

# FRESNO MADERA CONTINUUM OF CARE BYLAWS ~~/AND GOVERNANCE~~ CHARTER

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## Article I. Overview

**Section 1. Name.** The name of this organization is the Fresno ~~/~~Madera Continuum of Care (FMCoC ~~or the "CoC"~~). This organization is an unincorporated association.

**Section 2. Purpose.** ~~The FMCoC has been formed to carry out the responsibilities required under the Department of Housing and Urban Development (HUD) regulations, set forth at 24 C.F.R. Section 578.~~ The purpose of the FMCoC is to coordinate services in the most efficient manner for people who are experiencing homelessness, who have experienced homelessness, or who are at risk of experiencing homelessness by providing them with access to housing and supportive services, including educational ~~opportunities~~, physical and behavioral health care, employment training, and life skills development. ~~We-The FMCoC is~~are dedicated to increasing community awareness of homeless people and their problems; and the development and implementation of strategies to create permanent solutions to homelessness in the community.

### Section 3. Methods

~~Operating a CoC.~~ To accomplish its purpose, the FMCoC promotes best practices, conducts trainings, facilitates the development of a Coordinated Entry System and Homeless Management Information System, monitors performance, advocates for evidence-based practices in local housing policy, and prepares an annual Collaborative Application to HUD that reflects the community's priorities for housing and homeless services. Additionally, per the requirements of the Interim Rule Section 578.7, the CoC will:

- Develop, follow and update this Governance Charter annually, which will include all policies and procedures needed to comply with HUD and HMIS requirements, including a code of conduct/conflict of interest and recusal policy for the FMCoC Board, its chair(s) and any person acting on behalf of the Board;
- Review and update the Governance Charter policy to select a CoC Board at least once every 5 years;
- Send an invitation at least annually to the public soliciting invitations for new membership. This should include: (i) ensured effective communication with individuals with disabilities, including the availability of accessible electronic formats, (ii) outreach to ensure persons experiencing homelessness or formerly homeless persons are encouraged to join the CoC, and (iii) invitations to organizations serving culturally specific communities experiencing homelessness in the geographic area to address equity (e.g., Black, Latino, Indigenous, other People of Color, persons with disabilities);
- Hold CoC General Membership meetings no less than semi-annually;

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- Coordinate with the Emergency Solutions Grant (ESG) program administrators to conduct an initial assessment of the needs of those experiencing homelessness within Fresno and Madera Counties. This initial assessment shall be updated annually with a gaps analysis that compares available housing and services in Fresno and Madera Counties with the need.
- Implement Written Standards for providing CoC and ESG assistance;
- Coordinate with state and local Emergency Solutions Grant (ESG) program recipients and monitor the performance and outcomes of CoC and ESG recipients and subrecipients by project type to ensure effective service delivery;
- Report the outcomes of CoC and ESG projects to HUD annually through the CoC application process;
- Continue to implement the emergency transfer plan in the Written Standards.
- Continue to operate a Coordinated Entry System and review and update Coordinated Entry System policies and procedures;
- Provide information required to complete the Consolidated Plan(s) within the CoC's geographic area.

**Section 2.— Homeless Management Information System (HMIS).** The Fresno / Madera Continuum of Care must designate a single HMIS for FMCoC and an eligible applicant to serve as the CoC's HMIS Lead Agency. The FMCoC Lead Agency must also:

- Implement HMIS, including designating a single HMIS
- Review, revise, and approve a CoC HMIS data privacy plan, data security plan, ~~and~~ data quality plan, and HMIS Policies and Procedures
- Ensure that the HMIS is administered in compliance with HUD requirements
- Ensure consistent participation by HUD Homeless Assistance Grants projects in the HMIS, and actively encourage non-HUD funded programs to participate
- Ensure compliance with VAWA and required HMIS-parallel data collection by domestic violence providers maintain appropriate, isolated data, and report congregate information as required and allowed within law.

**Section 7.— Coordinated Entry Policies.** The CoC has established a Coordinated Entry System in compliance with HCD ESG regulations, 25 CCR 8409; HUD Coordinated Entry Notices CPD-17-01 and CPD-16-11; VAWA Reauthorization Act of 2013; and the CoC Program Interim Rule, 24 CFR Part 578. All CoC- and ESG-funded programs are committed to implementing this system. Other federal, state, and local funding sources, as well as all funding sources that are administered or provided go through the CoC, also mandate participation in the Coordinated Entry System. All projects mandated to participate in the Coordinated Entry System by their funding source must follow the Coordinated Entry policies and procedures. All other providers participating in the coordinated entry process shall also follow those policies and procedures. The Coordinated Entry System promotes comprehensive and coordinated access to assistance regardless of where an individual or family is located in the CoC service area, and uses ~~the VI-SPDAT~~, a standardized assessment tool that ensures that the community prioritizes assistance for people with the most urgent and severe needs and to those who have been homeless for

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the longest period of time.

**Section 4. Dual Government.** The FMCoC's ~~authority is divided evenly between its General Membership and its~~ Board of Directors sets the agenda for the CoC General Membership meetings and must review substantive items of business prior to an action item being placed on the CoC General Membership agenda for a vote. ~~Except as otherwise specified, both a~~ A majority vote of the Membership ~~and a majority vote of the Directors~~ is required to approve all substantive items of business. ~~These votes may take place in any order.~~ Removal of Directors, scheduling of Board Meetings, and other affairs that are internal to the Board of Directors ~~typically~~ do not require approval from the General Membership.

**Section 5. Membership vs. Representatives.** Most Members of the FMCoC are government agencies or non-profit entities ~~of some kind~~. When an agency joins the FMCoC, the agency's Membership belongs to the agency as a whole. The agency will be asked to nominate one particular person as that agency's Representative Member, who will attend meetings and vote on behalf of the agency. By contrast, when an individual joins the FMCoC, ~~the concept of 'Representative' does not apply to that individual; instead,~~ the individual is the Member, and the individual has the right to vote and attend meetings.

**Section 6. Electronic Communications.** All communications that this Governance Charter ~~these Bylaws~~ requires to be made "in writing" can be made by e-mail ~~or other written electronic communication~~.

**Section 7. Record Keeping.** Per the Interim Rule, the CoC shall record and collect 5 years' worth of evidence that:

- i. The CoC Board meets all requirements of 24 CFR 578.5(b), including meeting agendas, minutes, the Governance Charter, Written Standards/policies and procedures, and all required updates and notices; and
- ii. The Collaborative Applicant documents and collects evidence that the CoC prepared the application for funds as required, including the designation of the eligible applicant as the Collaborative Applicant; and
- iii. The CoC designated a single HMIS for the CoC, and monitored reports of recipients and subrecipients; and
- iv. The Collaborative Applicant documents and collects evidence of use of planning funds for eligible costs and other grants management documentation; and
- v. The process for selecting a Board is reviewed at least every five years and the CoC has updated its Governance Charter annually.

## Article II. General Membership

**Section 1. Who is Eligible to Become a Member.** Each of the following types of entities is eligible to become a Member of the FMCoC if the entity's work is geographically connected to part or all of Fresno County and/or Madera County:

- Non-profit homeless assistance providers
- CoC and non-CoC funded Victim Service Providers (including agencies serving survivors of human trafficking, DV- Advocates)
- Faith-based organizations
- Local government agencies
- Local businesses
- Advocates
- Disability, Mental Health, and Substance Abuse Service Organizations and Advocates
- Public housing agencies
- CoC and non-CoC funded Youth Homeless Organizations, Advocates, and Youth Service Providers
- Local school districts, school administrators/Homeless Liaisons
- County Offices of Education Street Outreach teams
- Social service providers
- Mental health agencies
- Hospitals
- Universities
- Local jails
- Indian Tribes and Tribally Designated Housing Entities (Tribal Organizations)
- Affordable housing developers
- Law enforcement agencies and EMS/Crisis Response Teams
- Lesbian, Gay, Bisexual, Transgender Advocates and Service Organizations
- Organizations that serve veterans
- Agencies receiving local ESG funding
- CDBG/HOME/ESG Entitlement Jurisdiction
- A legitimate consortium recognized by the FMCoC Board as a formal organized group that is addressing homelessness in the region
- The FMCoC HMIS Lead agency, if not otherwise included above

In addition, a **person who is experiencing homeless or who was formerly homeless is eligible to become a Member of the FMCoC in their individual capacity**, even if they are not otherwise involved with an agency.

**Section 2. How to Become a Member.** An eligible entity or person may become a Member of the FMCoC by ~~attending one General Membership meeting, signing in, and then filling out a membership application at the end of that meeting~~ and paying financial dues. The Membership Application must include the name and contact information for the Voting ~~Representative Member~~ and for the Alternate ~~Representative Member~~ (if any). Members may not cast any votes and are bypassed for purposes of quorum until their ~~a~~Application has been reviewed and approved by the FMCoC Secretary and/or Treasurer. The Secretary and/or Treasurer will ordinarily approve or deny each application within three weeks of receiving it. The Secretary and/or Treasurer may ask to see proof of eligibility before enrolling a new Member.

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~~The FMCoC will publicly invite new Members to join the FMCoC at least once per year. The FMCoC encourages anyone in the community to apply to become a Member. The FMCoC welcomes a diverse population that includes consumers and community members to contribute to deliberations and decision-making. The FMCoC aims to include and engage a broad representation of abilities, ages, genders, racial, ethnic, cultural, and geographical backgrounds.~~

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**Section 3. Obligations of Membership.** To remain in good standing, each Member must pay annual dues, regularly attend meetings, and contribute to the work of the FMCoC, as set forth in more detail immediately below.

Dues must be paid in the amount and by the deadline set by the FMCoC Board of Directors. ~~Dues are determined by organization size, type of organization (including individual and government memberships), and annual budget.~~ The Board of Directors may approve hardship waivers and/or payment of in-kind dues for Members who may not have the ability to pay in cash. ~~A hardship waiver and/or request for payment of in-kind dues should be emailed to the Chair and Treasurer for consideration using the general FMCoC email address listed on the website. Special consideration for hardship waivers will be given to (i) Organizations led by and serving Black, Brown, Indigenous and other People of Color, (ii) Organizations led by and serving LGBTQ persons, (iii) Organizations led by and serving people with disabilities. Current or formerly homeless (within the past 7 years) individuals who may not have the ability to pay in cash for dues do not need to request a hardship waiver; they just need to indicate their homeless or formerly homeless status on the membership application.~~

Commented [MS9]: The 2021 NOFO made it clear that the CoC should prioritize engagement with these Organizations. This is HUD's exact language.

Commented [MS10]: Secretary will change application to reflect this once the Governance is approved.

During the first year in which a Member joins the FMCoC, that Member's dues will ~~ordinarily~~ be pro-rated based on the time of year when the Member joined. ~~Memberships expire December 31 of the current calendar year. Dues are prorated based on the following schedule for first time members:~~

~~January – March 31: 100% of fees~~

~~April – June 30: 75% of fees~~

~~July – September 30: 50% of fees~~

~~October – December 31: 25% fees~~

~~For example, a Member who joined in July would pay only half the amount of the annual dues. However, in subsequent years, or if a Member frequently leaves and re-joins the FMCoC, the Member's dues will not be pro-rated. For existing Members, each year the membership application must be received by the CoC Secretary and/or Treasurer by January 1 of the current membership year and all dues must be paid by March 1 of that same calendar year, unless a separate arrangement has been made with the Treasurer.~~

Commented [MS11]: Add to Governance Work Plan that the Treasurer/Secretary should complete the membership application for the following year in the fall and send it around by Nov. 1.

Each Member ~~or Alternate Member must~~ should not miss more than three (3) regularly scheduled FMCoC General Membership meetings in a calendar year, and must maintain current contact information on file with the FMCoC Secretary for their Voting ~~Representative Member~~ and Alternate ~~Representative Member~~ (if any). The ~~Board of Directors~~ Chair, Vice Chair, and

~~Secretary, by consensus, may excuse a Member's absence from a General Meeting if it determines that extreme circumstances prevented the Member from attending. When it's the Chair, Vice Chair, or Secretary requesting an excused absence then the Treasurer will be included in the determination. Requests for excused absences should be submitted to the Chair, Vice Chair, and Secretary in writing over email. A Member who does not meet these attendance criteria may be suspended or expelled from the FMCoC by majority vote of the Board of Directors.~~

In addition, each Member is expected to take on some share of the work of supporting the CoC. ~~To be considered in good standing, CoC-funded entities are required to participate in the Point-in-Time Count (PIT Count). Additionally, CoC members that are mandated to use the Coordinated Entry System by their funding source are required to send a representative to participate in the Coordinated Entry System Standing Committee meetings. Other ways Members can support the CoC~~ This could take the form of serving as a Director, serving on a Standing Committee ~~or Workgroup, leading a portion of the annual Point-in-Time Count,~~ advocating on behalf of CoC policies in state or local government, or conducting relevant trainings for the benefit of other agencies. A Member who has not performed any of these tasks in the past year may be asked by the Chair to assist with a specific task. Members who have not contributed to the work of the CoC may lose points in competitions for funding organized by the CoC. In extreme cases, a Member who repeatedly fails to assist with the work of the CoC after multiple opportunities and warnings may have their membership suspended by a majority vote of the Board of Directors.

**Section 4. Rights of Membership.** Members in good standing will be eligible to receive FMCoC participant letters confirming their role in the CoC-coordinated regional efforts, will be eligible to participate in CoC-facilitated trainings, will receive notices of CoC activities, may join the FMCoC listserv, may be eligible to apply for local, state, and federal ~~CoC~~ funding that is distributed through the CoC, and will be entitled to cast one vote per Member in General Membership meetings and elections.

To request a FMCoC participant letter, a CoC Member must submit a request for the letter to the CoC Secretary and Chair, no later than 5 business days before the signed letter is due back to the Member.

~~Members who are not in good standing may not vote and are not counted against the denominator of those who must vote to pass a measure.~~

~~If the Member in good standing is an agency, its votes will be cast by a~~ CoC Members will vote through their Voting Representative ~~Member~~, or, if the Voting ~~Representative~~ Member is not available, by one Alternate ~~Representative~~ Member. The Alternate ~~Member~~ Representative must be named, in writing to the CoC Secretary and Chair with a CC to the CoC's general email address listed on the website, 24 hours ~~3 business days~~ in advance of the start of any vote or meeting. If both ~~Representatives~~ Voting and Alternate Members of an agency are unavailable, then the ~~Member~~ agency may not vote at that meeting.

## **Section 5. Preparing Applications for Funds.**

**HUD CoC Funds:** The FMCoC shall design, operate, and follow a collaborative process for the development of a CoC application to HUD. The FMCoC designates the Housing Authority of the City of Fresno (the "FHA" or the "Collaborative Applicant") as the Collaborative Applicant to collect and combine the required application information from all applicants for HUD CoC funding. If the FHA is unable or unwilling to serve as the Collaborative Applicant, the FMCoC may choose to designate an alternative Collaborative Applicant for HUD CoC funding by formal General Membership majority vote.

**Other Funding:** the FMCoC designates the County of Fresno as the administrative entity to apply for, collect, receive, and distribute all grant funding that is allocated to the CoC, including but not limited to, HCD-granted ESG, Homeless Emergency Aid Program (HEAP), Homeless Housing Assistance and Prevention (HHAP), and any other relevant state or federal funding.

The FMCoC may choose to designate an alternative administrative entity for a specific grant program for a specific grant year by formal General Membership majority vote. However, if no such vote is taken, then the administrative entity for any homeless grant program that would normally be administered by the CoC is designated in advance as the County of Fresno. No specific vote is needed to authorize the County of Fresno to serve as an administrative entity for any grant of funding for homeless housing and/or services; all such grants within the FMCoC are presumed to be delegated to the County of Fresno unless and until the FMCoC explicitly specifies otherwise.

In the event that the FMCoC is likely to lose at least \$1 million in funding as a result of its inability to file grant applications using its standard procedures, the Chair or any three Directors acting together may declare a state of minor emergency. During a minor state of emergency, the Chair or any three Directors acting together may take all action on behalf of the FMCoC as if that action had been approved by both the full Board of Directors and the full General Membership, except that no amendments to this Governance Charter shall be made during any state of emergency and no minor state of emergency shall be extended beyond 15 days.

Commented [MS12]: Moving these designations into the Governance Charter so they are easier to track/point to when filling out grant applications.

**Section 65. General Membership Meetings.** The FMCoC General Membership typically meets once per month. The FMCoC Board of Directors will develop a 12-month calendar of regularly scheduled meeting dates, times, and locations, which will be distributed by the FMCoC Secretary using Facebook, the FMCoC website, the FMCoC listserv, and/or another form of social media at least one month in advance of the first meeting of the year. Meeting minutes, agendas, supporting documents, and any changes to the calendar will likewise be distributed to the Membership as soon as possible. General Membership meetings are open to the public.

Commented [MS13]: This "state of emergency" section was moved up from the end of the Charter.

The FMCoC Chair or their designee will preside over General Membership meetings. The FMCoC Secretary or the Chair's designee will call attendance at the beginning of each General Membership meeting. Voting Representatives/Members may answer "present" for their Member agency. Alternate Members/Representatives may not answer "present," but instead

must state their full name so that the Secretary can verify that meetings are being attended by the correct representatives.

~~**Section 6.— Quorum Does Not Apply.**—The concept of quorum does not apply to the General Membership at any of its meetings. Instead, 51 percent of the total non-conflicted Membership must attend and vote in favor of an item or a candidate. Members may attend general and special meetings by telephone, videoconference, or other electronic means and still be considered present, although there is no guarantee that such options will be offered at a regularly scheduled meeting. If an item allows voting by e-mail, then Members who submit an e-mail for a special vote are considered to be “present” for that vote. For example, if there are 40 total Members in good standing, of which 29 are non-conflicted Members in good standing, then 15 of those Members must appear and vote for an item at a meeting. Otherwise, the item or candidate cannot be passed.~~

**Section 7. Quorum.** A quorum of fifty percent plus one (50% + 1) Member of the CoC shall be present at any regular or specially scheduled meeting in order for the CoC to engage in formal decision making. CoC Members who are conflicted from voting on certain items still count towards quorum for the vote. A CoC General Member is conflicted from voting and should recuse themselves when:

- They have an issue-specific conflict of interest, including:
  - o Participation in Contracts: Participating in the selection, award, or administration of a contract for funds if a real or apparent conflict of interest would be involved. Such a conflict would arise when the CoC Member or their Agency (through employment, having an ownership interest in the agency, or having a services compensation relationship with the agency) has a financial or other interest in the individual or agency selected for the award (e.g., the Member’s agency is being recommended for funds).
- They have a general Conflict of Interest:
  - o A CoC Member or their Agency has a financial interest that compromises or could compromise the Member’s independence of judgment in exercising their responsibilities to the CoC.
- See Section 8: Conflicts of Interest below for additional information.

**Section 87. Special Meetings.** Special meetings of the General Membership shall be called upon the request of the Chair or one-third of the Members. Notices of special meetings shall be sent out by the Secretary to the Membership at least 24 hours in advance. Members may attend and record votes at special meetings by phone and/or videoconference. Members may also submit votes by e-mail on business raised at a special meeting if the votes are received by the Secretary within 48 hours after the close of the special meeting, or within such other reasonable time period as may be set by the Chair during the special meeting.

At all special meetings where any substantive matter is brought to a vote, the Chair shall arrange to either provide an option for voting by phone or videoconference, or an option for voting by e-mail, or both. If no such option is available, then the vote is not valid.



**Section 98. Voting.** Each ~~non-conflicted~~ Member ~~in good standing~~ receives one vote, and a simple majority vote of all votes cast is required for the Membership's business. A Member who abstains is not considered to have cast a vote.

## Article III. Board of Directors

### Section 1. List of Directors. The CoC shall establish a Board to act on behalf of the CoC.

The Board of Directors shall consist of 10, 11, or 12 Directors, as follows:

- Chair
- Immediate Past-Chair (if not otherwise a Director)
- Vice-Chair
- Secretary
- Treasurer
- Collaborative Applicant (if not otherwise a Director)
- A Regional Representative from the County of Fresno
- A Regional Representative from the County of Madera
- A Regional Representative from the city in the FMCoC's geographic area with the largest total population
- A Regional Representative from the city in the FMCoC's geographic area with the second largest total population
- ~~Two~~ One (1) Officers at Large
- One Officer at Large that is Homeless or Formally Homeless, at least one of which must be homeless or formerly homeless (preferably within the past 7 years).

The Immediate Past-Chair position is a non-voting, non-elected, advisory position with a maximum two-year term.

The four Regional Representative positions are held in an institutional capacity and are appointed by the jurisdictions; ~~if one of these Directors leaves their current employer, then the relevant jurisdiction shall promptly appoint a new Director, without the need for elections by the CoC. that Director's seat immediately becomes vacant, and a special election must be held at the earliest convenient opportunity to replace that Director.~~

The Homeless or Formally Homeless Officer at Large position is appointed by the FMCoC Lived Experience Advisory Board (LEAB), without the need for elections by the CoC.

The Collaborative Applicant position is appointed by the current Collaborative Applicant. If the person delegated by the Collaborative Applicant to serve as a Director leaves their current employer, then the Collaborative Applicant shall promptly appoint a new Director, without the need for elections.

All other Director positions are held in a personal capacity: if a Director leaves their current employer but is still able and willing to discharge all of their responsibilities, then the Director may optionally choose to become a Member of the CoC in their individual capacity and finish out their term and/or run for re-election. If the Director is unable or unwilling to complete their term, then they may resign, and a special election will be held at the earliest convenient opportunity. Director positions do not have Alternates.

No person or agency may hold more than one Directorship at a time, ~~except for periods of up to one hour to allow for a graceful transition during an election, so when a person or agency is elected to the Chair, Immediate Past Chair, Vice-Chair, Secretary, or Treasurer, then their other Directorship should remain vacant.~~

**Section 2. Term of Office.** An ordinary term of office for a Director lasts for approximately two (2) years. There is one general election each year. A Director will normally be installed at one election (e.g., April ~~2018~~2022), then hold their seat automatically during the second election (e.g., April ~~2019~~2023), and then either resign or stand for re-election during the third election (e.g., April ~~2020~~2024). There are no term limits; Directors may repeatedly seek re-election if they remain qualified.

If a Director takes office via special election ~~or by being appointed to represent the Collaborative Applicant~~, then the Director's term of office will be less than two years; their term shall run only until the next general election at which their position is scheduled to be voted on (see the below even/odd-numbered years schedule). At that general election, the Director may run for re-election as normal.

Upon the completion of the Chair's term, if the Chair is not re-elected to any other Directorship, then the Chair is entitled to automatically claim a Directorship as the Immediate Past Chair. The Immediate Past Chair is not an elected or voting position. The Immediate Past Chair will serve one full term of 2 years in an advisory capacity to provide continuity to the Board; ~~After the two-year term, which~~ the Immediate Past Chair must vacate their seat. If the Immediate Past Chair wishes to remain on the Board of Directors after their two-year term as Immediate Past Chair, they will need to run for and be elected to another office for which they qualify.

During even-numbered years (e.g. ~~2018, 2020, 2022, 2024, 2026~~), elections will be held for the Chair ~~and~~ Secretary, ~~and~~ Representatives. During odd-numbered years (e.g. ~~2019, 2021, 2023, 2025, 2027~~), elections will be held for the Vice-Chair, Treasurer, and Officers at Large. This schedule should be adhered to even if it causes some directors to serve a term that is unusually short or unusually long.

**Section 3. Qualifications for Office.** All Directors must be and remain members in good standing of the FMCoC in order to run for office or maintain their office. In addition, the Vice Chair must have been a member in good standing of the FMCoC for at least two years prior (in their individual capacity, regardless if they have switched agencies during that time) to their election or appointment as Vice Chair. The Chair must have either served as Vice Chair for any period of time, or must have previously served at least one full two-year term as a Director. These qualifications are tracked by the CoC Secretary and/or Treasurer and may be temporarily waived by a two-thirds vote of the General Membership, but only if they determine that there are no viable or willing candidates who meet the qualifications.

**Section 4. Scheduling Elections.** Each year, the Chair shall select a meeting of the General Membership at which to hold an election for the Board of Directors whose terms are

~~expiring. The meeting should take place on, by or before the April CoC General Membership meeting should take place between February 1<sup>st</sup> and May 31<sup>st</sup>.~~

At least 28 days in advance of the meeting, the Chair will announce the date of the election, announce which positions are available to be filled, and invite interested parties to submit applications, which shall be due by the close of business five business days before the elections.

At least 72 hours in advance of the meeting, the Secretary will distribute all valid applications that have been received to the General Membership for their review, and shall announce the correct date, time, and location of the meeting.

**Section 5. Method of Elections.** At the election meeting, there shall be an opportunity for discussion of all applicable candidacies. The current Chair has discretion to determine the length and format of this discussion. Following the discussion, all General Members in good standing (see Article II, Section 3: Obligations of Membership) may cast a vote by secret ballot. The votes shall be counted and the count should be confirmed by two different Directors before being announced. After all elections have been concluded, the newly elected directors will replace outgoing directors and immediately begin their term of service.

**Section 6. Filling Vacancies / Special Elections.** Ordinarily, if one or more Directors' seats become vacant for any reason, the Chair shall call a special election to fill those seat(s). The date, time, method, and location of the special election shall be publicly announced at least 72 hours in advance, each Member ~~in good standing~~ will be entitled to one equal vote, and the special elections shall be concluded not more than 60 days after the seat(s) become vacant. Subject to these requirements, the Chair may use any format or method for the special election.

If the Chair's seat becomes empty for any reason, then the Vice-Chair will automatically assume the Chair, and the Vice-Chair position will be considered vacant. The new Chair will then call a special election as described above.

If both the Chair and the Vice-Chair's seats become absent at the same time, then a majority of the remaining Board of Directors shall appoint a new Chair using whatever methods they deem best, and then the new Chair will call a special election as described above. The Vice-Chair position will remain vacant until the special election.

~~Finally, if the delegate of the Collaborative Applicant is no longer able or willing to fill that role, then there is no special election; instead, the Collaborative Applicant shall promptly appoint a replacement.~~

**Section 7. Board Meetings.** Ordinarily, meetings of the Board of Directors will be held on a monthly schedule published in advance, with agendas and any scheduling changes distributed to each Director via ~~any combination of mail, e-mail, fax, verbal notice, website posting, and/or social media~~. Special meetings of the Board may be called upon the request of the Chair or one-third of the current Directors. Notices of special meetings shall be sent in writing by the Secretary to the Board at least 24 hours in advance. Similarly, the Chair or one-

third of the current Directors may call for a special vote on specific topic(s), and may offer the option for votes to be tallied via e-mail. Special votes must be announced in writing by the Secretary to the Board at least 24 hours in advance of when the votes are due. Minutes and agendas from Board Meetings ~~are a matter of~~ will be made public record through postings on the CoC website, but to preserve the efficiency of the Board as a working body, Board Meetings are not ordinarily open to the public.

## **Section 8. Conflict of Interest and Recusal Process.**

Each Fresno Madera Continuum of Care (FMCoC) Board Director, Member, employee, agent or consultant is expected to uphold certain standards of performance and good conduct and to avoid real or apparent conflicts of interest.

A conflict of interest is a breach of an obligation that has the effect or intention of advancing one's own interest in away detrimental to the organization. Conflicts of interest, and even the appearance of a conflict of interest, must be avoided. Directors are to conduct themselves at all times with the highest ethical standards in a manner which will bear the closest scrutiny. Directors shall report possible conflicts of interest at such time as reasonably possible after the conflict arises and receive guidance from the Board on the issue, including, if necessary, recusal from participating in discussion or voting on a particular matter in which a conflict of interest exists. For any matter that involves a decision on funding for which a director is a recipient, that member must recuse him/herself.

In order to prevent a conflict of interest, a director, member, employee, agent or consultant of the Board may not:

- Participate in or influence discussions or decisions concerning the selection or award of a grant or other financial benefit to an organization that he/she has a financial or other interest in or represents, except for the Board itself
- Solicit and/or accept gifts or gratuities by anyone for their personal benefit in excess of minimal value
- Engage in any behavior demonstrating an actual conflict of interest or giving the appearance of any such conflict

Individuals with a conflict of interest will inform the Board of the conflict and excuse themselves from the meeting or deliberations during such discussions. The Board Chair or its administrative designee shall track which Board members have conflicts of interest and help to ensure such members do not participate in discussions or decisions in which the members have a conflict.

Each Board director, member, employee, agent or consultant must sign a *Code of Conduct and Conflict of Interest Policy Agreement* (found in the Written Standards, Appendix E) to demonstrate that the individual is aware of and agrees to abide by this policy. Any failure to adhere to the policy may result in disciplinary action. Disciplinary action may include, but is not limited to:

- Oral warning
- Written warning
- Suspension
- Termination

The Board must keep records showing compliance with code of conduct and conflict of interest requirements, including documentation of a signed policy acknowledgment by all Board members. The Board will maintain any records supporting exceptions to the conflicts of interest policy as required by 24 CFR part 578.95.

~~Each Director, including the Chair, and all persons acting on behalf of the Board of Directors, must take care to avoid acting while under a conflict of interest. All Directors must sign and adhere to the most recent FMCoC Conflict of Interest Statement. A conflict of interest always exists with respect to business that controls whether or how the CoC will distribute funding to a Director or a Director's employer. For purposes of this section, a government "employer" is considered to include the Director's immediate division or agency (e.g. Division of Housing and Community Development) but not the broader department (e.g. Department of Social Services) and not the entire government (e.g. City of Fresno).~~

~~Even where the above conditions are not triggered, a conflict of interest may exist if a Director or their agent has any financial, personal, or familial reason to favor or disfavor any entity whose business is before the Board.~~

~~When a Director has a conflict of interest, that Director must recuse themselves from all business that involves their conflict of interest. That means that they may not vote on the conflicting business, and may not influence discussions or resulting decisions involving conflicting business. To enforce this policy, any three other Directors may insist that a conflicted Director limit their speech on conflicting business and/or leave the meeting while conflicting business is being discussed.~~

~~If a decision must be made by the Board of Directors but all available Directors are conflicted, then by majority vote of all Directors present, the Board may select and appoint an independent panel to make a decision on behalf of the Board. Each time this occurs, the conflicts of interest, the membership of the panel, and the relevant decisions must be announced to the General Membership at the next regularly scheduled General Meeting. The FMCoC will strive to maintain enough non-conflicted Directors to avoid this situation.~~

~~**Section 9.— Quorum Does Not Apply.**—The concept of quorum does not apply to the Board of Directors. Instead, 51 percent of the *total* non-conflicted Board must attend and vote in favor of an item or a candidate. Directors may attend Board meetings by telephone, videoconference, or other electronic means and still be considered present. Directors who submit an e-mail for a special vote are considered to be "present" for that vote. For example, if there are 8 non-conflicted Directors, then 5 of those Directors must appear and vote for an item at a special meeting. Otherwise, the item or candidate cannot be passed.~~

**Section 9. Quorum:** A quorum of fifty percent plus one (50% + 1) member of the currently seated Board of Directors shall be present at any regular or specially scheduled meeting in order for the Board to engage in formal decision making. Board members who are conflicted from voting on certain items still count towards quorum for the vote.

**Section 10. Voting.** Each non-conflicted Director receives one vote, and a simple majority vote of all votes cast (51%) is required for the Board's business. A Director who abstains is not considered to have cast a vote.

**Section 11. Resignation, Termination, and Absences.** A Director may resign from the Board, effective immediately, by transmitting their resignation in writing to the Secretary ~~and~~ Chair. If a Director has missed more than three (3) regular meetings during the same calendar year, including any mix of General Membership meetings and/or Board of Director meetings, then the Secretary or Chair may announce this fact at any Board meeting. If the Director is present at that Board meeting, they may briefly reply to explain their absences. If the explanation is unsatisfactory, or if the Director is not present, then the Director's seat shall become vacant after a majority vote by the remaining non-conflicted Board members. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.

**Section 12. Duties of Specific Directors.** Directors shall fulfill responsibilities as set forth below:

- **The Chair:** the Chair shall convene and preside over meetings of both the Board of Directors and the General Membership.
- **The Vice-Chair:** the Vice-Chair shall maintain a list of the ~~membership, heads~~chairs, and meeting times of each Standing Committee and shall encourage each Standing Committee to meet on a regular basis. The Vice-Chair shall preside over meetings when the Chair ~~or the Chair's designee~~ is not available.
- **The Secretary:** the Secretary, ~~along with the Treasurer, shall maintain a list of the membership (including the members in good standing) and~~ shall be responsible for keeping records of actions of both the General Membership and the Board of Directors, including overseeing the taking of minutes, sending out meeting announcements, distributing copies of minutes and the agenda, and assuring that all records are maintained. ~~The Secretary manages the CoC Member application process, including assisting with approved Member excused absences.~~ The Secretary shall preside over meetings when neither the Chair nor the Vice-Chair is available.
- **The Treasurer:** the Treasurer, ~~along with the Secretary, shall maintain a list of the membership (including the members in good standing) and~~ shall arrange for the funds of the CoC to be securely deposited, shall prepare an annual budget, and shall make financial information available in response to all legitimate requests. ~~The Treasurer manages the CoC Member dues process with the Secretary.~~
- **The Collaborative Applicant:** the Collaborative Applicant shall be responsible for submitting the Consolidated Application for the CoC Program Competition; ~~planning and administering the biennial unsheltered Point-In-Time count and annual sheltered Point-In-Time count;~~ submitting the Point-In-Time count(s) and the Housing Inventory Chart to HUD in a timely manner; and submitting requests for technical assistance, if appropriate, to HUD or other technical assistance-granting agency. In general, the Collaborative Applicant shall perform these tasks with the approval of ~~both the Board of Directors and~~ the General Membership. However, if ~~one of these bodies~~ the General

Commented [MS14]: Is this still correct?

Membership has remained silent on a submission and that submission is due to HUD within 12 hours, then the Collaborative Applicant may make a submission to HUD without the approval of that body. ~~The Collaborative Applicant is currently designated as the Fresno Housing Authority. This designation may be changed by amending these Bylaws (see Article X).~~ Further details on the roles and responsibilities of the Collaborative Applicant are set forth in the General Policies and Procedures Written Standards, which are incorporated into ~~these Bylaws~~ this Governance Charter in so far as they set forth those roles and responsibilities.

Commented [MS15]: Added a broader designation above

- **The Immediate Past Chair:** The Immediate Past Chair shall provide continuity to the Board of Directors and shall assist the other Directors in carrying out their duties. The Immediate Past Chair is an advisory position and does not vote.
- **The Officers at Large:** The Officers at Large shall assist the other Directors in carrying out their duties.
- **The Regional Representatives:** The Representatives shall assist with the Point-in-Time Count for their region and shall assist the other Directors in carrying out their duties. The Representatives will also communicate the views of the CoC to their respective jurisdictions, advocate for the CoC's policies on homelessness, and keep the CoC informed about developments in their jurisdictions that affect homeless programs.

If one or more of these duties shall be assigned to any employee or contractor who may be hired by the FMCoC, then the Director who is responsible for those duties shall instead be responsible for communicating with the employee or contractor and ensuring that the employee or contractor performs those duties satisfactorily.

## Article IV. Committees

**Section 1. Delegation of Authority to Standing Committees.** A Standing Committee must have a fixed topic, a fixed meeting schedule, a fixed membership, and must be chaired or co-chaired by a Member of the CoC. Standing committees shall be reviewed as part of the annual review of the Governance Charter. The General Membership and/or the Board of Directors, by formal motion, may delegate some or all of their authority by creating Standing Committees. The motion that delegates the authority must clearly specify what the Committee is responsible for, ~~who will serve as the Head of the Committee, and how often the Committee should meet.~~ A Committee that has received a grant of authority may conduct business within its scope without the need for approval of the delegating body. For example, if the General Membership delegates authority over all Coordinated Entry matters to the Coordinated Entry Committee, then the Coordinated Entry Committee can revise its policies and procedures or draft a participation agreement without seeking further approval from the General Membership. Standing Committees may have their own Bylaws and will elect their own Chairs (and other Officer positions, as described in the Committee Bylaws). The Committees will also set their own meeting schedule and Officer terms, but if they do not, Committee Chairs and Officers should be elected for two-year terms.



**Section 2. ~~Business of Standing Committees.~~** ~~Standing Committees of the CoC shall follow the same general protocol that applies to the General Membership, i.e., majority quorum, majority voting, public meetings, and so on, except that only members of the relevant Standing Committee shall have a right to vote and make motions at Committee Meetings.~~

**Section 23. Membership of Standing Committees.** Committee Chairs will work with the CoC membership to recruit a minimum of 3 and a maximum of 15 Fixed Committee Members (“Fixed Members”) who will attend meetings regularly, count for quorum purposes, and vote (either on recommendations to be made to the CoC or for decision-making, depending on the grant of authority of the Committee from the CoC). Committees will be open to all who are interested in attending.

Commented [MS16]: Existing Committee Bylaws should be updated to reflect Fixed Membership requirements.

**Fixed Members:**

- To be in good standing and considered part of the Fixed Membership of a Committee, a Fixed Member must attend at least 75% of regularly scheduled Committee meetings within the past 12 months, unless the Committee’s Bylaws have different requirements.
- Fixed Members (other than for the FMCoC LEAB) are also required to be FMCoC Members in good standing.
- There may only be one Fixed Member per agency on each Standing Committee.
- The Committee Chair and any other Committee Officers count towards the Fixed Membership.
- Each Committee must have at least one FMCoC Board of Director as either a Committee Officer or Fixed Member.
- Fixed Members will be accepted onto the Committee on an ongoing basis throughout the year, up to the maximum of 15 members per Committee or using any other election process outlined in the Committee’s bylaws.

A motion that creates a Standing Committee may specify how the members of the Standing Committee will be chosen. If it does not do so, then the Head of the Committee shall select people to serve on the Committee so that the Committee has between three (3) and nine (9) members, including the Head. Committee Members are encouraged but not required to be FMCoC Members. Once a Committee has been formed, the Committee may regulate its own membership by majority vote of all current Committee Members.

**Section 3. Standing Committee Meeting Procedures.** Other than for the FMCoC LEAB, Standing Committee meetings are open to the public. Committee Chairs will make agendas available to the Fixed Members and post the agenda publicly on the CoC website at least 72 hours in advance of the Standing Committee meeting. Chairs will provide meeting summaries to Fixed Members within two weeks of the Standing Committee meeting and will post meeting summaries on the CoC website. A quorum of fifty percent plus one member (50% + 1) of the Fixed Membership of the Standing Committee shall be present at any meeting in order for the Committee to engage in formal recommendation or decision-making.

Commented [MS17]: Work Plan: Make a specific presentation/guide for Committees to give to their membership before selecting Fixed Members, etc.

Commented [MS18]: Work Plan: Make sure there is a section on the website for this – give Leticia the name of the Chairs and Co-Chairs and give her approval to upload agendas and meeting summaries. Meeting schedule should also be posted on the CoC website. Charter and P&P in the same area.

**Section 4. Standing Committee Officer or Chair Responsibilities.** The Officers or Chair is responsible for:

- Coordinating and leading Committee meetings, including roll call of Fixed Members for votes;
- Conducting outreach to the CoC Board, General Membership and those with lived experience to create a Fixed Membership;
- Making Committee recommendations to the CoC Board and General Membership;
- Tracking or delegating tracking of Fixed Member attendance, active participation and ensuring a quorum of Fixed Members is obtained for each Committee meeting;
- Scheduling and sending an annual meeting calendar to Fixed Members and for posting it on the CoC website.
- Providing written agendas in advance to Fixed Members and for posting them on the CoC website.
- Sending meeting summaries to Fixed Members and for posting them on the CoC website.
- Providing regular written or oral reports, as requested, to the CoC Board and/or General Membership.

**Section 54. Modifying a Committee’s Authority.** By simple majority vote, the General Membership and/or the Board of Directors may edit or recall part or all of the authority that they have granted to a Standing Committee at any time and for any reason. Similarly, a simple majority vote of the General Membership and the Board of Directors may overrule or cancel any action taken by a Committee.

**Section 65. Ad Hoc Committees.** Groups of FMCoC Members, Directors, and/or the general public may be gathered from time to time to consider various policies, make recommendations, or otherwise further the work of the FMCoC. These groups may be referred to as ~~committees~~, subcommittees, and/or ad hoc workgroups, and will be convened and dissolved as necessary (e.g., for the Point In Time Count, Governance Workgroup, Lived Experience Advisory Board, etc.). These groups are not Standing Committees and do not have any authority beyond their persuasive power. These groups do not have to follow the procedures and requirements for Standing Committees.

**Section 6. Examples of Standing Committees.** The FMCoC may wish to create Standing Committees on Finance, Evaluation, HMIS, and Coordinated Entry.

**Article V. ~~Operations~~ Local Policies**

**Section 1. ~~Order of Priority.~~** ~~The Fresno / Madera Continuum of Care adopts the order of priority in HUD Notice CPD 16-11: Prioritizing Persons Experiencing Chronic Homelessness and Other Vulnerable Homeless Persons in Permanent Supportive Housing.~~

Commented [MS19]: Most of the below sections are required to be in the Governance Charter, so limited edits/deletions are possible.

Commented [MS20]: This is in the Written Standards and is not required to be in the Governance Charter- removed to avoid duplication

The full notice is available at: <https://www.hudexchange.info/resources/documents/notice-cpd-16-11-prioritizing-persons-experiencing-chronic-homelessness-and-other-vulnerable-homeless-persons-in-psh.pdf>

As a result of adopting Notice CPD 16-11, all PSH projects funded by the Fresno / Madera CoC that have dedicated or prioritized any beds for the use of people experiencing chronic homelessness will assign those beds based on (a) the length of time in which an individual or family has been homeless, and (b) the severity of the individual or family's service needs. Likewise, all Fresno / Madera CoC funded PSH beds that are not dedicated or prioritized for use by people experiencing chronic homelessness will, whenever it is possible to do so in a manner consistent with current grant agreements, assign beds according to the following priority scheme:

1. First Priority: Households with a Disability, Long Periods of Episodic Homelessness, and Severe Service Needs
2. Second Priority: Households with a Disability and Severe Service Needs
3. Third Priority: Households with a Disability coming from Places Not Meant for Human Habitation, Safe Havens, or Emergency Shelters
4. Fourth Priority: Households with a Disability coming from Transitional Housing.

The assignments and priorities discussed above are mandatory for all CoC funded PSH beds and will be made in collaboration with the Fresno Madera Continuum of Care's Coordinated Entry System, which will take the above priorities into account when making referrals and conducting case conferences. In some cases, the specific manner in which the Coordinated Entry System will take these priorities into account will include use of the VI-SPDAT, which collects information about the severity of a client's service needs and the amount of time for which a client has been homeless.

**Section 2. — Homeless Management Information System (HMIS).** The Fresno / Madera Continuum of Care must designate a single HMIS for FMCoC and an eligible applicant to serve as the CoC's HMIS lead agency. The FMCoC must also:

- Review, revise, and approve a CoC HMIS data privacy plan, data security plan, and data quality plan
- Ensure that the HMIS is administered in compliance with HUD requirements
- Ensure consistent participation by HUD Homeless Assistance Grants projects in the HMIS, and actively encourage non HUD funded programs to participate
- Ensure compliance with VAWA and required HMIS parallel data collection by domestic violence providers maintain appropriate, isolated data, and report congregate information as required and allowed within law.

The FMCoC is expected to establish a Standing Committee on HMIS. This Committee will be responsible for management of data collected and/or published by the FMCoC, the tracking of

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~~subpopulations as listed in Article III, Section 4, and the assessment of member agencies participation. This committee is also responsible for establishing the Regional CoC data collection policies and procedures, as applies to the HMIS, and conducting an annual review and update of (as applicable): the HMIS Governance Charter between the FMCoC and the HMIS Lead; the Standard Operating Procedure HMIS Data Quality Monitoring, which incorporate Privacy, Security, and Data Quality Plans; and the HMIS Policies & Procedures Manual(s), for compliance with HUD requirements and consistency with current HUD and FMCoC goals. The HMIS Lead shall work closely with the HMIS Committee to maintain and operate the FMCoC's HMIS, submit HMIS-generated reports to HUD such as the AHAR, and otherwise ensure that the HMIS is administered in compliance with all HUD requirements.~~

~~The FMCoC has designated the Fresno Housing Authority as its HMIS Lead. The FMCoC and the Fresno Housing Authority signed a Memorandum of Understanding (MoU) in 2008, setting forth the respective roles and responsibilities of each party in operating an HMIS that complies with all HUD regulations, and that MoU remains in effect to this day and is incorporated by reference into these bylaws.~~

**Section 13. Education Policies.** All CoC and ESG projects assisting households with children or unaccompanied youth must comply with the requirements of CoC Program Interim Rule 24 CFR §578.23 including ensuring that individuals and families who become or remain homeless are informed of their eligibility for McKinney-Vento educational services. All CoC- and ESG-funded programs are expected to coordinate with local education authorities and school districts to ensure all children are enrolled in early childhood programs or in school and connected to appropriate educational services in the community and so that children and families at risk of homelessness may be connected to appropriate intervention. Each such program should keep a brief record of its annual efforts to coordinate with local education authorities, for example, calls or e-mails sent to educational officials, meetings attended, invitations sent, and so on. A short bulleted list would be sufficient.

**Section 24. Family Intake and Separation Policies.** CoC- and ESG-funded programs may not deny admission to any household on the basis that there is a child under the age of 18, deny admission to any member of the family, or otherwise separate family members, except that projects that serve a limited demographic approved by HUD or HCD will not be required to expand their client base as a result of this policy.

**Section 53. Unaccompanied and Parenting Youth.** In compliance with orders of priority for ESG-funded and CoC-funded housing and services, and using an assessment protocol, the CoC will prioritize housing and services for unaccompanied youth under age 18 and 18 to 24 based on factors such as vulnerability to victimization, length of time homeless, severity of service needs, high risk of continued trauma or harm, unsheltered homelessness history, and lack of access to family and community support networks. Unaccompanied youth under age 18 may be referred to the local child welfare agency; youth over age 18 will be referred to local youth housing/services providers and also will have access to the full range of CoC/ESG resources for which they are eligible.

**Section 64. Domestic Violence Survivors.** The privacy and safety of families and individuals fleeing domestic violence situations is of utmost concern to the FMCoC. As such, all efforts shall be made to ensure protection of the privacy and safety of domestic violence survivors. The FMCoC will comply with all requirements imposed by the Violence Against Women Act and will maintain a CoC-wide Emergency Transfer Plan that allows tenants who are victims of domestic violence, dating violence, sexual assault, or stalking, as provided in HUD's regulations at 24 CFR Part 5, Subpart L, 24 CFR 5.2005, and 24 CFR 578.99(j)(6)) to request and receive emergency transfers at the highest priority level in order to protect their safety. All recipients of CoC or ESG funding are likewise required to establish and maintain emergency transfer plans.

~~**Section 7. Coordinated Entry Policies.** The CoC has established a Coordinated Entry System in compliance with HCD ESG regulations, 25 CCR 8409; HUD Coordinated Entry Notices CPD-17-01 and CPD-16-11; VAWA Reauthorization Act of 2013; and the CoC Program Interim Rule, 24 CFR Part 578. All CoC and ESG funded programs are committed to implementing this system. The Coordinated Entry System promotes comprehensive and coordinated access to assistance regardless of where an individual or family is located in the CoC service area, and uses the VI-SPDAT, a standardized assessment tool that ensures that the community prioritizes assistance for people with the most urgent and severe needs and to those who have been homeless for the longest period of time.~~

Commented [MS22]: Moved up

**Section 85. Participation in HMIS.** All CoC- and ESG- funded projects must ensure that data on all persons served and all activities provided under these federally funded programs are entered into the HMIS, in accordance with HUD's standards on participation, data collection, and reporting under a local HMIS. Victim service providers may use a comparable database, independent from the HMIS. All CoC- and ESG-funded projects must comply with the requirements in the Fresno-Madera CoC HMIS Policies and Procedures Manual.

**Section 96. Housing First.** All CoC, ~~and ESG, and State of California~~-funded programs are committed to adopting a Housing First approach and reducing barriers for accessing their services.

**Section 107. Discharge Policies.** The FMCoC shall use all available resources and any leverage it may have with community partners to ensure that individuals discharged from the foster care system, the health care system, the mental health system, and the corrections system are not discharged into homelessness. The FMCoC will coordinate with state and local discharge planning efforts.

**Section 118. CoC-Wide Anti-Discrimination Policy.** The Fresno / Madera Continuum of Care, the agencies funded by the CoC and/or ESG, the CoC's Coordinated Entry system, and their staff, volunteers, and interns are all committed to complying with all requirements regarding the HUD Equal Access Rule and all other all federal, state and local non-discrimination and privacy laws. CoC and ESG-funded providers shall not discriminate on the basis of any

protected characteristic, including race, color, national origin, religion, sex, familial status, disability, or age. CoC-funded housing shall be made available to all otherwise eligible individuals regardless of actual or perceived sexual orientation, gender identity, or marital status.

## Article VI. Emergencies

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**Section 1.** In the event of a serious emergency, such as an earthquake, tsunami, flood, fire, mass violence, or similar problem that substantially interferes with the FMCoC's ability to conduct organized meetings, the Chair or any three Directors acting together may declare a state of major emergency. The state of emergency will continue until it is repealed by the person(s) who declared it, or until it is repealed by a majority vote of the General Membership, or until six months have elapsed, whichever comes first.

**Section 2.** In the event that the FMCoC is likely to lose at least \$1 million in funding as a result of its inability to file grant applications using its standard procedures, the Chair or any three Directors acting together may declare a state of minor emergency, which shall last for 15 days. After those 15 days, the person(s) who declared the minor emergency shall immediately resign their Directorship(s), and shall not hold any Director positions for the next three years.

Commented [MS24]: All minor Emergency language moved up under "Application for Funds" section

**Section 3.** During a major or minor state of emergency, the Chair or any three Directors acting together may take all action on behalf of the FMCoC as if that action had been approved by both the full Board of Directors and the full General Membership, except that no amendments to these Bylaws shall be made during any state of emergency, no major state of emergency shall be extended beyond six months, and no minor state of emergency shall be extended beyond 15 days.

## Article VII. Amendments

**Section 1.** ~~These bylaws~~This Governance Charter may be amended when necessary by the approval of ~~both the Board of Directors and~~ the General Membership after review by the Board of Directors and the Governance Workgroup. The topic and general substance of any proposed amendment must be provided to the Secretary at least 10 days in advance of any meeting at which the amendment will be considered.

**Section 2.** The General Membership shall review these ~~Bylaws~~this Governance Charter at least annually and shall be encouraged to make any necessary updates at that time.

## Article VIII. Applicability

**Section 1.** All rules and requirements that apply to CoC-funded programs apply with equal force to any programs receiving any ESG funding in association with the geographic area of the Fresno-Madera Continuum of Care.

**Section 2.** If there is any conflict between applicable Federal and/or State statutes, rules or regulations and ~~these bylaws~~this Governance Charter, such statute, rule or regulation will

prevail. If any provision of ~~these bylaws~~this Governance Charter is held invalid, the remainder of ~~these bylaws~~this Governance Charter will not be affected thereby.

## CERTIFICATE OF ADOPTION

### Certificate by Secretary

I DO HEREBY CERTIFY:

That I am duly elected, qualified, and acting Secretary of the above organization; that the foregoing ~~bylaws~~Governance Charter, comprising of ~~fifteen (15)~~ pages, the ~~bylaws~~Governance Charter of said organization duly adopted at a meeting of the board and general membership thereof held on the 12<sup>th</sup> day of December, 2019.

Commented [MS25]: Add once document is final

***Signed and Approved on***

*Heidi Crabtree*

FMCoC Secretary

~~12/12/2019~~