



# **BYLAWS**

## Table of Contents

Article I	4
Name, Mission and Purpose	4
Section 1. Name.	4
Section 2: Mission.	4
Section 3: Purpose.	4
Article II.	4
Authority, Membership, and Terms of the Board of Directors	4
Section 1. Authority.	4
Section 2. Membership.	5
Section 3. Term of Office.	5
Section 4. Advisory Council.	6
Section 5. Vacancies.	6
Article III.	6
Meetings of the Board	6
Section 1. Regular Meetings.	6
Section 2. Special Meetings.	6
Section 3: Annual Meeting.	6
Section 4. Notice and Presiding Officer.	7
Section 5. Quorum.	7
Section 6. Actions by Unanimous Written Consent.	7
Section 7. Participation by Conference or Virtual Means.	7
Article IV.	8
Officers of the Board and the Executive Director	8
Section 1. Officers of the Board.	8
Section 2. Election and Term of Office.	8
Section 3. Succession of Officers.	8
Section 4. Duties of the President.	8
Section 5. Duties of the Vice President.	9

Section 6. Duties of the Secretary.	9
Section 7. Duties of the Treasurer.	9
Section 8. Executive Director.	10
Section 9. Advisory Board Membership.	10
Section 10. Past President.	11
Article V.	11
Committees of the Board	11
Section 1. Standing Committees.	11
Section 2. Ad Hoc Committees.	11
Section 3. Appointment.	11
Section 4. Executive Committee.	12
Section 5. Finance and Development Committee.	13
Section 6. Facilities and Capital Planning Committee.	13
Section 7. Governance and Strategic Direction Committee.	14
Section 8. Public Affairs and Programming Committee.	14
Article VI. Miscellaneous Powers and Declarations	15
Section 1. Fiscal Year.	15
Section 2. Non-Discrimination.	15
Section 3. Terminology.	15
Section 4. Assistance.	15
Section 5. Policies and Procedures.	15
Section 6. Proxies.	16
Section 7. Removal and Resignation.	16
Section 8. Indemnification.	16
Section 9. Conflict of Interest.	16
Section 10. Board Conduct.	17
Section 11. Effective Date.	17
Section 12. Amendments.	18
Section 12. Dissolution.	18

## ARTICLE I

### NAME, MISSION AND PURPOSE

#### SECTION 1. NAME.

The name of this organization shall be *The Shelter Alliance Inc.* The Shelter Alliance is a component fund of the Mid-Shore Community Foundation, a 501(c)(3) a non-profit organization.

#### SECTION 2: MISSION.

We are dedicated to ending homelessness in Kent County, Maryland, by working together with the community to compassionately empower at-risk individuals and families with hope through emergency and transitional shelter, comprehensive care, and guidance.

#### SECTION 3: PURPOSE.

The Shelter Alliance is organized exclusively for charitable, educational, and social service purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provisions of any subsequent federal tax law.

The specific purposes of The Shelter Alliance include, but are not limited to:

- (a) Providing safe, year-round shelter and transitional housing for individuals and families experiencing homelessness.
- (b) Offering supportive services, advocacy, and case management designed to help individuals and families move toward stability and self-sufficiency.
- (c) Engaging in community education, outreach, and partnerships to reduce homelessness and its underlying causes in Kent County, Maryland, and surrounding areas.
- (d) Seeking and managing resources, donations, and grants to advance the mission of The Shelter Alliance.

## ARTICLE II.

### AUTHORITY, MEMBERSHIP, AND TERMS OF THE BOARD OF DIRECTORS

#### SECTION 1. AUTHORITY.

The Board of Directors shall be responsible for the governance of The Shelter Alliance, including policy direction, fiscal oversight, and strategic planning, in accordance with the Articles of Incorporation and applicable law. The Board shall delegate responsibility for the day-to-day

operations and management of the organization to the Executive Director, who shall carry out such responsibilities consistent with Board-established policies and directives.

## SECTION 2. MEMBERSHIP.

(a) *Composition.* The Board of Directors of The Shelter Alliance shall consist of not more than fifteen (15) members, or such lesser number as the Board may from time to time determine. A majority of Board members shall be residents of Kent County or northern Queen Anne's County.

(b) *Election and Term.* Members of the Board of Directors shall be elected by a majority vote of the sitting Board. Board terms shall be staggered to ensure continuity of leadership and institutional knowledge. Directors shall serve one (1)-year, two (2)-year, or three (3)-year terms, as designated at the time of election. No more than five (5) Board members shall serve in each term category at any given time. At the conclusion of a term, a Director may be re-elected in accordance with these Bylaws

(c) *Executive Director.* The Board of Directors shall appoint an Executive Director, who shall serve as the chief staff officer of the organization. The Executive Director shall be an ex officio, non-voting member of the Board of Directors and shall not be counted for quorum purposes. The Executive Director shall have authority for the day-to-day management and operations of the organization, including the hiring and supervision of staff, execution of programs and services, financial management consistent with the approved budget, and implementation of policies and directives established by the Board. The Executive Director shall serve at the pleasure of the Board of Directors, report directly to the Board, and may attend and participate in all meetings of the Board except when the Board enters executive session to consider matters pertaining to the Executive Director's performance, compensation, or other matters as determined by the Board.

(d) *Compensation.* All Board members shall serve without financial compensation, except that Board members may be reimbursed for reasonable and documented expenses incurred in the performance of their duties, subject to Board-approved policies. The Executive Director shall receive such compensation as may be determined by the Board of Directors.

## SECTION 3. TERM OF OFFICE.

The terms of office of the members of the Board of Directors shall be three (3) years, elected in staggered cohorts of five members per three-year term.

#### SECTION 4. ADVISORY COUNCIL.

(a) *Establishment.* The Board of Directors may, in its discretion, appoint individuals to serve on an Advisory Council. Members of the Advisory Council shall serve at the pleasure of the Board.

(b) *Role.* The Advisory Council shall serve in an advisory capacity to the Board of Directors, providing expertise, community connections, advocacy, and support for the mission of the organization. Advisory Council members shall not be entitled to vote at meetings of the Board or its committees, nor shall they hold fiduciary responsibility for the organization.

(C) *Meetings:* The Advisory Council shall meet quarterly, and at such other times as may be called by the Council Chair, the President of the Board, or the Executive Director.

#### SECTION 5. VACANCIES.

Vacancies occurring on the Board of Directors by reason of death, resignation, removal, disqualification, or expiration of a term of office shall be filled by majority vote of the remaining members of the Board of Directors. Any person elected to fill such a vacancy shall serve for the remainder of the unexpired term of the predecessor in office.

### **ARTICLE III.**

#### **MEETINGS OF THE BOARD**

##### SECTION 1. REGULAR MEETINGS.

The Board of Directors shall meet at least monthly. The last monthly meeting held prior to July 1 of each year shall be designated as the Annual Meeting.

##### SECTION 2. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by the President of the Board, the Executive Director of The Shelter Alliance, or any three (3) members of the Board.

##### SECTION 3: ANNUAL MEETING.

The Annual Meeting of the Board of Directors shall be held in June or July of each year. The purpose of the Annual Meeting shall be to receive reports on the programs, operations, election of officers, and finances of The Shelter Alliance; to review strategic direction; and to conduct any other business that may properly come before the Board.

SECTION 4. NOTICE AND PRESIDING OFFICER.

At least seven (7) days' notice of every regular or special meeting, stating the time, place, and agenda of the meeting, shall be provided to each member of the Board by the Executive Director.

The President shall preside at all meetings of the Board of Directors. In the absence or inability of the President to act, the Vice President shall preside. If both are absent or unable to act, the Board may elect a chairperson pro tempore from among its members to preside at that meeting.

After completion of the agenda, any member may bring before the meeting such other business as may be proper for consideration and action by the Board, whether or not such business has been included in the notice of the meeting. The Board may invite members of the community to attend its meetings. The Board may enter into executive session during any regular or special meeting, at which time non-Board members may be excluded.

SECTION 5. QUORUM.

A quorum shall consist of not less than a majority of the current membership of the Board.

SECTION 6. ACTIONS BY UNANIMOUS WRITTEN CONSENT.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, without prior notice, and without a vote if all members entitled to vote thereon consent in writing, including by email. Such written consents shall be filed with the minutes of the proceedings and shall have the same effect as a unanimous vote of the Board.

SECTION 7. PARTICIPATION BY CONFERENCE OR VIRTUAL MEANS.

Members of the Board of Directors, or of a committee designated by the Board, may participate in a meeting by means of conference call, video conferencing, or similar communications technology, provided that all persons participating can hear one another and engage in discussion. Participation in a meeting in this manner shall constitute presence in person at such meeting.

## **ARTICLE IV.**

### **OFFICERS OF THE BOARD AND THE EXECUTIVE DIRECTOR**

#### **SECTION 1. OFFICERS OF THE BOARD.**

The officers of the Board of Directors shall be the President, Vice President, Secretary, and Treasurer. These officers shall be elected from among the members of the Board. The Executive Director shall not be considered an officer of the Board but shall serve as the chief staff officer of The Shelter Alliance and as an ex officio, non-voting participant in meetings of the Board and its committees.

#### **SECTION 2. ELECTION AND TERM OF OFFICE.**

(a) Officers of the Board shall be elected by the Board of Directors at the Annual Election Meeting, which shall be held in December of each year. Newly elected officers shall assume office on January 1 following their election.

(b) Officers shall serve a term of one (1) year and may serve no more than two (2) consecutive terms in the same office. The annual voting for officers will be held during the Annual Meeting outlined in Article III Section 3.

(c) Vacancies among the officers shall be filled by the Board for the remainder of the unexpired term.

#### **SECTION 3. SUCCESSION OF OFFICERS.**

(a) If the President resigns, becomes incapacitated, or is otherwise unable to serve, the Vice President shall assume the office of President until the next regular election.

(b) If the Vice President declines to assume the office of President, the Board shall elect an Interim President from among its members to serve until the next regular Board election, at which time a new President shall be elected in accordance with these Bylaws. The Vice President may continue in that office if willing to do so.

(c) In the absence or incapacity of both the President and Vice President, the Board may elect a President Pro Tempore from among its members to preside at that meeting.

#### **SECTION 4. DUTIES OF THE PRESIDENT.**

(a) Preside at all meetings of the Board and the Executive Committee.



- (b) Serve as the primary spokesperson for the Board of Directors, in consultation with the Executive Director.
- (c) Appoint committee chairs and members, in consultation with the Executive Director and subject to Board approval.
- (d) Ensure that the Board fulfills its governance responsibilities and that policies are communicated to the Executive Director.
- (e) Decide questions of order subject to these Bylaws and *Robert's Rules of Order*, subject to appeal to the Board.

#### SECTION 5. DUTIES OF THE VICE PRESIDENT.

- (a) Perform the duties of the President during the absence or incapacity of the President.
- (b) Chair the committee responsible for the evaluation of the Executive Director and recommendations regarding executive compensation.
- (c) Perform such other duties as may be assigned by the Board.

#### SECTION 6. DUTIES OF THE SECRETARY.

- (a) Ensure accurate minutes are recorded of all meetings of the Board and the Executive Committee and present them for Board approval.
- (b) Ensure that official records of The Shelter Alliance, including the Articles of Incorporation, Bylaws, and minutes, are maintained at the principal office or in secure electronic form.
- (c) Ensure that all required notices of meetings are provided in accordance with these Bylaws.

#### SECTION 7. DUTIES OF THE TREASURER.

- (a) Oversee the financial affairs of The Shelter Alliance and present regular reports to the Board regarding the financial condition of the organization.
- (b) Ensure that accurate financial records are maintained and that appropriate internal controls are in place.
- (c) Chair the Finance Committee of the Board.
- (d) Present an annual report to the Board summarizing the financial activities of the organization.

## SECTION 8. EXECUTIVE DIRECTOR.

- (a) The Executive Director shall be appointed by, and serve at the pleasure of, the Board of Directors, for such compensation and terms of employment as determined by the Board.
- (b) The Executive Director shall serve as the chief staff officer of The Shelter Alliance, responsible for the day-to-day administration, programs, personnel, and operations of the organization in accordance with policies, goals, and budgets adopted by the Board.
- (c) The Executive Director shall serve as an ex officio, non-voting participant in all meetings of the Board and its committees, except when the Board enters executive session to consider matters relating to the Executive Director.
- (d) The Executive Director shall prepare and submit an annual budget for review by the Treasurer and Finance Committee and recommendation to the Board of Directors for approval. The Executive Director shall regularly provide financial reports to the Board and, in consultation with the Treasurer, keep the Board fully informed of the financial condition and operations of the organization.
- (e) The Executive Director shall hire, supervise, and dismiss employees and volunteers as needed and may make recommendations to the Board regarding organizational structure and staffing needs.
- (f) The Executive Director shall serve as the primary spokesperson for the programs, services, and operations of The Shelter Alliance, in partnership with the President, who serves as the spokesperson for Board governance.
- (g) The Executive Director shall prepare an annual report on the state of The Shelter Alliance for presentation to the Board and shall provide such other reports as the Board or its committees may request.
- (h) The Executive Director shall recommend operational policies and procedures to the Board for its consideration and approval, and shall implement policies adopted by the Board.
- (i) The Executive Director shall support the Board's role in ensuring adequate resources by executing fundraising strategies and development plans in partnership with the Board.

## SECTION 9. ADVISORY BOARD MEMBERSHIP.

Upon completion of their service on the Board of Directors, former Board members may be invited by the Board to serve as members of the Advisory Council in accordance with Article II, Section 4.

**SECTION 10. PAST PRESIDENT.**

Upon completion of their term of office, the immediate Past President shall serve for one (1) year as a member of the Executive Committee in an advisory capacity. After this period, the Past President may continue to serve as a member of the Board of Directors, if eligible, or may be invited to serve on the Advisory Council in accordance with Article II, Section 4.

**ARTICLE V.**

**COMMITTEES OF THE BOARD**

**SECTION 1. STANDING COMMITTEES.**

There shall be the following Standing Committees of the Board:

- a. Executive Committee (Section 4)
- b. Finance and Development Committee (Section 5)
- c. Facilities and Capital Planning Committee (Section 6)
- d. Governance and Strategic Direction Committee (Section 7)
- e. Public Affairs and Programming Committee (Section 8)

**SECTION 2. AD HOC COMMITTEES.**

Ad Hoc Committees may be appointed from time to time for defined and specific purposes but shall automatically terminate one (1) year thereafter unless reappointed or discharged earlier. Prompt notice shall be given to all Board members of the creation of any Ad Hoc Committee, its purpose, and membership.

**SECTION 3. APPOINTMENT.**

(a) Unless otherwise prescribed by the Articles of Incorporation or these Bylaws, all committees, and the Chair and Vice-Chair thereof, shall be appointed or reappointed by the President of the Board, in consultation with the Executive Director, with notice to all Board members no later than the first regular meeting of the Board of Directors each calendar year, and shall be subject to approval by the Board at that meeting.

(b) Any additions or substitutions of members to committees shall be made by the President of the Board, in consultation with the Executive Director, subject to Board approval at the next regular or special meeting.

- (c) Each standing committee shall be chaired by a member of the Board of Directors; however, the Board may, by majority vote, appoint an Advisory Council member or other qualified individual to serve as Co-Chair of a committee, provided that a member of the Board also serves on that committee and retains responsibility for reporting to the Board
- (d) Membership of each standing committee shall include no fewer than two (2) members of the Board, and may also include non-voting individuals who are not members of the Board, as deemed advisable.
- (e) No member of the Board shall serve more than three (3) consecutive terms as Chair or Vice-Chair of the same committee, unless extended by the President of the Board, in consultation with the Executive Director and officers of the Board, when it is determined to be in the best interest of The Shelter Alliance.
- (f) Committee meetings shall be scheduled by the Chair of the Committee, or at the request of the President of the Board or the Executive Director, following consultation with the Committee Chair.

#### SECTION 4. EXECUTIVE COMMITTEE.

- (a) *Purpose.* The Executive Committee's purpose is to strengthen the Board's performance by helping it function efficiently and effectively. Between meetings of the Board, the Executive Committee may exercise the powers of the Board except those specifically reserved to the full Board by law or these Bylaws.
- (b) *Membership.* The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and up to two (2) additional Board members appointed by the President.
- (c) *Meetings.* Prior notice of all meetings of the Executive Committee shall be given to all members. A quorum shall consist of no fewer than four (4) voting members. Members may participate by conference or video call.
- (d) *Duties.* The Executive Committee shall:
  - (i) Assist the Executive Director and President in preparing board meeting agendas and in addressing urgent matters between regular meetings.
  - (ii) Oversee the annual evaluation of the Executive Director's performance and recommend executive compensation, through a subcommittee consisting of the Board officers and one additional Executive Committee member.
  - (iii) In the event of death, disability, or resignation of the Executive Director, appoint an Acting Executive Director subject to ratification by the full Board.

SECTION 5. FINANCE AND DEVELOPMENT COMMITTEE.

- (a) *Purpose.* The Finance and Development Committee shall oversee the fundraising and financial health of The Shelter Alliance. It shall develop strategies for grants, donor cultivation, sponsorships, major gifts, campaigns, and other fundraising efforts, and shall monitor the financial performance of the organization.
- (b) *Membership.* The Committee shall include no fewer than two (2) members of the Board, including the Treasurer, who shall serve as Chair. The Executive Director shall serve as a non-voting participant. Non-Board advisors may be added as deemed advisable.
- (c) *Meetings.* The Committee shall meet at least four (4) times each year and shall report regularly to the Board.
- (d) *Duties.* The Committee shall:
  - (i) Review the annual operating budget prepared by the Executive Director and recommend the budget to the Board for approval.
  - (ii) Monitor the financial performance of the organization and report findings to the Board.
  - (iii) In partnership with the Executive Director, develop, oversee, and evaluate fundraising strategies and ensure that Board members actively participate in fundraising and resource development.
  - (iv) Encourage and model Board participation in fundraising and philanthropy.

SECTION 6. FACILITIES AND CAPITAL PLANNING COMMITTEE.

- (a) *Purpose.* The Facilities and Capital Planning Committee shall oversee all matters related to the physical property and capital needs of The Shelter Alliance.
- (b) *Membership.* The Committee shall include no fewer than two (2) members of the Board, one of whom shall serve as Chair, and may include non-voting advisors with expertise in real estate, construction, or related fields.
- (c) *Meetings.* The Committee shall meet at least quarterly and report regularly to the Board.
- (d) *Duties.* The Committee shall:
  - (i) Work with the Executive Director and contractors to develop the capital budget.
  - (ii) Oversee facility planning, renovation, construction, and maintenance.
  - (iii) Review bids and contracts for capital projects and make recommendations to the Board.
  - (iv) Ensure compliance with applicable laws, safety standards, and shelter regulations.

SECTION 7. GOVERNANCE AND STRATEGIC DIRECTION COMMITTEE.

- (a) *Purpose.* The Governance and Strategic Direction Committee shall oversee Board development, governance policies, bylaws, and long-term strategic direction.
- (b) *Membership.* The Committee shall include no fewer than two (2) members of the Board, including the President and Vice President. The Executive Director shall serve as a non-voting member.
- (c) *Meetings.* The Committee shall meet as needed, with at least ten (10) days' notice provided. A quorum shall consist of a majority of voting members.
- (d) *Duties.* The Committee shall:
  - (i) Recommend nominees for Board officer elections at the Annual Election Meeting in December.
  - (ii) Recommend nominees to fill vacancies on the Board.
  - (iii) Lead new Board member orientation and ongoing education.
  - (iv) Oversee the evaluation of Board performance and review Board member responsibilities.
  - (v) Review and recommend updates to the Bylaws and policies of The Shelter Alliance.

SECTION 8. PUBLIC AFFAIRS AND PROGRAMMING COMMITTEE.

- (a) *Purpose.* The Public Affairs and Programming Committee shall oversee communications, public relations, community engagement, and events that advance the mission of The Shelter Alliance. Additionally, this Committee shall work with the Executive Director to review, provide input on, and evaluate programs and initiatives of the Shelter, offering recommendations that support community needs and strategic goals.
- (b) *Membership.* The Committee shall include no fewer than two (2) members of the Board, one of whom shall serve as Chair, and may include non-voting advisors with expertise in communications or event planning.
- (c) *Meetings.* The Committee shall meet at least four (4) times each year and report regularly to the Board.
- (d) *Duties.* The Committee shall:
  - (i) Review and provide input on communications, outreach, and community engagement strategies developed by the Executive Director.
  - (ii) Support the planning and promotion of events and activities that raise awareness of the mission.
  - (iii) Recommend policies and strategies to strengthen public standing and community support.

## ARTICLE VI. MISCELLANEOUS POWERS AND DECLARATIONS

### SECTION 1. FISCAL YEAR.

For administrative and fiscal purposes, the fiscal year of The Shelter Alliance shall begin on July 1 of each year and terminate on June 30 of the following year.

### SECTION 2. NON-DISCRIMINATION.

No member of the Board, nor any employee, licensee, volunteer, or guest of The Shelter Alliance, shall be subject to discrimination on the basis of race, color, religion, national origin, age, sex, sexual orientation, disability, or any other category prohibited by applicable law.

### SECTION 3. TERMINOLOGY.

Whenever used in these Bylaws, the singular shall include the plural, the plural shall include the singular, and gendered terms shall be understood to apply to all genders.

### SECTION 4. ASSISTANCE.

The Chair of each committee and subcommittee of the Board may request advice and assistance in the performance of their duties from the President of the Board, the Executive Director, and other segments of The Shelter Alliance constituency, in furtherance of the mission of the organization.

### SECTION 5. POLICIES AND PROCEDURES.

(a) *Promulgation.* The Board of Directors and/or the Executive Director may promulgate statements of policy and procedure, including but not limited to manuals and handbooks, to implement the Articles of Incorporation and these Bylaws.

(b) *Status.* No policy or procedure adopted under this Section shall be interpreted as altering, amending, suspending, or repealing the Articles of Incorporation or these Bylaws, unless expressly enacted as an amendment pursuant to Section 11 herein.

## SECTION 6. PROXIES.

Voting by proxy shall not be permitted. Voting in absentia shall not be permitted except as expressly authorized by these Bylaws.

## SECTION 7. REMOVAL AND RESIGNATION.

(a) *Resignation.* A member of the Board may resign at any time by providing written notice to the President or Secretary. Such resignation shall take effect upon receipt, or at such later time as specified in the notice.

(b) *Absence.* The unexcused absence of a member of the Board from four (4) consecutive regular monthly meetings shall be deemed a resignation, thereby creating a vacancy to be filled in accordance with these Bylaws.

(c) *Removal.* Any member of the Board may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that written notice of such action is given at least ten (10) days in advance of the meeting.

## SECTION 8. INDEMNIFICATION.

Each member of the Board and each officer of The Shelter Alliance shall be indemnified and held harmless against all expenses reasonably incurred in connection with the defense of any action, suit, or proceeding to which such person is made a party by reason of service as such, provided that indemnification shall not extend to matters in which such person is adjudicated to have engaged in gross negligence or willful misconduct. The Shelter Alliance shall maintain Directors and Officers (D&O) liability insurance in such amounts and with such coverages as the Board may determine.

## SECTION 9. CONFLICT OF INTEREST.

(a) A member of the Board or an employee of The Shelter Alliance shall be deemed to have a conflict of interest if: (i) they have an existing or potential financial or other interest that impairs or appears to impair their independent judgment in the discharge of responsibilities to The Shelter Alliance; or (ii) they are aware that a member of their family (defined as spouse, parent, sibling, child, or other relative residing in the household) has such an interest.



- (b) All members and employees shall disclose potential conflicts of interest at the earliest practical time. The affected person shall abstain from discussion and voting on the matter, and the minutes shall reflect the disclosure and abstention.
- (c) Each Board member and officer shall complete and sign an annual disclosure form provided by the Executive Director.
- (d) Any uncertainty as to whether a conflict exists shall be resolved by a majority vote of the Board in the absence of the potentially conflicted individual.

#### SECTION 10. BOARD CONDUCT.

Members of the Board of Directors shall:

- (a) Uphold the mission, vision, and values of The Shelter Alliance in all Board activities and decisions;
- (b) Conduct themselves with integrity, respect, and professionalism in interactions with fellow Board members, staff, volunteers, and the community;
- (c) Maintain the confidentiality of information acquired through Board service, except where disclosure is authorized or legally required;
- (d) Refrain from using their position for personal gain or to the detriment of the organization;
- (e) Support Board decisions once made, even if they personally disagreed during deliberation; and
- (f) Avoid disruptive conduct that interferes with the effective operation of the Board or undermines public confidence in The Shelter Alliance.

Failure to adhere to these standards of conduct may constitute grounds for removal in accordance with Section 7 of this Article.

#### SECTION 11. EFFECTIVE DATE.

These Bylaws shall become effective on October 16, 2025 following their adoption by the Board of Directors of The Shelter Alliance, unless otherwise provided in the adopting resolution.

SECTION 12. AMENDMENTS.

(a) These Bylaws may be amended, altered, suspended, or repealed at any regular meeting or special meeting of the Board called for that purpose by the affirmative vote of two-thirds (2/3) of the members present, provided that the two-thirds vote equals or exceeds a majority of all current members of the Board.

(b) Written notice of the proposed amendment shall be provided to each Board member at least ten (10) days prior to the meeting at which action is to be taken, setting forth the proposed amendment and a statement of its purpose.

SECTION 12. DISSOLUTION.

Upon the dissolution of The Shelter Alliance, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

CERTIFICATION

I hereby certify that the foregoing Bylaws of the Board of Directors of The Shelter Alliance were duly adopted at a regular meeting of the Board of Directors in Chestertown, Maryland, and shall become effective October 16, 2025.

---

Eugene Chieffo  
Secretary of The Shelter Alliance  
Chestertown, Maryland  
October 16, 2025