

The Greater Richmond Continuum of Care
BYLAWS
Revised April 11, 2023

ARTICLE I: ORGANIZATION

Section 1: Name

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

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, and Powhatan.

Section 3: Address

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

ARTICLE II: MISSION AND PURPOSE

Section 1: Mission

The CoC will serve as the Continuum of Care for its geographic area. The CoC seeks to prevent, reduce, and end homelessness through effective and coordinated community-wide efforts and services. To accomplish its mission as a Continuum of Care, the CoC will elect a Board to serve as its governing body.

Section 2: Purpose

The primary purpose of the CoC is to carry 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:

- A. To establish and operate a coordinated entry system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services;
- B. To establish and consistently follow fair, equitable written standards for screening, evaluating eligibility, and administering assistance for homeless or at- risk individuals and families across the geographic area;
- C. To designate a Homeless Management Information System (HMIS) and an eligible applicant to manage the HMIS;

- D. To coordinate and implement a system to meet the needs of the homeless population and subpopulations within the geographic area, including:
- planning for and conducting point-in-time counts of homeless persons within the geographic area;
 - conducting an annual gaps analysis of the homeless needs and services available within the geographic area;
 - consulting with state and local government Emergency Solutions Grants program recipients within the CoC on the plan for allocating Emergency Solutions Grants program funds; and
 - reporting on and evaluating the performance of Emergency Solutions Grants and Continuum of Care funding program recipients and sub-recipients;
- E. To prepare and oversee an application for federal 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;
- F. To prepare, review, and/ or coordinate CoC and VHSP funds with ESG and other federal funds as well as state and local funding dedicated to homelessness or to benefit the homeless services system;
- G. To ensure homeless resources are invested efficiently and effectively in programs that meet the needs of the community and are high-performing;
- H. To monitor program and system performance on performance measures established by HUD; and,
- I. To select a Collaborative Applicant or eligible agent to submit an application (enter into a legal agreement with HUD) on behalf of the CoC.

ARTICLE III: MEMBERSHIP

Section 1: Membership Composition

Membership in the CoC will be composed of entities and individuals concerned with the development and coordination of homeless assistance programs. The CoC recognizes the following two categories of members:

- A. **Individuals:** Any homeless or formerly homeless individuals are encouraged to join as individual members regardless of their affiliations; and
- B. **Entities:** human service agencies, departments of local government, businesses, faith organizations, educational organizations, and other public agencies, including but not limited to the following:
- nonprofit homeless providers
 - victim services providers
 - faith-based organizations
 - governments
 - businesses

- public housing agencies
- school districts
- social service providers
- LGBTQ+ homeless service providers
- mental health agencies
- hospitals
- universities
- affordable housing developers
- law enforcement
- organizations serving homeless veterans
- youth homeless services providers
- workforce development agencies

Section 2: Establishing Membership

Membership in the CoC shall be established through an open registration process on www.endhomelessnessrva.org or by contacting the Collaborative Applicant and expressing a desire to participate in the CoC. The Collaborative Applicant will complete a registration of Active Membership prior to any anticipated CoC vote.

Section 3: Active Membership

An Entity member will be considered a member in good standing, or Entity Active Member, by attending 75% of the general meetings held during the prior calendar year or by attending 75% of the meetings of a specific CoC committee held during the prior calendar year.

An Individual member will be considered a member in good standing, or Individual Active Member, by attending 50% of the general meetings held during the prior calendar year and/or through participation in 50% of the meetings of a specific CoC committee held during the prior calendar year.

Active Members are entitled to vote as defined in Article IV and to receive letters for grants indicating length of membership and a description of their participation.

Section 4: Dues

There will be no dues for membership in the CoC.

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 CoC vote and the compilation of the list of Active Members, each Entity 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. **Individual Active Members:** Homeless or formerly homeless persons who qualify as an Individual Active Member with the CoC (as defined in Article III, Section 3) shall each have one vote. Homeless or formerly homeless individuals currently employed by or serving on the Board of Directors of an Entity Active Member must be free of Conflicts of Interest (as described in Article IV, Section 3, below). Furthermore, an Individual Active Member may not vote in a dual capacity as an Individual Active Member and as the representative of an Entity Active Member on any specific matter.
- B. **Entity Active Members:** Each Entity shall have at least one representative who attends CoC meetings. Each Entity Active Member (as defined in Article III, Section 3) with the CoC has one vote. A single person may only serve as the voting representative of one Entity Active Member.

Section 3: Conflict of Interest

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

- A. The program standards for conflicts of interest described by the U.S. Department of Housing and Urban Development's Interim Rule for the Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act, found at 24 CFR Part 578.95 (available at www.hudexchange.info) is outlined below.
 - 1) No CoC 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) Organizational conflict. An organizational conflict of interest arises when, because of activities or relationships with other persons or organizations, the recipient or subrecipient is unable or potentially unable to render impartial assistance in the provision of any type or amount of assistance under this part, or when a covered person's, as in paragraph (d)(1) of the relevant regulations (cited above), objectivity in performing work with respect to any activity assisted under this part is or might be otherwise impaired. Such an organizational conflict would arise when a board member of an applicant participates in decision of the applicant concerning the award of a grant, or provision of other financial benefits, to the organization that such member represents. It would also arise when an employee of a recipient or subrecipient participates in making rent reasonableness determinations under § 578.49(b)(2) and § 578.51(g) and housing quality inspections of property under § 578.75(b) that the recipient, subrecipient, or related entity owns.

- 3) Other conflicts. For all other transactions and activities, the following restrictions apply: 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.
- B. On issues in which a CoC Member has a conflict of interest as described above, neither the Member nor his/her delegate may vote. Members may not participate in discussions regarding funding allocation decisions while they are an applicant for that funding. The Chair of the CoC Board will be responsible for monitoring the disclosure of members' conflicts of interest.
- C. In the event that a matter, which raises a potential conflict of interest, comes before the CoC, the CoC 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.
- D. Members found violating the conflict of interest policy or federal regulations will be referred to the CoC 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 CoC 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 CoC 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 CoC membership is considered a General Meeting. The CoC membership will meet at least four times per year either in person or virtually. The operating year of the CoC shall be the calendar year. The General Meeting schedule will be approved by the Board and disseminated to all CoC members within 30 days of each General Meeting. Agendas and notices of general meetings will be distributed by email and will be posted at www.endhomelessnessrva.org. CoC 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 CoC 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 CoC require at least two (2) business day's prior notice via email by the Collaborative Applicant. Special meetings may consider only those items so specified in the notice.

Section 3: Annual Meeting

The CoC 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 CoC Board meeting after the general election.

Section 4: Minutes

Minutes or notes of each CoC membership meeting 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.

Section 5: Quorum

A presence of a simple majority of the CoC'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 CoC.

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

Section 2: CoC Board Role and Composition

The CoC Board shall have the power to act on behalf of and in the best interest of the Continuum of Care. The CoC Board will meet at least quarterly. The presence of a simple majority of the CoC 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. 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 CoC Board will be made up of not less than fifteen and not more than twenty-one elected participants in the CoC. In accordance with the HEARTH Act regulations, federal, state and local priorities, and other relevant planning documents, the CoC shall strive to ensure broad geographic coverage on the Board and on committees and to represent the subpopulations of people experiencing homelessness in the CoC. The Board shall endeavor to include the following:

- Representatives of local government agencies or regional entities in the Continuum of Care
- Representatives of the philanthropic sector
- Representative from an agency funded with Emergency Solutions Grant funding
- Representative from McGuire VA Medical Center or other organization serving homeless veterans
- Representatives from homeless service providers, including a representative of an agency serving survivors of sexual and domestic violence
- Homeless or formerly homeless individual(s)
- Representative from GRCoC Youth Advisory/Action Board

No more than one-third of CoC board members will be current recipients of funding from coordinated funding processes as described in Article II. Other board members will represent constituent groups and individuals supporting the systems-level coordination of federal, state, and other funds and resources targeted to ending homelessness. If an individual elected to fulfill a required position on the Board (such as an ESG-funded agency) subsequently leaves that agency, the Board shall determine how best to ensure compliance with the regulations and follow the procedures described below in Section 7 if necessary.

Section 3: Duties of the CoC Board Members

Responsibilities of the Board include, but are not limited to:

- A. Attend the CoC and CoC Board meetings;
- B. Actively participate in a minimum of one committee or workgroup;
- C. Ensure federal and state funds and required submissions are on time and of good quality;
- D. Ensure all new and renewal projects are evaluated annually and the implementation of a process to improve performance where needed;
- E. Ensure the CoC and projects funded are in compliance with HUD, HEARTH Act, and other relevant regulations;
- F. Ensure that all CoC-based funding applications are based on recommendations from the CoC and the Collaborative Applicant;
- G. Monitor the implementation of programs in regional or local plans to end homelessness; and,
- H. Ensure CoC and other public and private funds are being efficiently and effectively used to end homelessness in the region.
- I. Establish annual MoU with Collaborative Applicant

Section 4: Elected Officer Positions

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

Section 5: Duties of Officers

Chair:

- Preside at all the CoC general meetings and the CoC Board meetings
- Provide direction and leadership, along with the CoC Board, to ensure that all functions of the CoC are carried out
- Provide reports and timely updates to the CoC
- Appoint committee chairs from the membership if designated in their charter
- Publicly represent the CoC
- Call meetings
- Work with Collaborative Applicant to set meeting agendas

Vice Chair:

- Support Chair to carry out duties
- Preside at meetings in absence of Chair
- Perform duties of Chair in absence of Chair

The role of the Collaborative Applicant

- Support the work of the CoC board and committees
- Prepare and maintain a copy of all meeting minutes and notes
- Provide notification of meetings and agendas to membership and other community members
- Maintain an attendance roster
- Prepare the list of eligible voters for CoC meetings as needed

Section 5: 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 6: 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 7: Resignation and Vacancies

A vacancy of any member position may be filled by a majority vote of the Board for the unexpired portion of the term.

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 CoC. Removal of a board member requires a 2/3 vote of CoC board members or 1/2 of the Active Members of the CoC.

Section 8: Minutes

Minutes or notes of CoC 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.

ARTICLE VII: COMMITTEES

Section 1: Established by the Board

The CoC 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 in standing and ad-hoc committees must be approved by the CoC board. All committees and workgroups shall consist of sufficient numbers to provide broad representation of the CoC as appropriate. Committees make recommendations to the CoC board. Annually, the CoC board 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 Chair

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

- Works with the Collaborative Applicant to set committee meeting dates, agendas, and action items.
- Make recommendations to the CoC board which reviews and accepts, rejects, or modifies these recommendations,
- Ensuring adequate communications on the work of the Committee between the CoC Board and the membership.

Section 3: Ad Hoc Committees and Workgroups

The CoC Board may create ad-hoc committees. The membership and duties will be determined by the CoC 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 CoC 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 CoC Board in the workgroup charter.

ARTICLE VIII: AMENDMENTS

Section 1: Amendments

These bylaws may be amended at a regular or special meeting of the CoC 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 CoC board, and distributed to the Active Members of the CoC at least two weeks prior to presentation and vote.

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