

Sandra K. King

From: Erin Thompson <storycountyasset@gmail.com>
Sent: Monday, June 15, 2020 10:29 PM
To: Deb Schildroth; Jean Kresse; Karla K. Webb; Sandra K. King
Subject: FW: ERP information on Name Change
Attachments: Name Change Resolution.pdf; ERP Bylaws_v002_2020.pdf

[External Sender - Please Use Caution]
Deb/Jean/ Sandra/ Karla:

Here is the information on ERP's name change. I will get it changed on the Reference Manual, website, and budget forms. If there's anything else you can think of, let me know!

Thank you!

Erin

From: Jodi Stumbo [mailto:jodi@amesshelter.org]
Sent: Monday, June 15, 2020 11:28 AM
To: Erin Thompson
Subject: ERP information on Name Change

Hi Erin,

Starting July 1, we will officially be Shelter Housing Corporation dba The Bridge Home. The documents we filed with the state are attached and our updated bylaws. Please share this with the ASSET funders and let me know if you have questions or need anything else.

Thanks - Jodi

Jodi Stumbo
Executive Director
Emergency Residence Project
225 S. Kellogg
Ames, IA 50010
jodi@amesshelter.org
515.232.8075

Sheltering our neighbor to uplift our community

ERP

ERP



Iowa Secretary of State
321 East 12th Street
Des Moines, IA 50319
sos.iowa.gov

Date
Corp No
Cert No

FILED
6/9/2020 10:04 AM
101771
FT0062939

Fictitious Name Resolution

SHELTER HOUSING CORPORATION

The name of the business entity is

CODE 504 REVISED DOMESTIC NON-PROFIT

The business entity subject to the provisions of

The Bridge Home

RESOLVED, that the business entity adopts the name

Signature

Jean Nicol Jahren
Secretary

6/8/2020 3:25:06 PM
Date

BYLAWS OF THE SHELTER HOUSING CORPORATION,
dba THE BRIDGE HOME
Revised 19 MAY 2020

1 Article I. The Corporation

2 Section 1.01 CORPORATE IDENTITY.

3 The SHELTER HOUSING CORPORATION (dba THE BRIDGE HOME) is an Iowa corporation that
4 was registered as an Iowa Code Chapter 504 Revised Domestic Non-profit on April 23, 1985. The
5 corporation is identified as Iowa business number 101771, and does business as an Internal Revenue Service
6 (IRS) 501(c)(3) tax-exempt organization. The IRS classifies the corporation as a tax exempt public charity
7 with the Employer Identification Number (EIN) 42-1252893. The corporation is operated by the volunteer
8 board of Directors (henceforth the Board) and staffed by a salaried Executive Director, salaried Associate
9 Director, and other salaried employees under the direction of the executive Director. The fiscal year of the
10 corporation is July one (1) through June thirty (30) of the following year. The corporation does not issue
11 stock. The corporation is primarily funded by donations, grants and public funding. The SHELTER
12 HOUSING CORPORATION is not a membership organization.

13 Section 1.02 ACTIVITIES.

14 The Bridge Home is an organization that provides shelter and support to those experiencing homelessness
15 while striving to prevent individuals from becoming homeless. Services provided include emergency shelter,
16 a rapid re-housing program, transitional housing for families, and a homelessness prevention financial
17 assistance program. THE BRIDGE HOME maintains close ties to a number of Supporting Organizations,
18 some of which were involved in establishing the Corporation in 1985.

19 Section 1.03 SUPPORTING ORGANIZATIONS AND DEFINITIONS. (Revised 3-17-2020)

20 A Supporting Organization is defined as:

- 21 (a) any not-for-profit organization contributing significant, regular resources in the form of financial
22 contributions, volunteer base, or specific expertise and service to the Corporation, and can provide
23 individuals with interest, expertise, and commitment to fulfill the duties of Director or
24 (b) any organization whose operations closely align with the mission, vision, and values of the
25 corporation, and can provide individuals with interest, expertise, and commitment to fulfill the duties
26 of Director.
27 (c) The number and composition of Supporting Organizations is not fixed, and the list of Supporting
28 Organizations shall be reviewed every five (5) years in years ending with a zero (0) or five (5). At such
29 time, those organizations no longer meeting the criteria of a Supporting Organization shall be
30 removed from the list and a replacement identified.
31 (d) Any organization meeting the criteria of a Supporting Organization can have representation added to
32 the Board by a two-thirds (2/3) affirmative vote of all seated Directors. The initial term of this
33 representation shall be a partial term to expire at the next immediate Annual Meeting.

34 Article II. Directors

35 Section 2.01 BOARD OF DIRECTORS.

36 The Board of Directors is responsible for the overall management of the business and affairs of the
37 Corporation, and has the authority to appoint and terminate the employment of the Executive Director, who
38 has responsibility for managing the day-to-day operations of the Corporation.

39 Section 2.02 SIZE OF THE BOARD.

40 The number of Directors of the Corporation shall be no fewer than seven (7) nor shall exceed seventeen (17).
41 No more than one-third (1/3) of the current Directors may represent an at-large constituency; the remainder
42 of the Directors shall have been recruited from and represent a Supporting Organization.

43 Section 2.03 CONFLICT OF INTEREST.

44 When contemplating business transactions with an organization with which a Director has a financial or other
45 interest, the Director shall declare that interest, and shall abstain from any motion related to such
46 organization.

47 Section 2.04 TERMS.

48 The term for a Director shall be three fiscal years, with terms staggered to ensure that approximately the same
49 number of Directors complete their terms each year. The assignment of three-year terms for Directors shall
50 be arbitrary and shall involve mutual agreement, where approximately one-third of Directors complete a term
51 in any given year. An attempt also should be made to ensure that a majority of at-large Directors terms do
52 not expire at the same time.

53 Section 2.05 TERM LIMITS OF DIRECTORS.

54 Any Director may serve no more than two (2) consecutive three-year terms. In the event of serving a partial
55 term of two (2) years, a Director may serve one (1) additional full three-year term. In the event of serving a
56 one (1) year partial term, a Director may serve two (2) additional full three-year terms. Upon completion of
57 two consecutive terms or any combination of full and partial terms, the individual may not serve another
58 partial or full term for a period of one (1) year.

59 Section 2.06 ATTENDANCE.

60 Attendance is a critical component for Directors to ensure timely and thorough execution of the activities of
61 the Board. While in person attendance is the preferred method for Directors to attend meetings, provisions
62 may be made for Directors to attend meetings telephonically (e.g. phone call) or electronically (e.g. video call).

- 63 (a) Should a Director have an unavoidable conflict with attending a meeting in person or telephonically,
64 they shall notify the President and Secretary in writing (print or electronic) no later than two days
65 prior to the meeting.
- 66 (b) In the event of an emergency that prevents a Director from attending a board meeting, they shall
67 notify the President and Secretary of their absence in writing at their earliest convenience.
- 68 (c) Excused absences shall include, but are not limited to: professional obligations, personal or family
69 illness or emergency, accident, acts of God, or any other unforeseen occurrence that makes
70 attendance impossible or unadvisable.
- 71 (d) Excused absences do not apply to attendance requirements in subparts (e) or (g)
- 72 (e) Directors shall attend at minimum seventy-five percent (75%) of board meetings in any fiscal year.
- 73 (f) Any Director failing to meet this threshold shall be subject to the provisions for removal in Section
74 8.02.
- 75 (g) Any Director missing four (4) consecutive regular meetings of the Board shall be considered to have
76 tendered resignation (refer to Section 8.01).

77 Section 2.07 COMPENSATION.

78 No compensation shall be paid to any regular member of the Board, except that reasonable reimbursement
79 may be requested for travel or other expenses incurred on Board business.

80 Section 2.08 REPLACEMENT.

81 If a Director does not complete a three-year term the Nominating Committee shall proceed with the
82 replacement of the Director as in Section 2.09(a) for those representing Supporting Organizations and as in
83 Section 2.09(b) for at-large Directors. The term of any replacement Director shall be that of the Director
84 they are replacing.

85 Section 2.09 RENEWAL.

86 Procedures for possible renewal of a Director's appointment, or replacement, are as follows:

- 87 (a) Supporting Organization Directors: In January of the final year of a Director's term, the Nominating
88 Committee (see Section 6.04) shall notify the Supporting Organization in writing that the Director is
89 in the third year of a current term of office, and ascertain if the Organization shall nominate a
90 replacement or request renewal of this appointment for an additional three-year term. A formal
91 written response must be received before the Nominating Committee makes a recommendation to
92 the Board for renewal or consideration of a replacement nominee.
- 93 (b) At-large Directors: In January of the final year of an at-large Director's term, the Nominating
94 Committee shall ascertain if the Director is interested in an additional three-year appointment.
95 Should the Nominating Committee and the Director agree on a renewal, the Committee shall
96 recommend a three-year renewal to the Board. If the mutual decision is not to request renewal, the
97 Nominating Committee shall request the Board to suggest possible candidates for this Director
98 position should the Board wish to fill the seat.

99 Section 2.10 QUALIFICATIONS.

100 Prospective Directors must demonstrate an interest in and contribution to the success of the corporation.
101 Nominees must also commit to making time to attend Board meetings, be actively involved in the work of
102 committees, and perform other functions, as required.

103 Section 2.11 QUID PRO QUO.

104 Board membership shall not be granted as a reward for services rendered to the corporation.

105 Article III. Meetings

106 Section 3.01 NOTICE. (Revised 05-19-2020)

107 Notice of time and place of both regular and special meetings shall be given by the secretary not less than
108 seven (7) days before the date of the meeting. In the event of an emergency, the Executive Committee may
109 waive the seven (7) days advance notice of a special meeting.

110 Section 3.02 VOTING RIGHTS.

111 Each Director shall be entitled to one (1) vote and, unless otherwise specified by these Bylaws, governing
112 rules, or the Articles of Incorporation, a simple majority shall be required for approval of motions.

113 Section 3.03 QUORUM.

114 A quorum shall be deemed to be present when fifty percent plus one (50% + 1) of the sitting Directors and
115 one Officer are present at Board meetings.

116 Section 3.04 ANNUAL MEETING.

117 The Annual Meeting shall be held each year during the month of May and shall include, but is not limited to:

- 118 (a) Election to the Board of Directors or the re-election to another term of those Directors already
119 serving
- 120 (b) Election of the Officers
- 121 (c) Approval of the Annual Budget of the Corporation
- 122 (d) Review and modification of the roster of Supporting Organizations by the procedures outlined in
123 Section 1.03

124 Section 3.05 REGULAR MEETINGS.

125 Regular meetings shall be held monthly. Regular meetings may be cancelled by a majority vote of the Board
126 during the course of a regular meeting for the subsequent regular meeting. There shall be a minimum of six
127 (6) regular meetings in any fiscal year.

128 Section 3.06 ATTENDANCE, EXECUTIVE DIRECTOR.

129 The Executive Director or their designee shall be present at all meetings of the Board, unless the Board
130 requires closed session for a portion of a meeting to discuss sensitive personnel or other matters. Additional
131 members of the staff may be invited by the Board to attend as appropriate.

132 Article IV. Officers

133 Section 4.01 OFFICERS.

134 The Officers of the corporation are: President, Vice President, Secretary, and Treasurer

135 Section 4.02 MEMBERSHIP.

136 Each Officer must be a current and continuing member of the Board.

137 Section 4.03 SLATING.

138 The Nominating Committee shall present a slate of nominees to the Board at the regular meeting immediately
139 preceding the Annual Meeting, from which, with possible nominations from the floor, the Officers of the
140 Corporation shall be elected by the Board during the course of the Annual Meeting for one year terms.

141 Section 4.04 TERM LIMITS.

142 An Officer shall not exceed three (3) consecutive years in any single office, nor shall serve more than five
143 years as an Officer within full term limits as a Director. A Director may not serve as an Officer in their first
144 year on the board.

145 Section 4.05 REPLACEMENT.

146 If an Officer is unable or unwilling to serve a complete term, the Officer shall be replaced by appointment of
147 the President with approval of the Executive Committee for the remainder of the term.

148 Article V. Duties of Officers

149 Section 5.01 The President shall:

- 150 (a) preside at all meetings of the Board and of the Executive Committee,
- 151 (b) act as the public face of the Board of the Corporation,
- 152 (c) be an authorized signatory for bank accounts, and
- 153 (d) will be responsible for making recommendations for committee appointments.

154 Section 5.02 The Vice President shall:

- 155 (a) succeed the President upon completion of their term and after successful completion of term as Vice
156 President,
- 157 (b) ensure the timely, accurate, and regular completion of the work of all committees,
- 158 (c) shall act as Chair of the Nominating Committee,
- 159 (d) shall be an authorized signatory for bank accounts, and
- 160 (e) perform the duties of the President, should the President be unable to act.

161 Section 5.03 The Secretary shall:

- 162 (a) keep the minutes of the Board meetings,
- 163 (b) circulate to the Board not less than one week prior to each regular meeting the Board packet
164 containing the minutes of previous meeting(s), all applicable reports, financial statements, and the
165 agenda,
- 166 (c) collect, file, and maintain record of all publications, distributions, and ephemera of the Corporation,
- 167 (d) shall be an authorized signatory for bank accounts, and
- 168 (e) in general, perform all duties incident to the office of the Secretary and such other duties as from
169 time to time may be assigned by the President or by the board of Directors.

170 Section 5.04 The Treasurer shall:

- 171 (a) submit a written summary of the Corporation's financial situation to the Secretary at each Executive
172 Committee meeting for inclusion in the monthly Board packet,
173 (b) immediately notify all Directors and the Executive Director should the liquid assets of the
174 Corporation reach or fall below a threshold set by the Finance Committee,
175 (c) shall be an authorized signatory for bank accounts, and
176 (d) perform other such duties as from time to time may be assigned by the President or by the Board of
177 Directors.

178 Article VI. Committees

179 Section 6.01 COMMITTEES.

180 The Committees consist of the Executive Committee, the Nominating Committee, and the four Standing
181 Committees: Personnel and Policies, Finance, Marketing and Development, and Property and Maintenance.

182 Section 6.02 COMPOSITION & APPOINTMENT.

183 Each committee (excluding the Executive Committee, Section 6.03) shall consist of at least three members.
184 The President, with guidance from the Executive Committee, shall appoint annually the membership of the
185 Nominating Committee, to include only Directors whose terms shall not expire in that fiscal year. The
186 appointments of chairs and the membership of the Standing Committees shall be reviewed yearly by the
187 President and the Executive Committee. The Executive Director and President shall be *ex officio* member(s)
188 of all Standing Committees. Additionally, members of the general public may serve as non-voting advisors of
189 the Personnel and Policies Committee, Finance Committee, Marketing and Development Committee, and
190 Property and Maintenance Committee.

191 Section 6.03 The Executive Committee:

- 192 (a) consists of the President, Vice-President, Secretary, Treasurer and the Executive Director,
193 (b) is responsible for the orientation to the organization and their duties of all new Directors within a
194 reasonable time of their election to the Board,
195 (c) regularly reviews items of compliance related to the operations of the Corporation,
196 (d) discusses issues which are to be presented to the Board for discussion and action,
197 (e) creates the agenda for Board meetings at least one week prior to all regular meetings, and
198 (f) may be authorized by the Board to act on urgent issues which might arise.

199 Section 6.04 The Nominating Committee:

- 200 (a) shall be chaired by the Vice President,
201 (b) shall endeavor to strategically recruit Directors experience and expertise to enhance the operations of
202 the Corporation,
203 (c) after consultation with the Board, shall prepare a slate of Officers for presentation to the Board at
204 the regular meeting immediately preceding the Annual Meeting and voted upon at the Annual
205 Meeting, and
206 (d) shall manage the renewal and replacement of all directors as in Section 2.09.

- 207 Section 6.05 Personnel and Policies Committee:
- 208 (a) recommend policy revisions to the Board,
 - 209 (b) evaluate the Executive Director on an annual basis (limited only to elected Directors of the Board),
 - 210 (c) review staff job descriptions annually,
 - 211 (d) review annually staff salaries and make any recommendations for change to the Finance Committee
 - 212 for inclusion in the annual budget of the Corporation,
 - 213 (e) develop and review organizational policies,
 - 214 (f) maintain the operations manual for the Board, and
 - 215 (g) perform other duties as may be assigned by the President or the Board.
- 216 Section 6.06 Finance Committee:
- 217 (a) shall assure financial reports and reviews are made monthly and annually,
 - 218 (b) aide in the development of an annual budget for the Corporation,
 - 219 (c) review the monthly revenue and expense report and present recommendations to the Board, and
 - 220 (d) Perform other duties as may be assigned by the President or the Board.
- 221 Section 6.07 Marketing and Development Committee:
- 222 (a) shall initiate and coordinate fund raising efforts,
 - 223 (b) promote community awareness of the services and existence of the Corporation through use of any
 - 224 appropriate method,
 - 225 (c) develop and maintain the communications plan for the Corporation,
 - 226 (d) develop and maintain the brand standard of the Corporation, and
 - 227 (e) perform other duties as may be assigned by the President or the Board.
- 228 Section 6.08 Property and Maintenance Committee:
- 229 (a) shall conduct quarterly inspections of all properties with maintenance staff,
 - 230 (b) develop and maintain an approved contractor list which the staff can call upon as needed,
 - 231 (c) liaise with construction volunteers,
 - 232 (d) manage property related projects,
 - 233 (e) identify and prioritizes long-term facility needs, and
 - 234 (f) perform other duties as may be assigned by the Chair or the Board.

235 Article VII. Financial Instruments

- 236 Section 7.01 AUTHORIZATION.
- 237 The Board may authorize any Officer(s) or agent(s), to enter into any contract or execute and deliver any
- 238 instrument in the name of and on behalf of the Corporation, and such authority may be general or confined
- 239 to specific instances.
- 240 Section 7.02 LOANS.
- 241 No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued
- 242 in its name unless authorized by a resolution of the Board. Such authority may be general or confined to
- 243 specific instances.

244 Section 7.03 CHECKS.
245 Checks written for the payment of money, notes or other evidences of indebtedness issued in the name of the
246 Corporation, shall be signed by either the Treasurer, the President or the Vice-President, or other designee(s)
247 to be determined by the Board of Directors. All individuals authorized to sign checks shall be reviewed
248 annually by the Executive Committee.

249 Section 7.04 DEPOSITS.
250 All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the
251 Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

252 Article VIII. Resignation and Termination

253 Section 8.01 RESIGNATION.
254 An Officer or Director of the corporation may resign at any time by delivering written or verbal notice to
255 the Board of Directors, president or secretary. The resignation shall be immediate unless the presiding Officer
256 determines an acceptable alternate effective date, such date not to exceed forty-five (45) days from the date of
257 the resignation notice.

258 Section 8.02 REMOVAL OF DIRECTORS

- 259 (a) A Director may be removed without cause only by the vote of three-fourths of all current Directors
260 (b) A Director may be removed with cause by a majority vote of the Board
261 (c) One or more of the following shall be sufficient cause for removal of a Director:
262 (i) *Embezzlement of funds or other criminal acts*
263 (ii) *Abuse of office or Directorship for personal, professional, or political gain*
264 (iii) *Acts which result in detriment to the Corporation*
265 (iv) *Non-compliance with these Bylaws, standing rules and policies of the Corporation, or any applicable laws and*
266 *regulations*
267 (v) *Chronic disregard for the obligations of Directorship*
268 (vi) *A demonstrated pattern of conduct contrary to the mission, vision, and values of the Corporation*
269 (vii) *Defamation, slander, or libel towards the Corporation*
270 (d) Notification of and Determination of Possible Violation
271 (i) *Immediate notice of any instance which could result in removal for cause of a Director shall be given to the President*
272 (ii) *The President, or most senior Officer available, shall investigate the claim and determine its validity within fourteen*
273 *(14) days of notification*
274 (iii) *The President shall report their finding to the Board upon completion of the investigation, and if found to be valid, the*
275 *Board shall take action*
276 (e) Procedure for removal of a Director
277 (i) *The President, upon reporting the findings from Section 8.02d, shall call a special meeting of the Board for*
278 *consideration of removal within fourteen (14) days of the findings. Should the next regularly scheduled meeting of the*
279 *Board fall within this period, such business shall be conducted at the regular meeting.*
280 (ii) *A vote shall be held, and should the majority support removal, the Director shall be removed immediately*
281 (f) Removal of a Director does not absolve the individual of any liabilities or obligations, criminal or
282 otherwise, for which they may be personally liable.
283 (g) Replacement of a Director shall follow the procedure described in Section 2.08.

284 Section 8.03 REMOVAL OF OFFICERS

- 285 (a) An Officer may be removed without cause only by the vote of three-fourths of all current Directors.
286 (b) An Officer may be removed with cause by a majority vote of the Board.

- 287 (c) The causes for removal of a Director listed in Section 8.02(c) shall be sufficient for the removal of an
288 Officer.
- 289 (d) The determination and procedure for removal of an officer shall be the same as those in Section
290 8.02(d) and 8.02(e).
- 291 (e) Removal of an Officer does not absolve the individual of any liabilities or obligations, criminal or
292 otherwise, for which they may be personally liable.
- 293 (f) Upon removal of an Officer, the President shall appoint a replacement from the remaining body of
294 Directors to serve until the next Annual Meeting.
- 295 (g) Removal of an Officer from office does not automatically remove the Officer from the Board.
296 Should an Officer be removed, the Board must also consider if the infraction merits removal as a
297 Director. This recommendation shall be determined as part of the procedure in Section 8.02(d).

298 Article IX. Records – Retention and Inspection

299 Section 9.01 RETENTION.

300 The Corporation shall retain certain written and electronic records pursuant to Iowa Code and federal law
301 pertaining to record retention for non-profit organizations.

302 Section 9.02 ORIGINAL RECORDS.

303 Original records with original signature(s) shall be retained whenever possible.

304 Section 9.03 INSPECTION.

305 The records of the corporation shall be made available for inspection with reasonable advance notice subject
306 to any regulatory restriction on the nature of the data with regards to personally identifying information, etc.

307 Article X. Bylaws of the Corporation

308 Section 10.01 CREATION, COMPOSITION & MAINTENANCE.

309 The President shall cause to be created, maintained and communicated a list of rules, the Bylaws of the
310 corporation. Said Bylaws shall define:

- 311 (a) The legal identity, tax status, how the corporation is structured and certain other relevant business
312 information,
- 313 (b) The size of the Board of Directors and the fundamental operations of the Board,
- 314 (c) The roles and duties of the Directors and Officers,
- 315 (d) The rules and procedures for holding meetings, electing Directors and the president, and appointing
316 Officers,
- 317 (e) Procedures for removal and resignation of Officers and Directors, and
318 (f) Other essential governance and administrative matters.

319 Section 10.02 COMPLIANCE.

320 The Bylaws of the corporation shall be compliant with Chapter 504, Revised Iowa Nonprofit Corporation
321 Act, of the Code of Iowa, and applicable federal IRS laws, rules and regulations. If any Bylaws are found to
322 be deficient or in conflict with Chapter 504, the provisions in Chapter 504 shall prevail.

323 Section 10.03 MODIFICATION & REPEAL.

324 Any alteration, amendment or repeal of these By-laws shall be discussed at a regular meeting, and the
325 proposed alterations, amendments or other action shall be circulated to the Board for information; no action
326 shall be taken before the following regular meeting.

327 Article XI. Parliamentary Authority

328 Section 11.01 AUTHORITY.
329 Meetings shall be governed by *Robert's Rules of Order, Newly Revised* (RROR) in its most current edition in all
330 cases where they are applicable

331 Section 11.02 RESTRICTIONS.
332 *Robert's Rules of Order, Newly Revised* shall not supersede any bylaw, Iowa Code, or any special rule the
333 corporation may adopt.

334 Article XII. Seal

335 Section 12.01 This Corporation shall have no corporate seal.

336 *****

337 Be it so resolved and adopted, this 17th day of July, 2018 that these bylaws are adopted and entered
338 into the official record of the SHELTER HOUSING CORPORATION (dba EMERGENCY
339 RESIDENCE PROJECT).

340

341 Entered into record:

342

343 SIGNED: _____ DATE: _____

344 Jean Nichol Jahren

345 SECRETARY OF THE CORPORATION