

## ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Health Care for the Homeless Clinicians' Network (henceforth referred to as the Network). The Health Care for the Homeless Clinicians' Network operates under the authority and control of the National Health Care for the Homeless Council, Inc. (henceforth referred to as the National Council).

## ARTICLE II. PURPOSES OF THE ORGANIZATION

The HCH Clinicians' Network is a national association of clinicians dedicated to combating and preventing homelessness and to improving the health and quality of life of homeless people. Organized to provide peer support to clinicians from various disciplines, the Network actively:

- shares information and experience to enhance clinical practice;
- promotes clinical research;
- educates clinicians, communities, homeless people and policymakers on the interrelationship between homelessness, health and public policy issues; and
- collaborates with other clinical networks, professional associations, and groups working with homeless people.

The HCH Clinicians' Network's mission is based on these underlying principles:

- The conviction that homelessness in the United States is an intolerable health and social problem;
- A commitment to confront the multiple and complex problems associated with homelessness by using an interdisciplinary approach;
- A commitment to improve the health status of homeless people by providing quality health care services in holistic manner;
- A commitment to enhance homeless people's ability to care for themselves;
- A commitment to develop our leadership abilities, share information, and foster collegiality among clinicians serving homeless people;
- A commitment to honor the diversity of the homeless people we serve; and
- A commitment to speak out on homeless issues, educate the public and inform public health policy.

### ARTICLE III. MEMBERSHIP OF THE ORGANIZATION

Section 1. Membership. Any person providing health care and other services to homeless persons is eligible for membership. There shall be no limit upon the number of members. Any individual member of the National Health Care for the Homeless Council may become a member of the HCH Clinicians' Network by indicating their desire to do so, either immediately upon joining the Council, or at any time while their Council membership is active. Members agree to abide by the Bylaws and any other documents or agreements governing the affairs of the membership. The Network may not refuse membership on the basis of race, religion, color, gender, national origin, disability, creed, or sexual preference.

Section 2. Definitions and Privileges of Membership.

- a. **Active members** (voting). Active members are individuals who have applied for and been accepted for membership. They may hold office and assume Steering Committee positions, if duly elected or appointed, as provided in the Bylaws. Active Members have voting rights (see Article III, Section 4).
- b. **Student members** (voting). Any individual who is enrolled full-time in a college or university or occupied in a formal training program in preparation for entry into a health career may join the Network at the Student membership level. Student members have all the privileges of Active membership, except the right to hold office or Steering Committee positions.
- c. **Honorary members** (non-voting). Any individual who has made outstanding contributions to the advancement of the mission of the Network, upon nomination by a Network member to the Executive Committee and election by the Steering Committee may become an Honorary member. Honorary members have all privileges of Active membership, except the right to vote and hold office, or Steering Committee positions.
- d. Other membership categories may be established by the Steering Committee as deemed necessary.

Section 3. Membership Criteria. Membership criteria for Network members shall be fixed by the Steering Committee for all membership categories. . Council staff will send new members a letter of acknowledgement for joining the membership. Continued membership will be evaluated periodically through email communication. Council staff will request current contact information to maintain accurate membership profiles.

Section 4. Powers of the Membership. The Membership of the organization shall annually elect members to the Steering Committee as are required, adopt such resolutions as are presented to it for its consideration, and have such other powers as provided herein. Each Network member

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is entitled to one (1) vote on each matter submitted to a vote of Active and Student members. The majority vote taken at a membership meeting constitutes the decision on that matter. Voting on all matters may be conducted by a show of hands, unless at least 10 percent of the Active and Student members present at the meeting, prior to the voting on any matter, request a ballot.

Section 5. Termination of Membership. Network membership will expire when Council staff is unable to establish contact with the member by telephone, email or U.S. mail. Additionally, the Steering Committee may suspend or expel any Network member in violation of the rules or agreements governing the affairs of the organization or for conduct prejudicial to the interests of the organization.

Section 6. Resignation. Any Network member may resign by filing a written resignation with the Network Coordinator. Resigning from the Network will not automatically remove the individual from the Council membership or database, unless specifically requested.

**ARTICLE IV. STEERING COMMITTEE**

Section 1. Powers of the Steering Committee

- a. The Steering Committee shall constitute the governing body of this organization. It shall manage, control, and direct the affairs and property of the organization, subject to these Bylaws and the Board of Directors of the National Council and it shall have all powers necessary to carry out the purposes of the organization as set forth in Article II. The Steering Committee may delegate such management functions, as it deems advisable.
- b. Each member of the Steering Committee shall actively participate in the consensus decision-making process on matters coming before the Steering Committee [see Article VIII, Consensus Decision-Making].
- c. Under exceptional circumstances, the Steering Committee may decide it is prudent to forego the consensus process in favor of a majority vote requiring a two-thirds majority to pass. In these instances, each Steering Committee member is entitled to one vote on each matter submitted for a vote. Voting by proxy shall not be allowed.

Section 2. Functions. The Steering Committee shall:

- a. Determine the purpose and function of the Network with input from the membership, establish policies and procedures for its operation, and reevaluate its purpose and the effectiveness of its services from time-to-time or as membership characteristics change.

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- b. Review contracts on behalf of the Network. All contracts regarding Network activities are subject to the approval of the National Council.
- c. Establish such committees, as it deems appropriate for the effective functioning of the organization.
- d. Operate as one of the committees of the National Council's Board of Directors.

Section 3. Composition of the Steering Committee.

- a. The Steering Committee shall be composed of fifteen (15) members of the Network who provide hands on services to homeless individuals. At least 10 of the Active members of the Network will practice in Health Care for the Homeless Projects funded through the Bureau of Primary Health Care (BPHC) or its successor(s).

Of these fifteen (15) members, at least one (1) member shall practice in a Project for Assistance in Transition from Homelessness (PATH) program funded through the Substance Abuse and Mental Health Services Administration (SAMHSA) or its successor(s).

Should a current Steering Committee member change jobs and no longer work for an HCH grantee or PATH program, this individual may continue his/her term of service on the Steering Committee as long as he/she continues to provide hands-on services to homeless individuals.

- b. The composition of the Steering Committee should be generally representative of the clinical disciplines composing the Network's membership and committed to its mission and goals.
- c. Steering Committee members, as a group, shall represent diverse cultural backgrounds including ethnicity, race and gender.
- d. The Steering Committee should have broad geographical representation with at least one representative from each U. S. Public Health Service region.

Section 4. Election of Steering Committee Members. Members of the Steering Committee shall be elected at the annual meeting of the Network Membership from among a slate of candidates prepared by the Nominating Committee (see Article VI, Section 2). All nominees must be Network members in good standing and eligible for election. Steering Committee members shall assume office upon completion of the Annual Membership Meeting. For purposes of electing Steering Committee members, each Active and Student Network member shall be entitled one (1) vote for each vacancy.

Section 5. Term of Office.

- a. Each Steering Committee Member shall be elected to serve a term of three (3) years. Members of the Steering Committee shall be permitted to serve two (2) full consecutive terms. If filling a vacancy of one (1) year or less duration, the member may serve two (2) additional consecutive three-year terms. After a period of one (1) year absence from the Steering Committee, a member may be elected to the Steering Committee again.
- b. The terms of Steering Committee members shall be staggered, with one-third of the members' terms expiring in each year.
- c. A Steering Committee member who has served as Chair in the third year of any term may remain on the Steering Committee as Immediate Past Chair for an additional year past the end of that term.

Section 6. Responsibilities. Steering Committee members are expected to serve on at least one working committee, participate in committee conference calls, and complete committee assignments. Steering Committee members are expected to attend all face-to-face Steering Committee meetings and miss no more than 3 Steering Committee conference calls each year.

Section 7. Removal and Replacement of Steering Committee Members.

- a. A Steering Committee member shall be subject to removal when he or she is no longer providing hands on services to homeless individuals.
- b. A Steering Committee member shall be automatically removed from membership on the Steering Committee when his or her written resignation is received by the Chair of the Steering Committee.
- c. A Steering Committee member shall be removed from office with cause by consensus of the Steering Committee. Just cause includes, but is not limited to, recorded absence at three consecutive face-to-face Steering Committee meetings, more than three Steering Committee conference calls in a year, or three consecutive committee conference calls, unless waived by the Chair.
- d. If the Steering Committee determines that any Member is obstructive to the progress or well being of the organization, the remaining Steering Committee Members may remove said Member by a consensus decision.
- e. A Steering Committee vacancy due to death, resignation, or any other reason may be filled by the Steering Committee at its next regular meeting, in such a way as to maintain required Steering Committee composition. The Chair shall request the

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Nominating Committee to select an appropriate candidate for Steering Committee approval by consensus. This Steering Committee member elected by this process shall serve until the end of the term of the person that he or she replaces.

Section 8. Conflict of Interest.

- a. All transactions will be conducted in a manner to avoid any conflict of interest.
- b. Should situations arise where a Steering Committee member is involved in activities, practices or other acts which conflict with the interests of the Network and its Membership, the Steering Committee member is required to disclose such conflicts of interest, and excuse him or herself from particular decisions where such conflicts of interest exist.
- c. Steering Committee members should refrain from conducting any type of business with the Network, except with prior Steering Committee approval. In addition, Steering Committee members or members of their immediate families may not accept gifts from any person or firm doing or seeking to do business with the Network under circumstances from which it might reasonably be inferred that the purpose of the gift was to influence the Steering Committee member.
- d. No Steering Committee member or relative shall be an employee or paid agent of the Network. "Relative" is defined as brother, sister, father, mother, wife/husband, domestic partner, sister-in-law, brother-in-law, son, daughter, father-in-law, or mother-in-law.
- e. Steering Committee members with a question concerning a possible conflict of interest should request advice from the Chair of the Steering Committee.
- f. Should these standards be violated, it may result in a Steering Committee member's dismissal from the Steering Committee.

Section 9. Reimbursement. The Steering Committee members shall serve without compensation, except that provision may be made for reimbursement of expenses incurred by Steering Committee members for transportation or other costs necessary for the performance of official duties. This is left to the discretion of the Council.

**ARTICLE V. DUTIES OF NETWORK OFFICERS AND STAFF**

Section 1. Officers and Qualifications. The officers of this organization shall be a Chair, Chair-Elect, Secretary and Treasurer, all of whom shall be elected from among the members of the Steering Committee. Officers shall be Network members in good standing and have been members of the Steering Committee for at least one year. No person may hold more than one of said offices at the same time. Officers shall serve the organization without compensation.

Section 2.     Duties of the Officers.

- a.     **Chair.** The Chair shall be responsible for the general supervision of the affairs and business of the organization subject to the control of the Steering Committee and in accordance with the purposes of the organization.

The Chair shall preside at all meetings of the Network Membership and Steering Committee. He or she shall appoint all standing, working and ad hoc committee leaders subject to the approval of the Steering Committee. The Chair may participate in the consensus decision-making process and is a member of all Network committees.

The Chair shall serve as an official representative of the organization in its contacts with governmental, civic, business, and professional organizations for the purpose of advancing the objectives and policies of the Network.

- b.     **Chair-Elect.** The Chair-Elect shall act in the place of the Chair in his or her absence or when required to do so by the Chair, and shall assist the Chair in the performance of his or her duties. The Nominating Committee may name the Chair-Elect to the office of Chair in the year subsequent to his or her service as Chair-Elect.
- c.     **Secretary.** The Secretary shall ensure that an accurate record of all meetings of the Steering Committee and Network Membership is kept; that all required notices are duly given; and that meetings of the Steering Committee and the Network Membership are adequately publicized. At the discretion of the Steering Committee, any or all of the foregoing duties of the Secretary shall be performed by the Coordinator or other designated staff person(s) employed by the Council and who are not required to be members of the Network.

The secretary shall maintain and bring to all meetings the Network bylaws, Steering Committee work plan, meetings agendas, and Consensus Decision-Making Handbook. The secretary shall be prepared to clarify points of the consensus process, the purpose of agenda items and supporting documents, and assist the chair to redirect the group if it loses focus or perspective.

- d.     **Treasurer.** The Treasurer shall represent the Network in meetings of the Finance and Personnel Committee to assist in the development and oversight of the Council budget. Budget and expenditure reports may be presented to the Steering Committee if relevant.

Section 3.     Method of Election. Network officers shall be elected at the Annual Meeting of the Steering Committee. Officers shall be elected from a slate of nominees prepared by the

Nominating Committee. A majority vote of the Steering Committee members present and voting shall be required for the election of any officer. Officers shall be voting members in good standing of the Network at the time of their election.

Section 4. Term of Office.

- a. **Chair and Chair-Elect.** The Chair and Chair-Elect each serve a one-year term, or the term between Annual meetings until their successors are duly elected and qualified.
- b. **Secretary and Treasurer.** The Secretary and Treasurer each serve a one-year term, or the term between Annual meetings until their successors are duly elected and qualified. The Secretary or Treasurer may be re-elected to serve an additional one-year term, subject to the limitations of serving on the Steering Committee.

Section 5. Removal and Replacement.

- a. Any officer may be removed by the Steering Committee whenever, in its judgment, the best interests of the organization will be served thereby. Removal shall be by consensus of the Steering Committee members present. Any Steering Committee member removed from office shall be removed from the Steering Committee at the same time.
- b. An officer shall be automatically removed from membership on the Steering Committee when his or her written resignations received by the Chair or Secretary of the Network.
- c. A vacancy in any office due to death, resignation, or any other reason shall be filled by the Steering Committee at its next regular meeting. The Nominating Committee shall present a nominee to the Steering Committee for consideration. A person so elected shall serve the unexpired term of the person he or she replaces.

Section 6. Coordinator. An employee of the National Health Care for the Homeless Council, Inc., the Coordinator for the HCH Clinicians' Network shall be responsible for the management and direction of all operations, programs, activities, and affairs of the Network within the framework of policies, budgets, and programs as determined by the National Council. The Coordinator shall actively participate in committee discussions, but shall not decide in matters put forth for consensus. The Coordinator shall be a non-voting member of the Steering Committee and all other Network committees.

## ARTICLE VI. COMMITTEES OF THE STEERING COMMITTEE

Section 1. Committees. The Steering Committee, at the recommendation of the Chair, shall approve the formation of and specific charges to all standing, working and ad hoc committees. The Steering Committee shall have the following standing committees: Nominating Committee. Other working committees may be established by the Steering Committee, as it deems appropriate. Standing, working, and ad hoc committee members shall be appointed by the Chair, subject to the approval of the Steering Committee.

Committee leaders must be selected by the Chair from among current Steering Committee members. Each committee's composition should be broadly representative of the membership of the Network, and committee leaders shall select committee members in consultation with the Chair of the Steering Committee. Meetings of any committee designated by the Steering Committee may be held whenever called by the committee leader.

Section 2. Nominating Committee. The Nominating Committee shall be composed of at least three (3) members, all of whom are Active or Student members of the Network, appointed by the Chair in consultation with the officers of the Steering Committee. This committee shall prepare a slate of nominees for expiring positions on the Steering Committee at least thirty (30) days prior to the date of the Annual Membership Meeting. Those nominees approved by the Steering Committee shall be presented for consideration by the Membership at the Annual Membership Meeting of the Network.

The Nominating Committee shall also prepare a slate of officers for the Steering Committee at its annual meeting. Any nominee for an official position who is a member of the Nominating Committee will recuse him/herself from Nominating Committee deliberations.

Section 3. Other Committees. The Steering Committee shall establish such working and ad hoc committees as may be necessary to address the mission and goals of the Network. The duties and duration of such working and ad hoc committees shall be designated by the Steering Committee. Committee members need not be members of the Steering Committee. Any Active or Student member of the Network may serve as a committee member at the invitation of the committee leader. Each committee, however, shall have at least two members who also serve on the Steering Committee.

ARTICLE VII. MEETINGS

Section 1. Membership Meetings.

- a. **Annual meeting.** Network Membership shall meet annually at such time and place as designated by the Steering Committee. Members will be given 30-day notice as to the time and location of the annual meeting. Failure of any Network member to receive notice of any meeting shall not negate any action which may be taken at the meeting.
- b. **Purpose.** Annual meetings of the Membership shall be held for the purpose of electing Steering Committee members, receiving an annual report, and for any other business that may arise.
- c. **A quorum** shall consist of those Active and Student members of the organization present at the annual meeting, and shall not be less than twenty (20) Active or Student members.

Section 2. Steering Committee Meetings.

- a. **Regular meetings.** The Steering Committee shall meet at such time and place as determined by the Steering Committee. The Secretary shall give written notice of all regular meetings at least two (2) weeks in advance.
- b. **Annual meeting.** The annual meeting of the Steering Committee shall coincide with the annual meeting of the Network Membership. The meeting is held at such time and place as determined by the Steering Committee. The officers, and any other persons as the Chair may direct, shall present reports on the programs, activities, financial condition and other pertinent matters of the Network. Election of new officers shall be conducted at the annual meeting.
- c. **Special meetings.** Special meetings of the Steering Committee may be called by the Chair, Chair-Elect, or at the written request of five (5) Steering Committee members. Notice of special meetings shall be sent to each Steering Committee member at least seven (7) days before the day on which the meeting is to be held. This notice shall include the reason for which the meeting was called in addition to the time and place of the meeting. No business other than that specified in the notice can be transacted at the meeting. The officers of the Network are charged with making any time-sensitive decision between Steering Committee meetings.
- d. **A quorum** for the transaction of business shall consist of sixty percent (60%) of the membership of the Steering Committee, but a fewer number may convene and adjourn.

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- e. **Action of the Steering Committee.** Consensus of those Steering Committee members present at a meeting at which a quorum is present shall constitute an action of the Steering Committee.
- f. **Conduct of Meetings.** All meetings of the Steering Committee shall be open to Active and Student Network members, unless the Steering Committee exercises its right to declare an executive or closed session for discussion of sensitive matters. This requires consensus of those Steering Committee members present.

Section 3.     Meetings by Conference Call. Members of the Steering Committee or any standing, working or ad hoc committee may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting.

**ARTICLE VIII. CONSENSUS DECISION-MAKING**

Section 1.     Definition of Consensus.

- a. Consensus is a process to reach decisions that best reflects the thinking of the Steering Committee.
- b. Consensus places emphasis on thinking with regards to “*what is best for the HCH Clinicians’ Network.*”
- c. Consensus aims to find a proposal acceptable enough that all Steering Committee members can support it and no Steering Committee member opposes it.
- d. Consensus is respectful of the views of the individual Steering Committee member while fostering unity of purpose within the Steering Committee.
- e. Consensus requires time; active participation of all Steering Committee members; communication skills such as listening, conflict resolution, and discussion facilitation; and creative thinking and open-mindedness.
- f. Consensus is not a unanimous vote—a consensus decision might not represent every Steering Committee member’s first priorities.
- g. Consensus is not a majority vote. In a majority vote, only the majority gets something they are happy with; members in the minority may get something they do not like at all.
- h. Consensus does not necessarily mean that all Steering Committee members are totally satisfied.

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Section 2.     When the Consensus Process will be used for Decision-Making.

- a.     The consensus process will be used for all decisions that will have an impact on the direction of the Network or conduct of a Network meeting. A formal consensus procedure will be followed for major decisions (see Section 4 below). For decisions of lesser import, a more informal approach may be employed.
  
- b.     Under exceptional circumstances, the Steering Committee may decide it is prudent to forego the consensus process in favor of a majority vote (requiring a two-thirds majority to pass). This may be necessary, for example, when an imminent time deadline must be met and/or the Steering Committee feels the consensus process is not appropriate for a particular decision.

**ARTICLE IX. GENERAL PROVISIONS**

Section 1.     Fiscal Year. The fiscal year of the organization shall be from January 1 to December 31.

Section 2.     Disclosure of Financials. A full statement of the financial accounts of the Network shall be presented to the Steering Committee at its annual meeting.

Section 3.     Books and Records. The National Council shall keep correct and complete books and records of all meetings and proceedings of the Steering Committee and Network Membership and all financial transactions and affairs of the Network. Such books and records shall be kept at the principal office of the National Council. All books and records of the Network shall be open to inspection by any Steering Committee member for any proper purpose.

**ARTICLE X. INDEMNIFICATION**

- a.     Any person made a party to any action, suit or proceeding, by reason of the fact that he/she, his/her testator or in testate representative is or was a Steering Committee member, officer or employee of the Network or National Council, or of any corporation in which he/she served as such at the request of the Network or National Council, shall be indemnified by the National Council against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceedings or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such officer, Steering Committee member or employee is liable for negligence or misconduct in the performance of his/her duties.
  
- b.     The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or Steering Committee member or employee may be entitled apart from the provisions of this section.

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- c. The amount of indemnity to which any officer or any director may be entitled shall be fixed by the Board of Directors of the National Council except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

**ARTICLE XI. AMENDMENTS**

Any Active or Student member of the Network may present an amendment to the Bylaws to the Steering Committee for its consideration. The Chair may appoint a Bylaws Committee, which shall be made of at least three members, all of whom are Active or Student members of the Network, to consider and develop the proposed amendment. Such proposed amendments shall be sent to all members of the Steering Committee no less than thirty (30) days in advance of the meeting of the Steering Committee at which it is to be acted upon. Such amendments shall be adopted upon consensus of those present so long as eighty percent (80%) of the Steering Committee is present. Any amendments must be approved by the Network Membership at the next annual membership meeting.

**ARTICLE XII. RATIFICATION**

These Bylaws become effective upon the approval of the Steering Committee and final adoption by the Membership of the Health Care for the Homeless Clinicians' Network. The Bylaws of the Health Care for the Homeless Clinicians' Network were originally adopted on the 9th day of September 1995, amended the 29th day of May 2003, amended the 8th day of June 2006, and amended this day on the 6th day of June 2010.

by \_\_\_\_\_  
Chair  
HCH Clinicians' Network

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Chair-Elect  
HCH Clinicians' Network

\_\_\_\_\_  
Secretary  
HCH Clinicians' Network

\_\_\_\_\_  
Treasurer  
HCH Clinicians' Network