

**Amended Bylaws of
The Homing Project
as of June 22, 2026**

Article I-Name and Purpose

Section 1: *Name:* The name of the organization shall be The Homing Project. It shall be a nonprofit organization incorporated under the laws of the State of Arizona.

Section 2: *Purpose:* The Homing Project is organized exclusively for charitable, scientific, and educational purposes. The Purpose of this corporation is:

- To provide shelter and services to those without housing;
- To evaluate and treat and/or refer clients for medical and psychosocial needs and other factors relevant to clients' homelessness;
- To involve and educate the community in prevention and treatment of homelessness.

Article II-Offices

The Corporation shall always have a registered office in Arizona, and a registered agent whose office is the same as the registered office. The registered agent and the registered office of the Corporation may from time to time be changed by the Board of Directors. The Corporation may have other offices within Arizona as the Board of Directors determines.

Article III-Fiscal Year

The Fiscal Year shall begin August 1st and end on July 31st of each year.

Article IV-Membership

Section 1: *Membership:* Membership shall consist of the Board of Directors.

Article V-Board of Directors

Section 1: *Payment to Directors:* Directors shall receive no salary for their services as Directors.

Section 2: *Ethics:* No Director of the Organization may use his/her position on the Board for personal profit. The Board of Directors shall maintain an Ethics Policy. Violation of the Organization's Ethics Policy may be cause for removal of a Director.

Section 3: *Board Role, Size, and Compensation:* The Board is responsible for overall policy and direction of the Organization and may perform or delegate all or part responsibility for day-to-day operations to the staff and Committees. The Board shall have up to eleven members but no less than

five. The Board receives no compensation other than reimbursement for approved expenses. No part of the earnings of the Organization shall inure to the benefit of, or be distributed to, its Directors, Officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Organization shall be carried out for propaganda, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4: *Terms*: All current Board members shall serve three-year terms and are eligible for re-election for up to three consecutive terms.

Section 5: *Meetings and Notice*: The Board shall meet at least quarterly, at an agreed upon time and place to be determined at least one week in advance. Each Director shall have notice of upcoming meetings at least one week in advance. Notices of Board meetings shall be sent out at least one week in advance by the Secretary to each Director. Board meeting notices may be sent by mail, email, telephone, or other electronic communication.

Section 6: *Board Elections*: During the last quarter of each fiscal year of the corporation (May through July), the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. The Board of Directors may also elect new members to fill Board membership positions which become vacant prior to the end of the fiscal year. These elections shall take place during a regular meeting of the Directors, called in accordance with the provisions of these Bylaws.

Section 7: *Nominating Committee*: The Board shall cause to be formed a Nominating Committee which shall consist of at least three members, of whom at least one is a Board member. The Committee will be responsible for: i) advertising the vacancies, ii) distributing applications, iii) receiving applications and bios, iv) vetting applicants, and v) recommending applicants to the full Board.

Section 8: *Election Procedures*: Directors shall be elected by a majority vote of the Directors present at a meeting at which a quorum is present, unless otherwise required by law or these Bylaws. Directors so elected shall serve a term beginning on the first day of the next fiscal year, or beginning on the date of election, as determined by the Board.

Section 9: *Quorum*: For business transactions to take place and motions to pass, a quorum must be present. A quorum shall consist of a majority of the Directors then in office.

Section 10: *Officers and Duties*: There shall be four Officers of the Board, consisting of a Chair, a

Vice Chair, a Secretary, and a Treasurer. The duties are as follows:

- The Chair shall convene regularly scheduled Board meetings and preside. If unavailable for a meeting, the Chair shall arrange for the Vice Chair to preside at that meeting. The Chair is responsible for distributing copies of agenda and previous meeting minutes to each Board member one week before the meeting.
- The Vice Chair shall act as Chair in the absence of the Chair, and when so acting, shall have all the powers of, and have all the restrictions upon the Chair. The Vice Chair shall perform such other duties as may be assigned by the Board of Directors.
- The Secretary shall be responsible for keeping records of Board actions, including taking of minutes at all Board meetings or appointing a trusted volunteer to take the minutes, reviewing the minutes for accuracy, and sending the minutes to the Chair for distribution. The Secretary is also responsible for assuring that corporate records and record security is maintained and for uploading to the shared storage application.
- The Treasurer shall make a financial status report at each Board meeting and an annual end of year financial report. The Treasurer shall chair the Finance Committee, assist in the preparation of the annual budget, help develop fundraising budget, and ensure that appropriate financial records are maintained. The Treasurer shall work closely with the bookkeeper/accountant, if such positions are filled. The Treasurer shall require that all monies of the Organization be deposited and insured in the name of the Organization. The Treasurer shall require that the Organization's books of account be reviewed annually by an independent Public Accountant selected by the Board of Directors.

Section 11: *Emeritus Board Members:*

A. Designation of Emeritus Board Members: The Board of Directors may confer the title of Emeritus Board Member upon any former Director or other individual who has provided distinguished service to the Organization. Designation as an Emeritus Board Member shall be made by majority vote of the Board of Directors then in office.

B. Honorary Status: Emeritus Board Members shall serve in an honorary and advisory capacity. They may be invited to attend meetings of the Board of Directors, participate in discussions, provide counsel, and support the mission of the Organization.

C. No Governance Authority: Emeritus Board Members shall not be considered Directors for purposes of governance and shall have no voting rights on any matter before the Board. Emeritus Board Members shall not be counted toward quorum requirements and shall not hold any Officer position by virtue of their Emeritus status.

D. Term of Service: Unless otherwise specified by the Board, Emeritus Board Member status shall

continue indefinitely and may be revoked at any time by majority vote of the Board of Directors.

F. Rights and Responsibilities: Emeritus Board Members shall have no fiduciary duties or legal responsibilities associated with Board membership and shall not be subject to attendance requirements applicable to Directors. The Board may establish additional expectations, privileges, or recognition for Emeritus Board Members as it deems appropriate.

Section 12: *Vacancies*: When a vacancy on the Board occurs, the Secretary must receive nominations for new Member(s) from present Board members or trusted volunteers at least three weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next meeting. These vacancies can be filled immediately.

Section 13: *Resignation, Termination and Absences*: Resignation from the Board must be in writing and submitted to the Chair with a copy to the Secretary. A Board member shall be terminated from the Board due to excess absences, i.e. more than three unexcused meetings in a year. Any Director may be removed, with or without cause, by a two-thirds vote of the Directors then in office.

Section 14: *Special Meetings*: Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board then in office. Notices of special meetings shall be sent out by the Secretary to each Board member with at least 48 hours notice by mail, email, telephone, or other electronic communication.

Section 15: *Remote Communication for Meetings*: Any meeting of Directors may be conducted by one or more means of remote communication through which all Directors may participate in the meeting, if notice of the meeting is given at least one week in advance and if the number participating is sufficient to constitute a quorum of Members then in office. Remote communication includes but is not limited to telephone, video, or other electronic means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 16: *Ability to Enter into Contracts*: The Board of Directors shall have direction of all funds of whatever character held for the benefit of the Organization; shall have full and complete power, in the name of the Organization, to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any real or personal property of the Organization, and to borrow money for its corporate purposes at such rates of interest as said Board may determine; and shall have the power and right to authorize the Officers of the Organization to execute, acknowledge, and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contracts and other instruments for the

purpose of effectuating the purposes of the organization.

Section 17: *Conflict of Interest*: Board members should sign the organization's conflict of interest policy yearly. Where possible conflict of interest exists relative to any matter presented to the Board of Directors for consideration, the Director thereby affected shall ensure that the materials of the transaction are known or disclosed to the Directors who authorize, approve or ratify the transaction. Where the Board finds that a conflict of interest exists, the interested Director shall not be counted in determining the vote on the transaction. Participation in discussions on the matter is at the discretion of the Board of Directors.

Article VI-Committees

Section 1: *Committee Formation*: The Board may create Ad Hoc Committees as needed, such as fundraising, housing, public relations, data collection, etc. The Board Chair appoints all Committee Chairs. Each Committee should have at least one Board member serving.

Section 2: *Committee Meetings and Procedure*: Each Committee shall establish its own procedures. The activities of each Committee must reflect the mission and values of the Organization.

Section 3: *Control by Board of Directors*: All Committees, standing or otherwise, and their Chairpersons shall be subject to the control and direction of the Board of Directors and shall make such reports from time to time as the Board of Directors or Chair may request.

Section 4: *Executive Committee*: The four Board Officers serve as the 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 full Board. A quorum of the Executive Committee shall be a majority plus one of the Officers.

Section 5: *Finance Committee*: The Treasurer is the Chair of the Finance Committee, which includes three other people appointed by the Board. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising budgets, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. At each regular Board meeting, the Treasurer shall submit a current financial report. The financial records of the organization shall be made available to the Board members. The Organization shall otherwise provide access to financial records as required by applicable law.

Article VII-Director and Staff

Section 1: *CEO*: The founder will act as CEO until such time as the Organization is in a position to

hire a CEO. At that time, the CEO will be hired by the Board. The CEO has day to day responsibilities for the organization, including carrying out the Organization's goals and policies. The CEO will attend all Board meetings, report on the progress of the Organization, answer questions of the Board members, and carry out the duties described in the job description. The CEO does not have voting rights on any matter before the Board. The Board can designate other duties as necessary.

Article VIII-Amendments

Section 1: *Amendments*: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors then in office. Proposed Amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Article IX-Dissolution

In the event of the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of this Corporation, distribute all of the remaining funds and assets of the Corporation, to an organization or agency serving the homeless which has been granted exemption from the Federal Income Tax under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986.

Article X-Indemnification of Officers, Directors and Employees

The Corporation shall maintain Directors and Officers Liability Insurance ("D&O Insurance"), in such amounts and with such terms and conditions as determined by the Board of Directors to be reasonable and appropriate, covering the Corporation's Directors, Officers, employees, agents, and, when acting in an authorized advisory capacity on behalf of the Corporation, Emeritus Board Members. Such insurance shall be maintained to provide protection against claims arising from acts, errors, omissions, or breaches of duty occurring within the scope of their authorized responsibilities. The maintenance of such insurance shall supplement, and not limit, any indemnification rights provided by these Bylaws, the Articles of Incorporation, applicable Arizona law, or any indemnification agreement approved by the Board of Directors. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to or witness in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Director, Officer, employee or agent of the Corporation, if such person acted in good faith and in a manner he/she reasonably believed to be in the best interest of the Corporation and had no reason to believe the action was unlawful. Indemnification may include expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by that person in

connection with such suit, action or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer, employee or agent may be entitled apart from the foregoing provisions. No indemnification shall be made in respect of any claim, issue or matter as to which the individual shall have been adjudged to be liable for negligence or misconduct in performance of his or her duty, or for any claim, issue or matter in which action is being taken by the individual against the Corporation or any employee, Officer or Director of the Corporation. The foregoing provisions of this Article shall be deemed to be a contract between the Corporation and each member, Director and Officer who serves in such capacity at any time while this Article and the relevant provisions of the State of Arizona's Nonprofit Corporation Act outlined in Title 10, Chapters 24-40 of the Arizona Revised Statutes (A.R.S.) and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or thereafter existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

Emeritus Board Members are honorary advisors only and shall not be considered Directors of the Corporation for purposes of the Arizona Nonprofit Corporation Act or any successor statute.

CERTIFICATION OF AMENDED BYLAWS

The undersigned Officers of The Homing Project hereby certify that the foregoing amendment to the Bylaws was duly adopted by the Board of Directors on the 22nd day of June, 2026, and that the Amendment remains in full force and effect as of the date of this certification.

Executed this 22nd day of June, 2026.


Teresa Cavendish, Secretary


Kristin Davis, Chair of the Board