

The Greater Richmond Continuum of Care Bylaws and Governance Charter

Approved 8/21/2026

ARTICLE I: ORGANIZATION

Section 1: Name

The name of the organization is the Greater Richmond Continuum of Care (GRCoC).

Section 2: Geographic Area

The geographic area served by the Greater Richmond Continuum of Care includes the City of Richmond, and the counties of Charles City, Chesterfield, Goochland, Hanover, Henrico, New Kent, Powhatan, and the Town of Ashland.

Section 3: Address

The principal address of the GRCoC shall be at the office of the Collaborative Applicant, unless changed by the GRCoC Board.

ARTICLE II: MISSION AND PURPOSE

Section 1: Mission

The GRCoC will serve as the designated Continuum of Care for its geographic area. The GRCoC seeks to prevent, reduce, and end homelessness through effective and coordinated community-wide efforts and services. The GRCoC is a coordinated community coalition designed to identify needs in the service area and to build a system of housing and services to address these needs. To fulfill certain operations and planning duties of a Continuum of Care as defined in federal statutes and regulations, the GRCoC will elect a Board to serve as its governing body.

Section 2: Purpose

The primary purpose of the GRCoC is to promote the community-wide commitment to solve homelessness. The GRCoC grounds its work in the voices of people with lived experience and expertise of homelessness and housing instability. The GRCoC engages community stakeholders in inclusive planning, service coordination, and strategic resource allocation. The GRCoC carries out the responsibilities of a Continuum of Care as defined by the U.S. Department of Housing and Urban Development (HUD), which include but are not limited to the following duties:

1. To coordinate and implement a system to meet the needs of the homeless population and subpopulations within the geographic area, including:
 - a. planning for and conducting point-in-time counts of homeless people within the geographic area;
 - b. conducting an annual gaps analysis of homeless needs and services available within the geographic area;
 - c. consulting with state and local government Emergency Solutions Grants program recipients within the GRCoC on the plan for allocating Emergency Solutions Grants program funds; and

- d. reporting on and evaluating the performance of Emergency Solutions Grants and Continuum of Care funding program recipients and sub-recipients;
2. To prepare and oversee an application for federal and other designated funds targeted to homelessness which includes establishing priorities for funding projects within the geographic area; determining which applications can be received for consideration; and selecting the applications being submitted for funding;
3. To prepare, review, and/ or coordinate federal Continuum of Care program and Virginia Homeless Solutions Program funds with Emergency Solutions Grant funding and other federal funds as well as state and local funding dedicated to homelessness;
4. To ensure available resources for homeless assistance are invested efficiently and effectively in programs that meet the needs of the community and are high performing;
5. To establish and operate a coordinated entry system that meets or exceeds federal guidelines and that allows community stakeholders to make consistent decisions from available information to efficiently and effectively connect people to resources and programs that will rapidly end their homelessness.
6. To establish and consistently follow fair and transparent written standards for screening, evaluating eligibility, and administering homeless assistance across the geographic area;
7. To designate a Homeless Management Information System (HMIS) and an eligible applicant to manage the HMIS;
8. To select a Collaborative Applicant (as defined in federal regulations) behalf of the GRCoC.

ARTICLE III: MEMBERSHIP

Section 1: Membership Composition

Membership in the GRCoC will be composed of community stakeholders concerned with the development and coordination of homeless assistance programs. Membership in the GRCoC is open and all regional residents and organizations interested in collaborating to address homelessness are welcome to participate. The GRCoC encourages and solicits membership from human service agencies, departments of local and state government, businesses, faith organizations, educational organizations, and other public agencies, including but not limited to the following: nonprofit homeless providers; victim services providers; advocacy organizations; cultural associations; faith-based organizations; businesses and members of the business community; public housing agencies; school districts; social service providers; LGBTQ+ service providers; behavioral health agencies; hospitals and healthcare organizations; universities; affordable housing developers; law enforcement; organizations serving homeless veterans; youth homeless services providers; and, workforce development agencies.

Section 2: Establishing Membership

Membership in the GRCoC shall be established through signing up for the GRCoC newsletter on www.endhomelessnessrva.org or by contacting the Collaborative Applicant and expressing a desire to participate in the GRCoC. The Collaborative Applicant will complete a registration of Active Membership at least annually or prior to any anticipated GRCoC vote.

Section 3: Active Membership

GRCoC members will be considered Active Members by attending 75% of the general meetings held during the prior calendar year or by attending 75% of the meetings of specific GRCoC committees held during the prior calendar year. The GRCoC Governance Committee will review and publish the list of GRCoC committees that would meet the criteria for Active Membership at least every other year prior to the Annual Meeting.

Active Members are entitled to vote as defined in Article IV and to receive letters of support for certain grants that require coordination with the GRCoC.

Section 4: Dues

There will be no dues for membership in the GRCoC.

ARTICLE IV: VOTING

Section 1: Voting

Decisions subject to a vote may be taken by a majority of the Active Members, as defined in Article III, Section 3.

Section 2: Voting Representation

Prior to a GRCoC vote and the compilation of the list of Active Members. Each Active Member will select one representative as their voting representative and advise the Collaborative Applicant of that selection. Questions or disputes about Active Membership and voting representatives will be resolved by the Governance Committee. Voting may occur in person or virtually. A single person may only serve as the voting representative of one Active Member during a GRCoC vote.

Section 3: Conflict of Interest

Members of the GRCoC, the GRCoC Board, and its Committees shall comply with federal, state and local laws and related regulations. The business of the GRCoC should be conducted in a manner to avoid all conflicts of interest.

1. No GRCoC board member may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.
2. No covered person, meaning a person who is an employee, agent, consultant, officer, or elected or appointed official of the recipient or its subrecipients and who exercises or has exercised any functions or responsibilities with respect to activities assisted under this part, or who is in a position to participate in a decision-making process or gain inside information with regard to activities assisted under this part, may obtain a financial interest or benefit from an assisted activity, have a financial interest in any contract, subcontract, or agreement with respect to an assisted activity, or have a financial interest in the proceeds derived from an assisted activity, either for him or herself or for those with whom he or she has immediate family or business ties, during his or her tenure or during the one-year period following his or her tenure.
3. On issues in which a GRCoC Member has a conflict of interest as described above, neither the Member nor his/her delegate may vote. Members applying for funding may not participate in discussions regarding funding allocation decisions during the open

funding process. The Chair of the GRCoC Board will be responsible for monitoring the disclosure of members' conflicts of interest.

4. In the event that a matter, which raises a potential conflict of interest, comes before the GRCoC, the GRCoC Board, or its Committees or workgroups for consideration, recommendation, and decision, the Member shall disclose the conflict of interest as soon as he or she becomes aware of it, and the disclosure shall be recorded in the minutes of the meeting.
5. Members found violating the conflict-of-interest policy or federal regulations will be referred to the GRCoC Governance Committee. The Governance Committee shall investigate all allegations of failure to comply with this conflict-of-interest policy. If a Greater Richmond Continuum of Care member is found to have violated the letter or intention of this conflict-of-interest policy, the Governance Committee will be responsible for recommending an appropriate response to this breach of policy to the GRCoC board. The Governance Committee may recommend any action including but not limited to a statement of reprimand recorded in the board minutes or removal from the board or other action. The GRCoC board will consider the recommendations of the Governance Committee and vote on corrective or punitive actions to be administered.

ARTICLE V: MEETINGS

Section 1: General Meetings

A meeting of the GRCoC membership is considered a General Meeting. The GRCoC membership will meet at least four times per year either in person or virtually. The operating year of the GRCoC shall be the calendar year. The General Meeting schedule will be publicized on the GRCoC website, www.endhomelessnessrva.org. Agendas and notices of general meetings will be distributed by the GRCoC newsletter. GRCoC General Meetings are open to the public.

Section 2: Special Meetings

Special meetings may be called to address state or federal deadlines or imperatives or other business. Special Meetings of the GRCoC or its Board may be called by the Chair or by written request of one-third of the Board or by one-third of the Active Members. Special meetings that will require a vote or the handling of official business of the GRCoC require at least two (2) business day's prior notice via email by the Collaborative Applicant. Special meetings may consider only those items specified in the notice.

Section 3: Annual Meeting

The GRCoC will hold an annual meeting each year. Election of the Board will take place at this meeting and advance notice of the slate presented by the Governance Committee will be provided. Election of Board officers will take place at the first GRCoC Board meeting after the general election.

Section 4: Minutes

Minutes or notes of GRCoC Board and Committee meetings will be kept by the Collaborative Applicant. The Collaborative Applicant will keep copies of the minutes and other meeting materials for a minimum of five years or to HUD standards, if longer. Committee notes will be kept by each Committee chair or their designee, and all committee notes will be reported to the Board and a summary will be included in minutes or notes of the Board meeting.

Section 5: Quorum

The presence of a simple majority of the GRCoC's Active Members (as defined in Article III, Section 3) will be a quorum and sufficient to conduct a vote at a general or special meeting of the GRCoC.

Section 6: Parliamentary Procedure

For matters of procedure not specifically addressed in these bylaws, and in the absence of a consensus of the Active Members present at any given meeting, the rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedures.

ARTICLE VI: GOVERNANCE

Section 1: Purpose

The purpose of the GRCoC governance structure is to ensure the orderly operations and to provide day-to-day decision-making for the GRCoC. The governance structure consists of two main bodies, the full GRCoC membership and the GRCoC Board.

Section 2: GRCoC Board Role and Composition

The GRCoC Board shall have the power to act on behalf of and in the best interest of the Greater Richmond Continuum of Care. The GRCoC Board will meet at least quarterly and may meet and conduct business virtually. The presence of a simple majority of the GRCoC Board will be a quorum and sufficient to conduct business at any meeting of the Board. Conference calls or the use of other telecommunications equipment are acceptable ways to conduct board business including votes or other requests for board action. The Board shall keep regular minutes of its proceedings and report such proceedings at the next regularly scheduled meeting of the Continuum of Care.

The GRCoC Board will be made up of not less than fifteen and not more than twenty-five elected participants in the GRCoC. In accordance with the HEARTH Act regulations, federal, state and local priorities, and other relevant planning documents, the GRCoC shall strive to ensure broad geographic coverage on the Board and on committees and to represent the subpopulations of people experiencing homelessness in the GRCoC. The Board shall endeavor to include the following:

- Homeless or formerly homeless individual(s) including youth and young adults
- Representatives from homeless service providers, including a representative of an agency serving survivors of sexual and domestic violence
- Representative from an agency funded with Emergency Solutions Grant funding
- Representative from the VA Medical Center or other organization serving homeless veterans
- Representatives of the philanthropic sector
- Representatives of local government agencies or regional entities in the Continuum of Care
- Representatives from law enforcement, including elected officials
- Representatives from the business community including the regional Chamber of Commerce

No more than one-third of GRCoC board members will be current recipients or subrecipients of funding from coordinated funding processes as described in Article II. If an individual elected to fulfil a required position on the Board (such as an ESG-funded agency) subsequently leaves that agency, the Board shall determine how to ensure compliance with the regulations and follow the procedures described below in Section 8 if necessary.

Section 3: Duties of the GRCoC Board

1. Establishes a framework to meet the needs of the homeless population and subpopulations within the geographic area.
2. Designates a CES Coordinator to manage all Coordinated Entry System processes and ensure alignment with GRCoC decisions.
3. Operates a coordinated entry system providing comprehensive assessments of housing and service needs for individuals and families.
4. Adopts and monitors fair and transparent standards for screening, eligibility, and administering assistance across the geographic area.
5. Selects a Collaborative Applicant and establishes an annual MOU to formalize the legal agreement and working relationship on behalf of the GRCoC.
6. Conducts an annual performance review of the Collaborative Applicant and determines whether to renew the existing Collaborative Applicant or to conduct a solicitation process to identify and select a Collaborative Applicant.
7. Ensures all CoC-based funding applications are based on recommendations from the GRCoC and the Collaborative Applicant, and that required federal and state submissions are on time and of good quality.
8. Secures and aligns local, state, and federal funds, ensuring GRCoC and other public and private funds are used efficiently and effectively to solve homelessness in the region.
9. Oversees applications for coordinated funding, including setting project priorities, vetting applications, coordinating Continuum of Care and Emergency Solutions Grant funding, and selecting submissions based on GRCoC recommendations.
10. Monitors the implementation of programs in regional or local plans to end homelessness, ensuring resources are invested in high-performing, community-responsive programs.
11. Monitors program and system performance against HUD-established measures, ensuring compliance with HUD, HEARTH Act, and other relevant regulations.
12. Designates an HMIS lead to ensure compliance with HUD, the HEARTH Act, and other relevant regulations, and to maximize data availability for planning, performance, and service coordination.
13. Addresses potential or perceived conflicts of interest in an effective, open, and timely manner.

Section 4: Duties of GRCoC Board members

1. Attend GRCoC Board meetings and actively participate in a minimum of one committee or workgroup.
2. Act in the interest of the GRCoC and the communities and subpopulations it serves.

Section 5: Elected Officer Positions and Duties of Officers

The officers of the GRCoC Board will be Chair and Vice Chair. These positions are elected by the GRCoC Board members.

Chair:

1. Preside at all the GRCoC general meetings and the GRCoC Board meetings or designate an alternative.
2. Provide direction and leadership, along with the GRCoC Board, to ensure that all functions of the GRCoC are carried out.
3. Work with Collaborative Applicant to set meeting agendas.
4. Appoint committee chairs from the membership if designated in the committee charter.
5. Publicly represent the GRCoC as needed.
6. Sign letters of support from the GRCoC as guided by established policies and funder requirements.

Vice Chair:

1. Support Chair to carry out duties.
2. Preside at meetings in absence of Chair.
3. Perform duties of Chair in absence of Chair.

Section 6: The role of the Collaborative Applicant

1. Provide subject matter expertise and guidance, technical competency, and administrative support in CoC meetings of the Board, Committees, workgroups, and task forces.
2. Coordinate and facilitate collaboration among agencies to ensure successful planning and a collaborative homeless services system serving those experiencing or at risk of homelessness in the Greater Richmond region (City of Richmond, Town of Ashland, and Counties of Charles City, Chesterfield, Goochland, Hanover, Henrico, New Kent, and Powhatan.)
3. Design, operate, and follow a collaborative process for the submission of an application in response to HUD's annual CoC Program Competition for funding and the Virginia Homeless Solutions Program funding and other coordinated funding sources.
4. Manage communications on behalf of the CoC and the CoC board. Provide notification of meetings and agendas to membership and other community members. Prepare and maintain a copy of all meeting minutes and notes.
5. Maintain a website and develop and publish newsletters and other educational materials for the CoC and other community stakeholders.
6. Maintain an attendance roster and prepare the list of eligible voters for GRCoC meetings as needed.
7. Complete activities defined in the CoC Planning Grant, as approved by HUD.
8. Other planning and operations activities as defined in the annual MOU between the GRCoC Board and the Collaborative Applicant.

Section 7: Terms of Office

Each Board member and board officers will be elected for one two-year term. No member will serve more than three consecutive two-year terms.

Section 8: Nomination and Elections

Board members will be nominated by the Governance Committee at each Annual Meeting and elected with a majority vote of a quorum of the Active Members (as defined in Article III, Section 3) at that meeting.

Section 9: Resignation and Vacancies

A vacancy of any board member position may be filled by a majority vote of the Board for the unexpired portion of the term. That member would then be eligible to serve additional terms as defined in Section 6.

Board members may be removed from the Board for violations of the conflict-of-interest policy or for other violations of the policies and procedures of the GRCoC. Removal of a board member requires a 2/3 vote of GRCoC board members or ½ of the Active Members of the GRCoC.

Section 10: Code of Conduct for Board Members

Board members shall comply with a written Code of Conduct adopted by the GRCoC Board. The Code of Conduct shall include, at minimum: the conflict-of-interest, disclosure, and recusal requirements of Article IV, Section 3; the duty to act in the best interest of the GRCoC and the communities and subpopulations it serves; respectful and professional conduct in GRCoC business; and confidentiality of client-level and other sensitive information. Alleged violations shall be investigated by the Governance Committee under the process in Article IV, Section 3, with remedies up to removal under Article VI, Section 8.

ARTICLE VII: COMMITTEES

Section 1: Established by the Board

The GRCoC board shall establish standing committees, ad hoc committees, and workgroups as the need arises through a simple majority vote at a general or special meeting. Membership of standing and ad-hoc committees must be approved by the GRCoC Governance Committee. Membership in the GRCoC Governance Committee will be reviewed and approved by the GRCoC Board at least annually. All committees and workgroups shall consist of sufficient numbers to provide broad representation of the GRCoC as appropriate. Committees make recommendations to the GRCoC board. Annually, the Collaborative Applicant will publicize a list of all active committees and workgroups. All standing and ad hoc committees shall have such responsibilities as shall be set forth in a charter for each such committee that the Board has approved.

Section 2: Responsibilities of Committee Chairs

Committee chairs will be appointed by the Chair of the GRCoC Board, if indicated in the Committee Charter. Responsibilities of the Chair of each Committee include, but are not limited to:

1. Works with the Collaborative Applicant or HMIS Lead to set committee meeting dates, agendas, and action items.

2. Make recommendations to the GRCoC board which reviews and accepts, rejects, or modifies these recommendations,
3. Ensuring adequate communications on the work of the Committee between the GRCoC Board and the membership.

Section 3: Ad Hoc Committees and Workgroups

The GRCoC Board may create ad-hoc committees. The membership and duties will be determined by the GRCoC Board. An ad-hoc committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as it is specifically conferred by the GRCoC Board. Upon completion of the task for which appointed, an ad-hoc committee shall stand discharged.

A workgroup serves to coordinate resources, programs, and direct services. Membership in a workgroup is determined based on the workgroup responsibilities, as set forth by the GRCoC Board in the workgroup charter.

ARTICLE VIII: AMENDMENTS

Section 1: Amendments

These bylaws may be amended at a regular or special meeting of the GRCoC by a two-thirds (2/3) affirmative vote of the Active Members present at a meeting called for that purpose. Amendments must be in written form, reviewed by the GRCoC board, and distributed to the Active Members of the GRCoC at least two weeks prior to presentation and voting.

ARTICLE IX: APPLICABILITY

Section 1: Applicability

If there is any conflict between applicable Federal and/or State statutes, rules, or regulations and these bylaws, such statutes, rules, or regulations will prevail. If any provision of these bylaws is held invalid, the remainder of the bylaws will not be affected thereby.

ARTICLE X: HOLD HARMLESS

Section 1: Hold Harmless

Members of the GRCoC agree to indemnify, defend and hold harmless the GRCoC board, committees, and workgroups against all losses, expenses, damages and costs arising out of participation in the GRCoC, excluding incidents of negligence and willful malfeasance.

ARTICLE XI: INCORPORATION OF POLICIES AND PROCEDURES

Section 1: Incorporated Documents

The following documents, as adopted and amended from time to time by the GRCoC Board, are incorporated into these bylaws by reference and govern the operations of the GRCoC:

- (a) the GRCoC Policies and Procedures Manual, setting out the policies and procedures for the operation of the Continuum of Care;
- (b) the GRCoC Coordinated Entry System Policies and Procedures, governing the coordinated entry system required by Article II, Section 2, Paragraph 5;
- (c) the GRCoC Written Standards for screening, evaluating eligibility for, and administering homeless assistance, as required by Article II, Section 2, Paragraph 6;

- (d) the GRCoC Emergency Solutions Grants (ESG) Performance Monitoring Process, describing how the GRCoC evaluates the outcomes of ESG-funded projects pursuant to Article II, Section 2, Paragraph 1(d); and
- (e) the GRCoC Code of Conduct for Board Members described in Article VI, Section 9.

Section 2: Maintenance and Availability

The Collaborative Applicant shall maintain the current adopted version of each incorporated document and publish it on the GRCoC website. The Board may adopt or amend an incorporated document by majority vote; such amendments do not require amendment of these bylaws.

Section 3: Conflicts

If an incorporated document conflicts with these bylaws, the bylaws control.