders Coalition;
11. One (1) advocate for the homeless or one (!) formerly homeless person selected by the Homeless Providers' Forum;
12. The President of the Miami Coalition for the Homeless; and
13. The District Administrator of the State of Florida Department of Health and Rehabilitative Services for the District encompassing Miami-Dade County.

Vacancies on the Board of Trustees shall be filled in the same manner by which the original Trustees were appointed, with a special emphasis on choosing persons representative of the gender, racial and ethnic composition of the entire community.

Trustees shall be appointed removed and shall serve according to the provisions of Chapter 2 of the Code of Miami Dade County.

SECTION 4. Resignation. Any Trustee may resign at any time by giving written notice to the Board of Trustees, or to the Chair of the Trust. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV

MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. Place, Call and Adjournment of Meetings. Meetings of the Board of Trustees shall be held within Miami-Dade County. The Board of Trustees shall hold regular meetings which may be called the Chair, Vice-Chair or Treasurer of the Trust. The Chair, Vice- Chair or Treasurer shall preside at all meetings. Meetings of the Board of Trustees must be held at least semi-annually.

In the event the quorum requirements set forth herein are not met, the Chairperson, Vice-Chairperson, Clerk of the Board or his designee, or a majority of the Trustees present, may adjourn the meeting to the next day, or by unanimous agreement of those members present, select another place, hour or day to hold the meeting.

All meetings of the Board of Trustees shall be held and noticed in accordance with the Miami-Dade County and Florida open government laws including the "Sunshine Law," public meeting laws, public records laws and the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, as applicable. Agendas of the meetings shall be published and/or distributed at least three (3) business days prior to the meeting.

SECTION 2. Special Meetings. Special Meetings of the Board of Trustees may be called by the Chairperson or Vice-Chairperson of the Trust or by a majority of the members of the Trust. When a special meeting is called, a notice in writing signed by such majority, the Chairperson or Vice-Chairperson shall be served upon the Clerk of the Board.

Either verbal or written notice shall be served upon each of the Trustees stating the date, hour and place of the meeting and the purpose for which such meeting is called. No business other than that specified in the notice shall be transacted at that meeting. At least twenty-four hours must elapse between the time the Clerk receives notice in writing and the time the meeting is held.

If after reasonable diligence it was impossible to give notices to each Trustee, such failure shall not affect the legality of the meeting if a quorum was present. The minutes of each special meeting shall show the manner and method by which notice of the meeting was provided. All special meetings shall be open to the public and held in accordance with the Miami-Dade County and record laws and the Miami-Dade County Conflict of interest and Code of Ethics Ordinance, as applicable.

Notwithstanding anything contained herein to the contrary, notice of any special meeting may be waived only by not less than a majority of the entire membership of the Board of Trustees. No special meeting shall be held unless notice thereof shall be given in compliance with the provisions of this section, or notice thereof is waived by a majority of the entire membership of the Trust. .

SECTION 3. Quorum and Acts. A majority of the whole number of members of the Trust shall constitute a quorum for the transaction of business. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

The members may appoint or designate alternates to vote on their behalf.

Any member of the Trust who announces a conflict of interest on a particular matter and a decision to refrain from voting or otherwise participating in the proceeding related to that matter shall leave the room in which the meeting is being held until the consideration of that matter is concluded. Any such member who does not leave the room shall be deemed absent for purposes of constituting a quorum, counting the vote or any other purpose.

SECTION 4. Presiding Officer. The Chairperson of the Trust shall preside at all meetings at which he or she is present. In the absence of the Chairperson, the Vice-Chair or Treasurer shall preside. The presiding Officer may vote on all questions, his or her name being called last.

SECTION 5. Rules of Debate. Debate shall be governed by the rules of debate applicable to the Board of County Commissioners of Miami-Dade County.

ARTICLE V

OFFICERS

SECTION 1. Officers. The Board of Trustees may elect a Chair, Vice-Chair, Treasurer, and such other officers and assistant officers and agents as may be deemed necessary by the Board of Trustees. All officers shall serve until their respective successors are elected and qualified.

SECTION 2. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, removal, increase in the number of officers of the Trust, or otherwise, the same shall be filled by the Board of Trustees, and the officer so elected shall hold office until his successor is chosen and qualified.

SECTION 3. Duties.

Chairperson of the Board. The Chairperson shall preside at all meetings of the Board of Trustees and by virtue of his office shall be a member of all standing committees. He shall have such other duties and powers as may be assigned to him by the Board of Trustees.

Vice-Chairperson. In case of the office of the Chairperson becoming vacant, or in case of the absence of the Chairperson, or his disability to discharge the duties of his office, such duties shall, for the time being, devolve upon the Vice-Chairperson.

Treasurer. The Treasurer shall work together with the Executive Director in keeping account of all money and funds within the control of the Trust unless otherwise determined by the Board of Trustees, and in coordination with the Executive Director, shall render such accounts and present such statement to the Trustees.

SECTION 4. Removal. Any officer elected or appointed by the Board of Trustees may be removed from office by the Board whenever in its judgment the best interests of the Trust will be served thereby.

SECTION 5. Resignation. Any officer of the Corporation may resign at any time by giving written notice to the Board of Trustees, or to the Chair of the Trust. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI

COMMITTEES

SECTION 1. Creation of Committees, Subcommittees and Workgroups. The Chair of the Board of Trustees may designate from among its members committees, subcommittees and workgroups, each of which shall have the authority specifically granted it by the Board. Committees may include a Finance and Audit Committee, Services Development Committee and Housing Development Committee. The Committees, subcommittees and Workgroups shall be composed of representatives of law enforcement/corrections; faith-based organizations; health care; education (schools/universities); veteran's organizations; domestic violence programs; HIV/Aids programs; homeless non-profit service provider agencies representing emergency, transitional, permanent housing, homeless prevention and rapid rehousing programs; homeless/formerly homeless persons; unaccompanied homeless youth organizations; homeless prevention agencies; funder advocacy groups; hospitals; mental health receiving facilities; entitlement jurisdictions; and local workforce investment act boards.

SECTION 2. Executive Committee. The Chairperson of the Board of Trustees may create and appoint members to an Executive Committee. The Executive Committee may be composed of the

Chairperson, Vice-Chairperson, Treasurer, and four (4) Trust members representative of the following groups: (a) one member of the homeless provider network and/or religious community; (b) one member of the business and civic community; (c) one member from the homeless community and/or advocacy/independents groups; and (d) one member from the state, county or municipal government. The Executive Committee shall have the power and authority to act on behalf of the Board of Trustees.

SECTION 3. Continuum of Care Sub-Committee. The Chairperson of the Board of Trustees shall create a Continuum of Care Subcommittee to support the continuum of care planning process. On an annual basis, the Trust shall provide a public notice inviting interested parties to serve on the Continuum of Care Sub-Committee. The Subcommittee will be responsible for assisting in: 1) formulating the annual gaps and needs analysis; 2) compiling information for the development of the priority needs; 3) developing local priorities, to include program areas and application target funding amounts; 4) reviewing applications selected by the evaluation committee for inclusion in the collaborative application to ensure completeness; and, 5) helping in compiling information to complete the collaborative application, as needed. Committee members shall include, but not be limited to: non-profit providers representing various service and housing programs; representatives from domestic violence and Veterans programs; Housing Agency staff; representatives from entitlement jurisdictions; homeless/formerly homeless person(s); Homeless Trust Staff; homeless youth programs; and advocates.

All committee meetings will be held subject to and in conformance with Miami-Dade County and Florida conflict of interest and open government laws including the "Sunshine Law," public meeting laws, public records laws and the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance.

Unless a greater proportion is required by the Board of Trustees when designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business and the vote of a majority of the members present at a committee meeting at the time of such vote, if a quorum is the present, shall be the act of such committee.

Each committee, subcommittee and workgroup shall serve at the pleasure of the Board of Trustees.

ARTICLE VII

EXECUTIVE DIRECTOR

The Board of Trustees shall select, with the approval of the County Mayor/Manager, an Executive Director of the Trust. The Executive Director shall carry out all of the day to day activities of the Trust as well as those activities the Trust so directs. In addition it shall be the general responsibility of the Executive Director to complete all of the tasks contemplated by the Miami-Dade County Community Homeless Plan, prepare for submission, review and action by the Trust all information, proposals and ideas, schedule all regular and special meetings of the Trust, work closely with Miami-Dade County's not-for-profit groups, the private sector, other government entities and provider groups to carry out the plan and enhance the assistance provided to the homeless. The Executive Director shall develop, recommend and implement policies and procedures for assessing system needs, developing priorities, selecting and awarding funds, monitoring programs compliance, reviewing and updating performance measures and standards of care, and supervising staff.

With respect to contracts, applications for grant's and matching funds necessary to further the goals and objectives of the Miami-Dade County Community Homeless Plan, the Executive Director shall prepare requests for proposals, requests for applications, requests for letters of interests, requests for

qualifications, invitation to bids and/or grant applications, following established procurement processes, reviewing and ranking each response and recommending to the Trust the award of contracts and grants.

BYLAWS

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