



Happy Valley - Goose Bay Housing & Homelessness Coalition

CONSTITUTION & BY-LAWS

ARTICLE I – Name

The name of the organization shall be the Happy Valley - Goose Bay Housing and Homelessness Coalition Incorporated, hereafter referred to as HVGBHHC or the Coalition, is a not-for-profit corporation.

ARTICLE II – Interpretation

Whenever the words “Homelessness” occurs in these Articles, they shall be understood to mean “Those at risk of homelessness are individuals or families who are at imminent risk of eviction from their current housing, who pay too high a proportion of their income for housing or who live in unacceptable housing circumstances. Also included are those who are discharged from the criminal justice system, those who are leaving a health facility after an extended stay, as well as youth exiting the child welfare system and do not have suitable housing in place prior to their discharge (Housing Partnership Strategy).

Whenever the words “Affordable housing” occurs in these articles, they shall be understood to mean “housing costs that do not exceed 30% of the total before tax household income (including utilities and necessary municipal services) CMHC.” (Canada Mortgage and Housing Corporation).

ARTICLE III– Mission and Objective

Section 1: Mission

Our mission is striving to eliminate homelessness through the development, awareness, and support of quality, safe, accessible, affordable housing opportunities for individuals and families in Happy Valley - Goose Bay, through a housing first wrap around model approach or similar holistic and appropriate models.

Section 2: Vision

Every individual in Happy Valley - Goose Bay has a safe and affordable place to call home.

Section 3: - Objectives

The HVGBHHC Board's role is to provide oversight, set strategic direction, and ensure accountability to the mission and the community of the Happy Valley-Goose Bay area.

- The Board shall approve and periodically review the Coalition's mission, vision, and strategic plan.
- The Board will provide oversight to the Executive Director to ensure that all relevant laws, bylaws and ethical standards are met.
- The Board will provide oversight to ensure the Coalition's plan and mission are implemented effectively.
- The Board will oversee efforts to raise awareness of housing and homelessness needs and issues in the Happy Valley - Goose Bay area, directing the Executive Director to ensure these issues remain visible and prioritized within community and government agendas.
- The Board will oversee the identification and alignment of resources, as presented by the Executive Director, to address the affordable housing needs of homeless individuals and those at risk of homelessness, while ensuring that existing funding opportunities are maximized and equitably applied.
- The Board will oversee strategies that build capacity to address housing and homelessness issues in the region.

- The Board will guide and oversee collaboration with all levels of government to influence planning, policy development and program implementation that address housing and homelessness In the Happy Valley-Goose Bay area.
- The Board will identify and monitor major risks (financial, reputational, operational) for the Coalition and ensure mitigation strategies are in place.
- The Board will safeguard the Coalition's assets and ensure accountability to stakeholders.

ARTICLE IV – Committee Membership

As a governance board, the Coalition Board is composed of a range of partners, including public, private, not-for-profit organizations, and other concerned community groups or individuals.

The Board will consist of **ten (10)** directors and one ex officio seat. The allocation of seats is as follows:

- **Ten (10)** representatives from community organizations/partner agencies
 1. Health
 2. Justice
 3. Education
 4. Business
 5. Employment
 6. Clergy
 7. Indigenous Groups
 8. Community Service Agencies
- One ex officio seat will be allocated to a representative from the various funding organizations and will be defined on a per-project basis. Past, current or potential recipients of housing funding are welcome to serve on the Coalition as long as they withdraw from discussions regarding their applications for funding, to avoid any real or perceived conflict of interest.

To remain at arm's length, ex officio representatives will act in an advisory capacity to the Coalition and are not voting members.

While not an exclusive list, the Coalition shall attempt to include representation of the following subgroups interested in housing and homelessness issues:

- Women
- Mental Health & Addictions

- Health
- Justice
- Employment
- Ministerial
- Education
- Business
- Community Service Agencies
- And any other community or interest group

Board Recruitment:

At least 30 days prior to the AGM, the Executive Director will ask existing board members if they have a desire to remain on the Board and/or Executive. The Executive Director will recruit new board members for any vacant seats, and ask for nominations from the floor at the AGM to replace any vacant seats. All members of the Executive shall serve a three (3) year term, with the option of serving a second consecutive three (3) year term. No member shall serve more than a total of six (6) consecutive years in any one role.

Should a board member need to step down at any time, The Executive Director, in consultation with the Board Chair, will recruit an appropriate replacement.

Public Communications:

Public communications, e.g. correspondence, media, etc, shall be the responsibility of the Executive Director with the support of the Board Chair. The Executive Director acts as the spokesperson for the Board, unless deemed otherwise with a specific motion from the Board when necessary. All inquiries obtained by Coalition members should be referred to the Executive Director unless the concern is with the Executive Director in which case, it should be made to the Board Chair.

A Board Communication Policy, found in the policy manual, outlines the appropriate communication and includes a media release which gives the Coalition the right to publish and post the image and comments of the Board publicly.

Board Code of Conduct, Confidentiality and Conflict of Interest:

A Board Code of Conduct establishes clear expectations on how a board member carries out their roles and responsibilities and ensures that board members are aligned

in their commitment to act in the best interests of the nonprofit, free from conflicts of interests, and with transparency in decision making.

Upon joining the Board of the Coalition, all Directors must commit to and follow the Board Code of Conduct policy found in the policy manual.

All Directors must sign, and agree to abide by, the Confidentiality Agreement and Conflict-of-Interest Policy, found in the policy manual, prior to joining the Board of Directors.

Both documents, Confidentiality and Conflict of Interest, must be signed and kept on file by the Secretary. Any conflict of interest must be declared in the minutes.

While individual Board members may hold views contrary to the Coalition, members shall not speak or actively work against such policies or positions.

Legal Status of the Coalition:

The Coalition is incorporated as a not-for-profit corporation.

The Coalition Secretary is responsible for maintaining an accurate list of current members, and maintaining all Board correspondence including minutes.

The Executive Director is responsible for maintaining all financial records.

The Treasurer is responsible for overseeing year-end and tax filing.

ARTICLE V – Governance

Section 1A:

Directors participate on a voluntary basis for a term of 3 years with the option of serving a second consecutive 3 year term, for a total of 6 years served. No member shall serve more than a total of six (6) consecutive years in any one role.

The Happy Valley - Goose Bay Housing and Homelessness Coalition shall elect the Executive Committee from its members that will consist of the following officers:

Chair - elected by the Coalition

Vice-Chair - elected by the Coalition

Treasurer – elected by the Coalition

Secretary – elected by the Coalition

Section 1B:

The Executive Committee of the Happy Valley - Goose Bay Housing and Homelessness Coalition shall be the Chair, Vice-Chair, Secretary and Treasurer. All members of the Executive shall serve a three (3) year term, with the option of serving a second consecutive three (3) year term. No member shall serve more than a total of six (6) consecutive years in any one role.

Section 2:

The Happy Valley - Goose Bay Housing & Homelessness Coalition shall be the governing body and shall have authority in the matters of oversight, strategic direction and accountability to the mission and the community it serves.

Section 3:

There are four (4) signing authorities for the Coalition. The Board Chair, the Treasurer, the Executive Director, and one senior staff person. All cheques require a minimum of two signatures.

ARTICLE VI – Duties & Responsibilities of HVGBHHC

CHAIR

The Chair Shall:

- Ensure the integrity of the Board's meetings, discussions, and processes.
- Preside at all Board, special meetings and the Annual General Meeting of the Coalition and conduct its meeting business in an orderly fashion, unless they are unavailable at which time the Vice-chair resides over the meeting.
- Develop the agenda for Board meetings in conjunction with the Executive Director.
- Ensures Board agendas and resulting discussion are focused on the oversight, strategic vision and policy level, rather than the operational level.
- Guide and lead the Board to become an effective group and ensure the Board follows its own policies and those required by law.

- In consultation with the Executive Director and Executive Committee, call special meetings of the committee as a whole or of any subcommittees when required.
- Communicate Board decisions to the Executive Director in a timely and professional manner.
- Maintain close communication with and provide advice and encouragement to the Executive Director on behalf of the Board on issues affecting the Coalition.
- Represents the Board in relationship with the Community and with other organizations as assigned by the Board.
- Chair the Executive Committee.
- Be a signing officer for the Coalition.

VICE CHAIR

The Vice-Chair Shall:

- Assist the Chair in the performance of their duties as requested by the Chair.
- Ensure continuity in the leadership role.
- Serve the duties and responsibilities of the Board Chair, outlined above, in the event of absence of the Chair or at the request of the Chair.
- Serve on the Executive Committee.

SECRETARY

The Secretary Shall:

- Ensures compliance, along with the Chair and Executive Director, of any documentation requiring Board approval or signature.
- Administers Board activities (rather than operational tasks).
- Prepare reports when requested.
- Approve and adopt minutes as a record of decision.
- Serve on the Executive Committee.

TREASURER

The Treasurer Shall:

- Ensure appropriate financial processes and controls are in place and being implemented by working with the Executive Director and the Coalition's accountant
- Oversee the Executive Director in managing financial affairs of the Coalition.

- Ensure that all accounting books and documents are kept by the Executive Director in security and have backups.

EXECUTIVE DIRECTOR

The Executive Director:

- Is the only hire reporting directly to the Chair of the Board. All other staff report to the Executive Director.
- Is available to all members of the Coalition for consultation and direction.
- Acts as a spokesperson for the Coalition.
- Is responsible for the day-to-day operations of the Coalition.
- Maintains an accurate record of all the minutes and Board of Directors of the Coalition.
- Manages project funding and all monies received and expended by the organization, including all assets and liabilities of the organization.
- Recruits new Board members, with the support of the Board Chair.
- Works closely with the accountant to prepare year end documentation
- Works closely with the Treasurer to ensure that all year end filing is completed on time.
- Is a signing authority for the Coalition.

Section 2 - Responsibilities:

The Executive Committee shall co-ordinate the affairs of the [Board](#), and may make or cause to be made, on behalf of the Coalition any contract which the Coalition may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Coalition is by its charter or otherwise authorized to exercise and do.

[2.A The Executive shall oversee and approve the Coalition's annual budget, financial policies, and strategic use of resources, ensuring alignment with the organization's mission and compliance with legal and fiduciary responsibilities. Operational authority for day-to-day expenditures, staffing, and trust arrangements may be delegated to the Executive Director, with clear reporting back to the Board.](#) The Executive shall have the power to enter a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of

promoting the interest of the Coalition in accordance with such terms as the Board may prescribe.

2. B The Executive shall ensure that appropriate fund development strategies are in place to secure the financial sustainability of the Coalition. The Board will set policies regarding acceptance of gifts and oversee compliance with ethical fundraising standards, while operational fundraising activities may be delegated to the Executive Director or ad hoc committees.

2 C The Executive shall establish policies for human resources and ensure the recruitment, support, and evaluation of the Executive Director. Responsibility for hiring and managing other employees rests with the Executive Director.

2.D The Executive shall approve compensation policies and ensure they are fair, transparent, and consistent with the organization's financial capacity and values. The Board shall directly set the compensation of the Executive Director and oversee compliance with remuneration policies for other employees, as implemented by the Executive Director.

BYLAWS

Bylaw One: Committee

Section 1

The officers and directors of the Happy Valley – Goose Bay Housing and Homelessness Coalition shall constitute the Coalition.

Bylaw Two: Meetings

Section 1: Annual General Meetings

The Coalition shall hold its Annual General Meeting annually or as determined by the Coalition. This meeting is open to the General Public. The focus of the Annual General Meeting is primarily to elect Directors to the Board and receive annual and financial reports.

Section 2: Happy Valley - Goose Bay Housing & Homelessness Coalition Meetings

The Coalition shall meet on a regular basis or as necessary to carry out the business of the Coalition.

Section 3: Executive Committee Meeting

The Executive Committee shall have the authority to make [strategic decisions](#) for the Coalition between Coalition Meetings. [The Executive Director makes day-to-day operational decisions on behalf of the Board.](#)

The Chair may call a meeting of the Executive Committee at such times and place as deemed necessary. A quorum of the Executive shall be no less than [50%](#).

Section 4: Decision Making and Voting

- When an issue arises, the Coalition will attempt to reach a consensus on how the issue should be resolved.
- If a consensus cannot be attained, a question before the Coalition will be put to a vote and each member will be entitled to one vote. Excluding by-laws [or constitutional changes](#), the decision to carry will be by [majority vote](#). [Constitutional and bylaw changes required a quorum be established and a 50% vote.](#)
- In the event that Coalition is deadlocked, the Chair (as voted by Coalition members) will cast the deciding vote.
- No voting shall be carried out at any meetings unless a minimum of [50% of the current Board](#) members are present at the commencement of the meeting. All members who are present shall have the right to vote.
- [Email voting](#): All issues pertaining to the Coalition, including the election of its [Board members](#) may also be approved by the membership through email communication. In the case of [email voting, a quorum \(50%\) of voters must first be established](#). Votes may be [\(1\) positive, \(2\) negative, or an \(3\) abstention](#). A motion is considered to have been adopted if [50% of the vote is positive](#).

Section 5: Absenteeism

Any member who is absent for three (3) consecutive meetings for no just cause and if no notification is received shall be deemed to have resigned, thus creating a vacancy. HOWEVER, if in the opinion of the majority of the Board such absence is justified, or the organization will benefit by retaining such a member, the organization may excuse such absences.

Section 6: Amending By-Laws

By-Laws are amended from time to time BUT no change shall be effective until the change/s is sanctioned by at least two thirds of the votes cast at an Annual General Meeting of the voting members [at which a quorum - 50% of voting members - is met](#)

Section 7: Amending the Constitution

Amendments may only be made to the Constitution at the Annual General Meeting of the Coalition. All proposed amendments to the Constitution must be sent to all eligible [Board](#) members no less than 30 days in advance of the Annual General Meeting. [Having determined a quorum -50% of voting members- is met for the meeting](#), amendments will only pass when sanctioned by at least [50%](#) of the votes cast at the Annual General Meeting.

BYLAW Three – Approvals

Section 1 – Reimbursement Guidelines

The Coalition shall approve the [provincial government guidelines for reimbursement](#) for travel and other expenses incurred by employees and directors for attending Conferences, Coalition meetings and in performing their duties.

Section 2: Special Compensation

The Coalition shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution to ensure the objective and furtherance of HVGBHHC.

BYLAW Four – Dissolution

In the event of the dissolution of HVGBHHC, the Coalition shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all assets of the organization in accordance with Canada Revenue Agency

BYLAW Five

The Executive Officers, which include the Chair, [Vice Chair](#), Treasurer, Secretary and Past Co Chair [and the non-voting Executive Director](#) may call a special meeting for the purpose of dealing with a special circumstance that requires immediate decision.

BYLAW Six – Conflict of Interest

In such cases that Members feel their loyalty may be in conflict, they will declare the issue. [Conflict of Interest must be declared and noted in the minutes. See the Conflict of Interest policy in the manual for details.](#)

BYLAW Seven - INDEMNIFICATION

7.1 Indemnification of Directors and Officers

In accordance with the provisions of the [NL Nonprofit Corporations Act](#) and any other applicable laws, the Coalition shall secure Directors liability insurance to indemnify each Director and officer against all reasonable costs, charges, and expenses, including legal fees, that are incurred in connection with any civil, criminal, administrative, investigative, or other proceeding to which the individual is made a party by reason of having served as a Director or officer of the Coalition, provided that the individual acted honestly, in good faith, and in the best interests of the Coalition, and, in the case of a criminal or administrative proceeding enforced by a monetary penalty, had reasonable grounds for believing their conduct was lawful. This indemnification shall not extend to matters arising from willful misconduct, gross negligence, or a breach of fiduciary duty.

7.2 Indemnification of Past Directors and Officers

To the extent permitted by the [NL Nonprofit Corporation Act](#), the Coalition will indemnify and hold harmless every Person now or hereafter serving as a director or officer of the Coalition and that Person's heirs and personal representatives.

7.3 Advancement of Expenses

To the extent permitted by the [NL Nonprofit Corporations Act](#), all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Coalition prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

7.4 Approval of Court and Term of Indemnification

The Coalition will apply to the court for any approval which may be required to ensure that the indemnities noted here are effective and enforceable. Each Director and each officer of the Coalition on being elected or appointed will be deemed to have contracted with the Coalition upon the terms of the foregoing indemnities.

7.5 Indemnification not Invalidated by Non-Compliance

The failure of a director or officer of the Coalition to comply with the provisions of the [NL Nonprofit Corporation Act](#), or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

7.6 Purchase of Insurance

The Coalition must purchase and maintain insurance in the appropriate amount and scope for the benefit of any or all Directors and officers; and general liability insurance in the appropriate amount and scope for employees or agents personal liability incurred by any such Person as a Director, officer, employee or agent.