

Mayor's Dover Task Force on Homelessness

Wednesday, May 9, 2018

3:30-5:00 PM

Dover City Hall, First Floor Conference Room

Agenda

1. Call to order, Jeanine Kleimo, Chair
2. Identification of volunteer to take minutes
3. Introductions of guests
4. Approval of Minutes: April 11, 2018
5. Working Group Reports:
 - a. Development
 - b. Daytime Support
 - c. Food & Emergency Shelter
6. Old Business
 - a. Housing Corporation Bylaws (draft)
 - b. Articles of Incorporation (draft)
7. New Business
 - a. Selection of name for new housing corporation
 - b. Selection of incorporator and registered agent
 - c. Approval of initial board of directors
 - d. Funding options for incorporation costs
8. Schedule of next meeting: Wednesday, June 6, 3:30-5:00 PM, Dover Public Library, Meeting Room A
9. Adjourn

Note:

Chair Jeanine Kleimo thanks Tina Showalter, Beau Zebley, and Valerie Bradshaw for their work on revising the bylaws. They have agreed to keep the proposed articles of incorporation the same as the original draft. Note that blanks have been left for key information that must be selected.

Homeless Task Force Meeting

Minutes, April 11, 2018

Attending: Jeanine Kleimo (Chair), Herb Konowitz, Councilman David Anderson, The Honorable Andria Bennett, Commissioner Allan Angel, Valerie Bradshaw, Tina Showalter, Chanda Jackson, David Hugg, Sarah Keifer (members); and Beau Zebley, Yvonne Heisler, John Baker, and Sue Hunt, visitors.

Chair Jeanine Kleimo opened the meeting shortly after 3:30PM with introductions.

Informal discussion began while awaiting more arrivals, focusing on the National Housing Trust Fund and its apparent pre-application expense requirements. Russ Huxtable of Milford Housing Development Corporation was joined by Jeanine Kleimo to meet with DSHA officials to discuss the program.

Once a quorum was present, there was discussion about a name for a new housing corporation. It was agreed by consensus that the "First State Homeless Coalition" would be the working title for this organization.

Dave Hugg looked into the responsibility of board members of the new housing corporation relative to City of Dover personnel serving on the board. He wishes to share some information electronically which Sarah Keifer also endorses.

Jeanine Kleimo reported on City Councilman Tanner Polce's assistance for an application to the Healthy Neighborhoods program in support of an initiative that would link the provision of lockers with access to health services at the Dover Interfaith Mission for Housing. A proposal for funding has been submitted.

Allan Angel distributed maps which indicate resources and their location in Kent County. All relate to facilities and services available to the homeless. He requested that any edits or corrections be provided to him and noted on the maps by April 27.

A motion was made by Councilman Anderson and seconded by Mr. Konowitz to accept all reports made. The motion passed unanimously.

Minutes of the March meeting were accepted by all following a motion by Anderson and second by Angel.

It was agreed that the committee working on bylaws for the new corporation would send out the information they have assembled so that task force members may review this information prior to the May meeting.

In new business, the new corporation's board was discussed, with the following persons agreeing to serve as board members:

John Baker, People's Place

Beau Zebley, Kent County Board of Realtors

Herb Konowitz, Dover interfaith Mission for Housing

Valerie Bradshaw, Division of State Service Centers

Staff member from NCALL (to be identified)

Dave Hugg will represent the City of Dover and Sarah Keifer will represent Kent County, though in a non-voting capacity.

Herb Konowitz agreed to talk with Judy Diogo of the Central Delaware Chamber of Commerce to request that organization's participation.

Additional recommendations included representatives from Port Hope.

Proposed board members are to be invited to the May 6 Task Force meeting.

It was suggested that board members be given term limits as well as specific jobs to perform on behalf of the new organization.

Respectfully submitted by Herb Konowitz

____, INC.

BYLAWS

ARTICLE I

Name and Purpose

Section 1

The name of this organization shall be the ____, Inc., hereafter referred to as the Corporation.

Section 2

The purpose of the Corporation shall be to develop, lease, buy, or otherwise operate affordable housing for low-income residents of Kent County, Delaware whose financial resources are insufficient to obtain housing in the local market. In addition to the provision of housing, the Corporation will coordinate with other organizations and agencies to obtain appropriate social services and employment for the residents of housing provided.

ARTICLE II

Management

Section 1

The management of the Corporation shall be vested in a Board of Directors of at least seven and not more than fifteen members. The Directors shall elect their own officers. Directors shall be representatives of community-based organizations that assist the low-income population along with other service organizations and representatives of the business community. In the event a, organizational representative is unable to attend a board meeting, a proxy may be sent to attend and shall be given full voting rights in that meeting.

Section 2

The officers of the Board shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer.

Section 3

Chair - The Chair shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. S/He shall preside at all meetings of the Board of Directors. S/He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution there-of shall be expressly delegated by the Board of Directors or by these Bylaws or by law to some other officer or agent of the corporation; and in general s/he shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Vice-Chair - In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors. Additionally, the Vice-Chair may attest to documents signed by the Chair.

Secretary - The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Board member which shall be furnished to the Secretary by such Board member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/ her by the Chair or by the Board of Directors.

Treasurer - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of the Certificate of Incorporation or of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 4

At the Annual Meeting, Directors shall be chosen by the Board to serve for staggered terms of three years and until their successors are elected. Such successors shall be elected from a list of nominees to be selected according to such procedures as may be adopted by the Board of Directors. For the initial Board of Directors, the persons selected will draw lots to determine the length of the initial term of office, with approximately equal numbers to serve initial terms of one, two, or three years.

Section 5

The Board of Directors alone shall have and exercise the powers necessary to accept, accumulate, manage, and dispose of money and property entrusted to the Dover Community Housing Corporation, Inc., not inconsistent with the laws under which it has been incorporated.

Section 6

The Board of Directors shall have the power to appoint an Executive Committee of five members of the Board of Directors to transact routine business in the interim of the meetings of the Board of Directors. Members of the Executive Committee will be the officers of the organization along with one at-large member from the Board of Directors who will be elected at the Annual Meeting. Three members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 7

The Board shall have the power to appoint such other committees of the Board as may be needed.

Section 8

The Board of Directors is empowered to fill vacancies in its number by reason of death, resignation or other inability to serve.

Section 9

The Board of Directors is empowered to hire staff and to delegate the supervision of staff.

Section 10

The fiscal year of the corporation shall begin July 1 and end June 30.

ARTICLE III
Meetings

Section 1

At the Annual Meeting of the Board of Directors, the officers of the corporation shall be elected. The Annual Meeting will take place prior to May 30 of each calendar year.

Section 2

Meetings of the Board of Directors shall be held not less than quarterly or as called by the Chair at such other times as the business of the Board requires. Notice of each meeting shall be provided in writing to the last known email or postal address at least five business days prior to the date of the meeting.

Section 3

A majority of the members of the Board shall constitute a quorum for transacting business at meetings of the Board except for amendment of the By-laws and election of Directors, for which the vote of a majority of the Board will be required.

Section 4

Any member of the Board of Directors who misses four (4) consecutive meetings without just cause shall automatically vacate their seat on the Board..

ARTICLE IV
Indemnification Clause

Section 1

This corporation shall have power to indemnify any person who was or is a party or is threatened

to be made a party to any threatened, pending, or completed action, suit, or proceeding, by reason of the fact that s/he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent.

ARTICLE V

Dissolution Clause

Section 1

In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the Board of Directors of the corporation, to be used for, and devoted to, the purpose of carrying on a nonprofit effort serving low-income persons or other purpose to promote the general social welfare of the community, within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to individuals, either for the reimbursement of any sum subscribed, donated, or contributed by such individuals or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

ARTICLE VI

Pecuniary Profit Clause

Section 1

The corporation is not organized for pecuniary profit and shall have no power to declare dividends. No part of its net earnings shall inure to the benefit of any director, or individual, except that the corporation 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 in this paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

Amendments

Section 1

These Bylaws may be altered or amended by a vote of a majority of the Board of Directors. They

may be amended or altered at any meeting of the Board of Directors, provided the proposed changes have been provided in writing to all members of the Board at least fifteen days in advance of the meeting.

DRAFT

Articles of Incorporation

1. The name of the corporation will be _____, Incorporated.
2. Its Registered Office in the State of Delaware is to be located at____, Dover, Kent County, 19901. The name of the registered agent is _____
3. The purpose of the corporation will be to develop, own, lease and/or operate affordable housing and services for low-income residents of Kent County, Delaware for those who lack shelter and whose financial means precludes them from obtaining shelter in the local market.
4. The corporation shall not have the authority to issue capital stock.
5. The board of directors will include not fewer than 7 nor more than 15 members.
6. Membership will be open to organizations and individuals who share in the mission of the organization.
7. The name and address of the incorporator are as follows:_____
8. The corporation is not organized for pecuniary profit and shall have no power to declare dividends. No part of its net earnings shall inure to the benefit of any member, director, or individual, except that the corporation 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 in its bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (of the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
9. In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the corporation shall go and be distributed to one or more such nonprofit corporations or municipal corporations as may be selected by the board of directors of this corporation, to be used for, and devoted to, the purposes of carrying on a nonprofit effort serving low-income persons or for another purpose to promote the general social welfare of the community, within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to

members, either for the reimbursement of any sum subscribed, donated, or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this ____ day of __ __, A.D.2018.

BY: _____
(Incorporator)

NAME: