

Southeastern Virginia Homeless Coalition

Bylaws

Adopted April 11, 2018

On July 21, 2011 the Norfolk, Chesapeake, and Western Tidewater Continuum of Care received approval from the U.S. Department of Housing and Urban Development (HUD) to merge as the VA-501 Norfolk/Chesapeake/Suffolk/Isle of Wight/Southampton Counties Continuum of Care (Continuum of Care). The members voted to name the new Continuum of Care the Southeastern Virginia Homeless Coalition.

By the adoption of these Revised Bylaws the SVHC has approved the transition to a new set of Governance Documents composed of these Revised Bylaws and a new Governance Charter (yet to be drafted). When adopted, the Governance Charter will address the portions of these Revised Bylaws so identified herein. Until that time, these Revised Bylaws, as written, shall remain in full force and effect.

ARTICLE I – ORGANIZATION

- A. Name:** The name of this affiliation shall be the Southeastern Virginia Homeless Coalition (SVHC), hereinafter referred to as the Coalition. (see Article I, Section B).
- B. Service Area:** The geographic area includes the cities of Norfolk, Chesapeake, Suffolk and Franklin, and the counties of Southampton and Isle of Wight, Virginia. The cities and counties served under the Coalition's geographical area will hereinafter be referred to as the localities.
- C. Address:** The principal office of the Coalition shall be the same as the Lead Agency as identified during the Continuum of Care Homeless Assistance Grants Program Competition (see Article VI, Section A).
- D. Effective Date:** The revisions contained herein shall be in effect with the seating of the Coalition's Governing Board (see Article V Section C) at the SVHC General Membership Annual Meeting on October 11, 2018, or such other time as may be determined in accordance with these Bylaws. Until that time, the Bylaws as adopted on March 22, 2017 shall remain in full force and effect.

ARTICLE II – MISSION AND PURPOSE

- A. Mission:** The mission of the Coalition is to provide a path to housing and stability by developing, sustaining and coordinating a comprehensive continuum of care for its citizens at risk of, or experiencing, homelessness.

The Coalition accomplishes this by:

1. Carrying out the responsibilities of a Continuum of Care as defined by the U.S. Department of Housing and Urban Development;
2. Coordinating and implementing a system to meet the needs of the homeless population within the geographic area, including planning for and conducting point in time counts of homeless persons;

3. Conducting an annual gaps analysis of homeless needs and services;
 4. Monitoring and evaluating the performance of all federal and state funded programs, including CoC, ESG and others;
 5. Establishing and consistently following fair, equitable written standards for screening, evaluating eligibility, and administering assistance for homeless or at-risk individuals and families across the geographic area;
 6. Establishing and operating a centralized or coordinated assessment system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services;
 7. Designating a single Homeless Management Information System (HMIS) and an eligible applicant to manage the system; and
 8. Reviewing, revising and approving all policies and plans required by the federal and state governmental agencies that oversee homeless assistance programs.
- B. Vision Statement:** Homelessness will be rare, brief, and non-recurring.

ARTICLE III – MEMBERSHIP

- A. Membership:** Members in this Coalition can be individuals or representatives from human services agencies, businesses, faith organizations, public agencies or individuals from the community at-large who are committed to carrying out the Mission . Membership in this Coalition will be updated continuously through an open registration process.
- B. Membership Composition:** Three levels of involvement in the Southeastern Virginia Homeless Coalition exist, including General Member, Governing Board and Officer. Members shall have voting rights at all general membership meetings, may serve on Coalition committees, and may be considered for election to the Governing Board. Governing Board members shall have the additional right to vote at all Governing Board meetings. Only Governing Board members may be elected to serve as one of the three Officers of the Coalition.
- C. Representation and Voting:** Action on behalf of the Coalition may be taken by a quorum (as defined in Article IV, Section B) of Governing Board members at a business meeting; or a quorum of registered members at an official general meeting of the Coalition. For the purposes of voting, a member shall be defined as follows:
1. **Agencies:** Each registered agency shall have at least one official representative and be given only one vote at a general meeting of the Coalition.
 2. **Individuals:** Registered members not connected with an agency, either as a staff or board member; shall be given one vote at a general meeting of the Coalition.
 3. **Governing Board:** Persons selected to serve on the Governing Board shall be given only one vote at a regular meeting of the Governing Board, and shall be given only one vote at a general meeting of the Coalition in accordance with the rules stated above.
 4. **Voting:** Voting may occur in person, in writing, telephonically or electronically. Electronic mail balloting between regularly scheduled meetings is permissible if the issue must be decided immediately, cannot wait until the next scheduled meeting and the Coalition is not able to convene a special meeting. When such circumstances exist, the need and appropriateness of electronic balloting will be determined by the Chair. In all cases, Roberts Rules of Order must be followed.

- D. **Fees/Dues:** None required.
- E. **Financial Benefit to Members:** No financial benefit (earnings) of the Coalition may inure to any members, founders, or contributors. Members receive no compensation as a condition of their membership of the Coalition.

ARTICLE IV – MEETINGS

- A. **Meetings:** All meetings are open to the public. The General Membership of the Coalition shall meet no less than twice annually, and the Governing Board of the Coalition shall meet no less than 10 times annually.
 - 1. **Regular Meetings:** The date and time of each regular meeting shall be established by the Governing Board of the Coalition in October of each year.
 - 2. **Special Meetings** are not on the regular meeting schedule and may be called by a quorum of the Governing Board or the Executive Committee of the Coalition, which shall establish the date and time. The Lead Agency shall give notice of at least three (3) business days before any special meeting date. (See Article IV, Section B2).
 - 3. **Annual Meetings:** The Coalition will hold an annual meeting during the month of October, at which time new Governing Board members will take their seats. (See Article V, Section B1).
- B. **Quorum:**
 - 1. **Governing Board Meetings:** A quorum shall exist when 50% of the duly elected Governing Board members are present for the purpose of voting or handling any official business of the Coalition.
 - 2. **General Membership Meetings:** The presence of 10 of the Coalition’s registered members at any general membership meeting shall constitute a quorum for the meeting.
- C. **Minutes of Coalition Meetings:** Minutes shall be kept at every Coalition meeting (General Membership, Governing Board and committee meetings) and shall include, at a minimum: the date, time and place of the meeting; the names of all who are in attendance; the topics discussed; the decisions reached and actions taken or recommended; any written reports disseminated; and any other information as may be deemed necessary by the Chair. The Lead Agency will keep official copies of all the minutes for a minimum of five years, or as is policy for federal recordkeeping. Meeting minutes shall be reviewed and approved at the next regularly scheduled meeting of the group (committee, Governing Board or general membership) and placed on file when approved. Draft minutes shall be labeled as such and may be made available for informational purposes.

ARTICLE V – GOVERNANCE

- A. **Purpose:** The purpose of the Coalition governance structure is to ensure orderly operations of the Coalition to carry out its mission. Coalition governance allows the three (3) elected officers of the Coalition’s Governing Board to rotate among the membership of the four delegations (see Article V Section C).
- B. **Governing Documents:** The Bylaws and the Governance Charter shall serve as the governing documents for the Coalition. The Bylaws, as adopted and revised as needed by the General Membership, and the Governance Charter, as adopted and

revised as needed by the Governing Board, shall serve as the controlling documents for the **Coalition, the Governing Board and all committees**. If a conflict shall exist between the documents, the Bylaws, as written, shall be the controlling document.

- C. Governing Board Membership:** The Governing Board (GB) shall consist of up to 29 members. In addition to the Chair and First Vice Chair (see Article V Section D) the remaining members shall include up to six (6) members representing one of three **Local Delegations**, and up to nine (9) members representing a **Regional Delegation**.

GOVERNING BOARD	COMPOSITION
BOARD CHAIR	One person
VICE CHAIR	One Person
LOCAL DELEGATES (6 del. X 3)	18
REGIONAL DELEGATES	9
TOTAL	29

1. **Local Delegations:** A local delegation from Chesapeake, Norfolk and Western Tidewater shall be part of the Governing Board. These delegations shall include up to six people including three (3) community advocates: two (2) individuals from local government, including one person representing a department so designated by a chief government official (ex. Mayor, City Manager) and one (1) person representing another governmental department or agency: and at least one (1) consumer or former consumer.
2. **Regional Delegation:** A delegation which includes representatives from operations serving a broader constituency than a local delegation. Up to five (5) members will represent regional entities including, but not limited to, federal or state agencies, regional hospitals, philanthropic foundations, United Way, regional businesses and regional institutions of higher education. Additionally, the delegation will also include up to four (4) representatives from four separate SVHC 501c3 – nonprofit homeless service provider organizations who are not also the Lead Agency. A homeless service provider shall be defined as any organization which provides services to people experiencing homelessness who has previously sought, previously received or is currently receiving funding through the Continuum of Care (CoC). This includes all funding where a prerequisite for receiving such funding includes any coordination or participation with the CoC. Providers who do not fit this definition, regardless of the population they serve must qualify for Governing Board membership under a different category.
3. **Nominating Process:** The Lead Agency, in collaboration with the Membership Committee of the Governing Board, shall receive nominations from the general membership and compile slates of proposed Governing Board Members representing the four delegations. These slates will be presented to the Governing Board prior to being presented to the General Membership along with any nominations from the floor, for election at the Annual Meeting (see Article IX Section B) or at another time as determined by the Governing Board.
4. **Terms:** Governing Board Members shall serve a term of two years. Members may only be elected to one subsequent (second) two-year term. After an

absence of no less than one year a person may again be considered for Governing Board membership.

- 5. Limited Representation:** No entity may be represented on the Governing Board by more than one person at a time even if the member is selected to fill another eligible category. For example, a Provider may be represented by a member of its staff. Another person who might be eligible to represent a regional business, but also serves as a member of the Provider's board of directors, could not be seated due to this limitation. The Lead Agency and the Membership Committee will be charged with determining whether such conflicts exist prior to presenting a slate of candidates.
 - 6. Attendance:** To allow for the handling of Coalition business, all Governing Board members are required to attend no less than 80% of the regularly scheduled meetings of the Governing Board each year to remain in good standing. The Chair may grant an excused absence in cases of illness or unforeseen conflicts. Governing Board members unable to meet this standard shall be considered under Article V Section M.
- D. Election of Officers:** Officers of the Governing Board include: Chair, First Vice Chair, and Second Vice Chair.
- 1. Election:** The Second Vice Chair shall be elected each year from one of the delegations of seated members of the Governing Board (see Article V – Section A). The election shall be by a majority vote of the seated Governing Board members and will take place no later than two (2) months following the Annual Meeting. Governing Board members shall receive a minimum of one-month notice of the date for said election and the names of any slated or nominated candidates.
- E. Officer Terms:** The Second Vice Chair shall hold office until the first regular meeting of the Governing Board held after the Annual General Membership Meeting following their election. Upon the completion of their term, the Second Vice Chair shall automatically succeed to the office of First Vice Chair and be seated at that same meeting. The First Vice Chair shall serve in that capacity for the following year, automatically succeeding to the role of Chair the next year. The Chair will conclude their term upon the seating of their successor in the subsequent year. The Chair and the First Vice Chair shall be seated members of the Governing Board, with the right to vote on all matters, but shall not be considered a member of any of the four delegations.
- F. Vacancies:** Vacancies amongst the Chair or First Vice Chair shall be filled through the line of succession. The succeeding Officer(s) shall complete the term of their predecessor and then serve their own term. A vacancy in the role of Second Vice Chair will be filled by an election of the Governing Board from the remaining seated Governing Board members. The elected member shall complete the unexpired term in accordance with Section V paragraph D.1 above. Other vacancies amongst the members of the Governing Board shall be filled by the Governing Board. When a vacancy occurs the Governing Board, in collaboration with the Membership Committee, the general membership and the Lead Agency shall solicit nominations of candidates qualified to fill the open seat. A minimum of 30 days shall be provided to receive nominations prior to the Governing Board election of the new member.

The selected individual will complete the unexpired term and may stand for re-election. However, the individual may not serve more than four continuous years.

G. Executive Committee

1. **Membership:** The Governing Board's Executive Committee shall be comprised of the following elected members: Chair; First Vice Chair and Second Vice Chair. Another member shall include a designated representative of the Lead Agency (non-voting).
2. **Duties:** The Executive Committee shall:
 - Act on behalf of, and in the best interest of, the Coalition to carry out its mission, goals and activities;
 - Take action on behalf of the Governing Board only in those instances of extreme urgency where waiting to call a Special Meeting (see Article IV Section A para. 2) would result in irreparable harm to the Governing Board or the general membership of the Coalition;
 - Conduct and guide the business of the Coalition, recommending committee and subcommittee members to the Governing Board as needed;
 - Propose the general policies and guidance of the affairs of the Coalition to the Governing Board;
 - Conduct an annual performance review of the designated Lead Agency as well as the HMIS Lead Agency, and present same with recommendations to the Governing Board; and
 - Keep regular minutes of its proceedings and report such proceedings at the next regularly scheduled meeting of the Governing Board.
3. **Meetings:** The Executive Committee shall meet not less than six (6) times a year. The Chair may call special meetings of the Executive Committee. All officers are required to attend no less than 80% of the Executive Committee meetings.

H. Duties of the Chair

1. Presides at all Coalition, Governing Board and Executive Committee meetings;
2. Makes all committee chair recommendations, deemed necessary for the operation of the Coalition, to the Governing Board for ratification;
3. Serves as a member ex-officio of all committees;
4. Provides reports to the Governing Board and Coalition as needed;
5. Executes all papers, documents, and instruments ordered to be executed by the Governing Board;
6. Performs all other such duties usually pertaining to the office of Chair and as determined by the Governing Board;
7. Publicly represents the Governing Board and Coalition; and
8. Calls meetings of the Executive Committee.

I. Duties of the First Vice Chair

1. Presides at meetings in the absence of the Chair and serves as otherwise needed in absence of the Chair;
2. Assists the Chair in making committee appointments deemed necessary for the operation of the Governing Board and Coalition;
3. Provides reports to the Governing Board and Coalition as needed; and

4. Performs all other such duties usually pertaining to the office of the Vice Chair as determined by the Governing Board.

J. Duties of the Second Vice Chair

1. Presides at meetings in the absence of the Chair and First Vice Chair and serves as otherwise needed in absence of the Chair and First Vice Chair;
2. Assists the Chair in making committee appointments deemed necessary for the operation of the Governing Board and Coalition;
3. Provides reports to the Governing Board and Coalition as needed;
4. Performs all other such duties usually pertaining to the office of the Second Vice Chair as determined by the Governing Board.

K. Duties of the Lead Agency:

1. Serves at the pleasure of the Governing Board on an annually contracted basis;
2. Serves as a non-voting member of the Executive Committee;
3. Records attendance at monthly Coalition meetings and Executive Committee meetings;
4. Coordinates with the Governing Board the development and timely submission of continuum-based applications to federal and state agencies for homeless assistance program funding;
5. Coordinates the annual Point in Time Count and other activities required by federal and state agencies for funding awards;
6. Verifies information and coordinates submission of the Grant Inventory Worksheet, the Housing Inventory Chart, System Performance Measures, and the Annual Homeless Assessment Report;
7. Coordinates the work of the Program Monitoring Committee to ensure complete representation of the homeless service agencies;
8. Makes accurate and timely submissions of annual applications for homeless assistance funds from federal and state entities that require submission through the Collaborative Applicant (Lead Agency);
9. Works to ensure coordination between the Coalition and the South Hampton Roads Regional Task Force to End Homelessness;
10. Informs members of the Governing Board and Coalition and solicits input on regional initiatives affecting homeless and service agencies;
11. Verifies membership status for Continuum of Care certifications and letters of support;
12. Records and distributes the minutes of all Governing Board meetings; and
13. Maintains the records of attendance and terms of office for the SVHC, including the Governing Board and all appointed committees.

- L. Resignation and Removal:** Any Governing Board member including officers, except the Chair, may resign by tendering a written notice to the Chair. The Chair may resign by tendering written notice to the Governing Board. Any officer may be removed by the Coalition whenever in the judgment of the Governing Board the best interests of the Coalition will be served thereby. A 2/3 majority vote of the seated Governing Board members shall be required to remove an Officer. Any Governing Board member not in compliance with the attendance policy (see Article V Section C para. 7) may be removed by a 2/3 majority vote of the seated Governing Board members.

M. Conflict of Interest:

1. **Procurement.** For the procurement of property (goods, supplies, or equipment) and services, the recipient and its subrecipients must comply with the standards of conduct and conflict-of-interest requirements under 2 CFR 200.317 and 200.318.
2. **Continuum of Care board members.** No Continuum of Care 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.
3. **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 this section, 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.
4. **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.
5. **Exceptions.** Upon the written request of the recipient, HUD may grant an exception to the provisions of this section on a case-by-case basis, taking into account the cumulative effects of the criteria in paragraph (d)(2)(ii) of this section, provided that the recipient has satisfactorily met the threshold requirements of paragraph (d)(2)(ii) of this section.

N. Threshold requirements. HUD will consider an exception only after the recipient has provided the following documentation:

1. Disclosure of the nature of the conflict, accompanied by a written assurance, if the recipient is a government, that there has been public disclosure of the conflict

and a description of how the public disclosure was made; and if the recipient is a private nonprofit organization, that the conflict has been disclosed in accordance with their written code of conduct or other conflict-of-interest policy; and

2. An opinion of the recipient's attorney that the interest for which the exception is sought would not violate State or local law, or if the subrecipient is a private nonprofit organization, the exception would not violate the organization's internal policies.

- O. Factors to be considered for exceptions.** In determining whether to grant a requested exception after the recipient has satisfactorily met the threshold requirements under paragraph (c)(3)(i) of this section, HUD must conclude that the exception will serve to further the purposes of the Continuum of Care program and the effective and efficient administration of the recipient's or subrecipient's project, taking into account the cumulative effect of the following factors, as applicable:
1. Whether the exception would provide a significant cost benefit or an essential degree of expertise to the program or project that would otherwise not be available;
 2. Whether an opportunity was provided for open competitive bidding or negotiation;
 3. Whether the affected person has withdrawn from his or her functions, responsibilities, or the decision-making process with respect to the specific activity in question;
 4. Whether the interest or benefit was present before the affected person was in the position described in paragraph (c)(1) of this section;
 5. Whether undue hardship will result to the recipient, the subrecipient, or the person affected, when weighed against the public interest served by avoiding the prohibited conflict;
 6. Whether the person affected is a member of a group or class of persons intended to be the beneficiaries of the assisted activity, and the exception will permit such person to receive generally the same interests or benefits as are being made available or provided to the group or class; and
 7. Any other relevant considerations.

ARTICLE VI – LEAD AGENCY

A. Lead Agency

1. **Lead Agency - Continuum of Care (CoC)** (or Collaborative Applicant) is designated by the SVHC as the primary point of contact and the entity responsible for managing the advancements of the CoC. Homeless Management Information Systems (HMIS) Lead is designated by the SVHC as the responsible entity to manage the HMIS.
2. **Duties of the Lead Agency - Continuum of Care**
 - The CoC Lead Agency completes and submits all CoC-based applications for funding;
 - Implements a collaborative process for the continuum of care;
 - Evaluates performance outcomes of programs funded under CoC and ESG applications including, but not limited to, federal and state homeless assistance grants;

- Ensures CoC compliance with the CoC Final Program Rule and HUD Notices; and
 - Coordinates and reports outcomes for the annual Point in Time Count and Housing Inventory Worksheet.
- 3. Duties of the Homeless Management Information System (HMIS) Lead Agency:**
- The HMIS Lead Agency directly manages contracts with the system vendor on behalf of the Coalition;
 - Secures Agency and User Agreements between the Lead Agency and service providers utilizing HMIS;
 - Submits, at least on an annual basis, the Annual Homeless Assessment Report to HUD;
 - Produces annual shelter data to be submitted as part of the Point In Time Count report;
 - Provides all technical support, training, necessary program and security updates, and coordinates aggregate data reporting for service provider and funding agencies;
 - Develops and runs required data reports necessary to obtain and maintain funded homeless service programs, as well as demonstrate characteristics of the homeless population within the CoC geographical area;
 - Develops and monitors a Privacy Plan surrounding data limitations and purposes as required by federal and state agencies; and
 - Ensures all client level data meets security provision requirements detailed in the 2010 HMIS Data and Technical Standards Final Notice, to include: transmission encryption, limited access to workstations, off-site backup and recovery, proper disposal of storage devices and system monitoring procedures. **(For further detail, see the SVHC HMIS Policies and Procedures Manual).**

ARTICLE VII – GENERAL PROVISIONS

- A. Fiscal Year:** The fiscal year of the Coalition and all committees shall be from October 1 through September 30.
- B. Annual Meeting:** The General Membership shall be convened each year in the month of October, or other such time as shall be determined by the GB, to elect the members of the GB and to consider any changes to these Bylaws. The GB shall determine the content of any other items to be considered.
- C. Parliamentary Authority:** 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 not specifically covered by these Bylaws.
- D. Dissolution of the Coalition:** In the event the Coalition is dissolved, and the Coalition owns any assets in excess of those needed to discharge fully its obligations, such assets shall be distributed exclusively to other non-profit human

service agencies devoted to the health, welfare and well-being of citizens of South Hampton Roads by majority vote of the Coalition.

ARTICLE VIII – ADOPTION AND AMENDMENT OF BYLAWS

These Bylaws may be amended at a regular or special meeting of the General Membership by a two-thirds (2/3) affirmative vote of the members present and voting. Amendments must be in written form and distributed to the General Membership of the Coalition at least two (2) weeks prior to presentation and vote.

Chair

First Vice-Chair

Second Vice Chair