

CoC Bylaws Adopted: 7-22. Updated 1-23

## **Article I: Name**

The name of this organization shall be the Continuum of Care for Kane County, (herein known as "Continuum").

## **Article II: Purpose**

The purpose of the Continuum is to develop and support effective strategies to end homelessness in Kane County and the portions of Elgin and Aurora that extend into other counties, and to promote affordable housing options with integrated support services for Kane County residents faced with homelessness.

## **Article III: Membership of the Continuum**

### **A. General Membership**

The Continuum General Membership shall consist of two categories of members:

- 1) Organizational Members including representatives from government entities, elected officials, non-profit organizations, financial institutions, businesses, housing developers, faith-based organizations, health care providers, neighborhood associations, educators, and
- 2) Individual Members including persons who may be homeless, persons who formerly were homeless, or other interested individuals. Individuals may comprise up to 10% of the total General Membership.

Continuum General Membership is limited to:

- Agencies or individuals residing and/or doing business in Kane County or providing services for Kane County residents.
- Agencies with a demonstrated interest in ending homelessness

The CoC board will review applications for membership and approve new members to the Continuum. The decision can be appealed in writing by the applying agency. Appeals should be submitted in writing to the CoC Board.

### **B. Rights and Responsibilities**

#### ONE VOTE PER MEMBER

Each Member is afforded one full vote on any decision put to a vote. An Organizational Member's voting representative and alternate shall be designated in the agency's application. Organizational

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Members may designate different voting Members to serve on Continuum Committees. Changes of voting members must be submitted in writing to the COC Board of the Continuum.

#### CONFLICTS OF INTEREST

All voting Members of the Continuum and those who sit on any of its committees are required to make known any real or perceived conflicts of interest regarding any matter before the Continuum or the committees on which they serve. Members are prohibited from voting or discussing matters pertaining to allocation of funds to any and all organizations that they represent, are employed by or on whose Board of Directors they serve. Members are required to recuse themselves from any meetings or portions of meetings, in which the nature of the business constitutes a conflict of interest for the member. These conflicts may include but are not limited to funding application reviews, funding recommendations, and ranking. Recusal requires that the member must be entirely absent from the meeting or the portion thereof during which there may be a conflict of interest. Following recusal, if the number of remaining voting Members falls below a quorum, there must be at least three remaining voting Members to take action.

Should there be less than three voting Members the matter must be forwarded to the COC Board for consideration. To further avoid any appearance of conflict of interest, voting Members with conflicts, at the discretion of the Committee Chairs, may be asked to refrain from participating in discussion that involve voting or ranking.

Additionally, the following will be required for all board members:

- All board members must complete an ethics training to be renewed at the start of a new term.
- All members are required to adhere to the Kane County Code of Ethics
- Sign annual conflict of interest statement

#### ACTIVE PARTICIPATION

Continuum Membership is contingent upon active participation. Membership will be voided due to lack of participation and lack of attendance. The COC Board has the authority to void the membership due to lack of participation. In order to apply for any funding that the CoC administers or provides recommendations for, a member agency or individual must have attended 75% of the General Membership meetings held in the 12-month period preceding the deadline for submission of the application for funding.

If any representative on any committees attend less than 25% of the committee meetings, the CoC board will notify their agency and request an explanation for the lack of attendance. Pending board review and approval, a representative may be removed from a committee due to lack of attendance.

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#### **Article IV: Organizational Structure**

The general management of the Continuum is exercised by the designated Lead Organization as indicated in official documents submitted to HUD by the COC Board. Decisions pertaining to the management and administrative functions of the Continuum including staffing and contracting for consulting services shall be made by the designated representative of the Lead Organization, with review and oversight by the COC Board.

##### **A. Committees**

The Continuum consists of five standing committees:

- 1) COC Board
- 2) General Membership
- 3) Homeless Management Information System (HMIS) and Data Committee
- 4) Appeals Committee

Each Committee may establish, as needed, working sub-committees to conduct specific tasks of the committee.

The purpose and responsibilities of each committee shall be as follows:

##### **1) COC Board:**

The COC Board functions as the leadership body of the Continuum.

The COC Board oversees the Continuum, coordinates the implementation of the Plan to End Homelessness, coordinates the development of homeless services, and establishes the policies and procedures of the Continuum.

The CoC Board is responsible for establishing ad-hoc committees for special tasks and providing direction and approval to each Committee's tasks and activities. The CoC Board approves new Members of the Continuum and its Committees.

The CoC Board provides ongoing assessment of homeless needs and resources in order to determine the most current gaps between the existing services and the highest service needs; to set priorities for filling gaps in homeless services; to develop and implement procedures for conducting the annual homeless housing and services inventory and the count of unsheltered and sheltered homeless persons; to coordinate information with other human service and housing needs assessments; to support the full implementation of the HMIS system as an effective resource for accurate point in time needs assessment data; and providing monitoring of all HUD-funded projects including ESG grants.



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On behalf of the Continuum, the COC Board is authorized to make all final decisions pertaining to pursuit, contract, and allocation of funds; and the designation of the Lead Organization. The COC Board manages Continuum-wide communications, including full membership meetings.

### **CoC Board Composition**

The COC Board will be made up of up to 17 members, not to be less than 13. Its membership shall be represented by agencies that fall into the following categories of service providers: city/council staff familiar with HUD, emergency shelter agencies, homeless prevention agencies, mental health and substance abuse services, McKinney-Vento education services, homeless youth services, services for veterans, legal or financial services to homeless person, and a homeless or formally homeless individual. One board member may represent more than one homeless subpopulation interest. These subpopulations will be represented by board members to the extent that someone is available and willing to serve on the board. Only one representative per agency may serve on the Board at one time. Board members will represent an agency. Agencies may appoint new representation should the elected representative of the agency leave.

Board Members will be director level positions at their agency.

To qualify for a seat, one of any agency's primary functions must be in line with the seat they are applying for.

The Continuum of Care will prefer, but will not require, representation from the agencies outlined in the chart below.

<b>Preferred Board Composition</b>	
<b>Permanent</b>	<b>Elected (3 year terms)</b>
Kane County	Emergency Shelter Services
City of Aurora	Homeless Prevention Services
City of Elgin	Domestic Violence Services
McKinney Vento	Rapid Rehousing Services
Person with Lived Experience (Required)	Mental Health Services
	Substance Abuse Services
	Veteran's Services
	Legal Services
	Youth Services

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	Disability Services
	Community Stakeholder
	Community Stakeholder
*Community Stakeholders can be philanthropic organizations, Housing Authorities, Hospitals, Faith Based organizations, or other relevant stakeholders*.	

### **Board Elections/Appointments**

The general membership will vote on new members in an election.

Under the oversight of the CoC Board, staff will be responsible for development and coordination of elections. The General Membership is to be given at least two weeks' notice prior to the nomination/volunteer deadline. An additional two-week notice will be given for the election date. Interested applicants may be nominated by any member of the general membership or volunteer themselves for a vacancy.

If an agency's designated representative leaves the organization, the agency will be offered the opportunity to replace their representative before the seat becomes available for election. The new representative will complete the remainder of the term.

Elections for vacancies and expiring terms will be held in November.

If board membership falls below 13 there will be a special election to fill vacancies. Staff will be responsible for coordinating the election.

The Chair of the CoC is responsible for appointing a committee chair to each committee.

The process shall be reviewed every five years at a minimum.

### **Term Limits**

The following seats are permanently dedicated to encourage interagency coordination:

- Kane County
- City of Aurora
- City of Elgin
- Regional Office of Education (McKinney Vento)
- Person with Lived Experience

All other board members shall serve a three-year term which will be renewable for an additional three-year term for a maximum of six consecutive years before rotating off for at least one year. These limits do not include time served by board members who filled short term vacancies or partial terms.

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Members elected in a special election where the term was less than 50% complete will count as a full term. Board members elected in a special election where the term was more than 50% complete will be eligible for one additional consecutive term.

Implementation: newly elected board members will draw lots for 1, 2, or 3-year terms. The first term, regardless of length, will count as one term. Upon the completion of that term, the agency will then be eligible for a full 3-year term.

These term limits do not apply to an agency who is pursuing a different seat.

### **CoC Board Member Term Start and End Date**

Continuum of Care Board Members will be elected to the CoC Board at the November General Membership meeting. Terms will coincide with the calendar year. The term will begin in January of the following year and will conclude in December three years later (unless the term length is 1, or 2 years during implementation).

Example:

Board member A is elected in November of 2022 for a 3-year term. Their term will begin January of 2023 and conclude December of 2025.

Board member B is elected in November of 2022 for a 2-year term. Their term will begin January of 2023 and conclude December of 2024.

Board member C is elected in November of 2022 for a 1-year term. Their term will begin January of 2023 and conclude December of 2023.

### **Removal/Resignation**

Removal: Members of the Board may remove a Board member who is absent for three regularly scheduled meetings in any twelve-month period. Unexcused absence from special meetings will generally not be considered in this calculation but may be included as appropriate.

Board members may also be removed by a 3/4 vote of the Board then-seated for cause including but not limited to:

- Failure to perform Board duties
- Failure to comply with the Charter, Bylaws, and/or applicable policies
- Engaging in conduct that constitutes a conflict of interest
- Engaging in behavior that causes harm to the reputation of the Continuum
- Excessive unexcused absences at regularly scheduled meetings (more than 3)

Prior to a motion for removal of a board member, the CoC Board Chairperson must provide written notice and hold consultation with the board member in question.

Such seats will then be filled through the process described above under vacancies.

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**Resignation:** Unless otherwise provided by written agreement, any member of the Board may resign at any time by giving written notice to the Chair. Any such resignations will take effect at the time specified within the written notice or if the time be not specified therein upon its acceptance by the Board.

### **Chair and Vice Chair**

#### **CoC Board Chair**

The Chair of the CoC board shall be chosen by its membership and Chairs shall serve three-year terms. The Chair can serve two consecutive terms and then must rotate for at least one term. Any member of the board may volunteer or be nominated to be Chair. The Chair shall be responsible for presiding at all meetings. The Chair is responsible for ensuring accurate minutes are recorded of all meetings and submitted to the COC Board or their designee, and that the work and recommendations of the Committee are appropriately communicated to the COC Board of the Continuum. A Chair may be removed by a 3/4 vote of the COC Board if it is deemed to be in the best interests of the Continuum. The board Chair will also be responsible for signing funding packets and applications that are submitted on behalf of the CoC. The Board chair will also be responsible for signing MOU's and other program administration documents. If the Chair is unavailable, the Vice Chair may sign documents in their stead.

#### **CoC Vice Chair**

Each Committee will select a Vice-Chair to serve in the absence of the Committee Chair at meetings. If there is a resignation or removal of the Chair, the Vice- Chair will assume the Chair Committee position for the remainder of that term and be eligible for election after the term has been completed. The Vice Chair can be removed by a majority vote of ¾ members.

The Vice Chair will assume the responsibilities of the chair in their absence. The Vice Chair will chair the HMIS & Data Committee.

### **Election of Board Officers (Chair and Vice Chair)**

Board officers will be elected not less often than every 3 years. When a chair or vice chair leaves the board, there will be a special election to replace them. Officers will be elected at the first business meeting of every year. Election will take place every 3 years or when the seat becomes vacant.

### **E-mail Voting**

On rare occasions, matters may arise that necessitate a speedy vote or do not require a full meeting for review. During those instances, e-mail voting will be permitted with the expressed permission of the board chair. ¾ of members must respond to the email indicating their vote for the vote to be considered legitimate. Members should respond to the CoC staff and CC the board chair when voting over email. CoC staff will save the emails as files for record keeping.

### **Meetings/Attendance**

The board will meet at least once quarterly. Regular attendance by all board members is expected. Absences should be communicated to CoC staff prior to the meeting.

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Special meetings may be called by staff or the board chair.

Board members can also call for a special meeting. To do so,  $\frac{3}{4}$  of members may request the board chair call a meeting. Members who wish to call a special meeting must submit a written notice containing the date, time, and purpose of the meeting to CoC Staff and the CoC board chair. Written notice must be signed by  $\frac{3}{4}$  of the members. Written or electronic signatures will be accepted.

### **Staff Permissions**

**CoC staff may only adjust applicant budgets when the circumstances meet the following criteria:**

- A budget adjustment is directly requested by the funder
- There is insufficient time to call a board meeting as determined by the CoC Board Chairperson.
- The CoC board chair has been notified and is in agreement with the changes proposed by staff
- The adjusted amount does not exceed 10% of the amount awarded to the Continuum.  
Adjustments may be made to the Consolidated funding plan or agency application.
- All board members and applicants have been notified via email of all budget adjustments.

**2) General Membership:** This committee reviews policy, operations, grant submissions and their associated documents, forms and provides guidance to appropriate members on improving projects or programs. General membership is key in determining methods in which to go about preventing and ending homelessness. This committee meets quarterly.

**3) Homeless Management Information System (HMIS) and Data Committee:** The role of the HMIS Users Group is to develop, maintain, and update the homeless information system including the development and implementation of data protocols, reporting, policies, and problem solving measures. The Committee also provides support to agency users. Committee membership is comprised from the Continuum's General Membership and the HMIS lead agency.

**4) Appeals Committee:** The role of the Appeals Committee is to resolve any decisions made by the Continuum or any of its committees following a written request for an appeal. The Appeals Committee consists of three Organizational Members elected by General Members annually that are not Members of the COC Board and hold one-year terms.



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#### **B. Committee Chairs**

The Chair of each committee shall be chosen by its membership and Chairs shall serve three-year terms with no limit on re-election. Any member of the Continuum may apply to be Chair of a committee. The Chair of each committee shall be responsible for presiding at all meetings of his/her committee. The Chair is responsible for ensuring accurate minutes are recorded of all meetings and submitted to the COC Board or their designee, and that the work and recommendations of the Committee are appropriately communicated to the COC Board of the Continuum. A Chair may be removed by a 3/4 vote of the COC Board if it is deemed to be in the best interests of the Continuum.

#### **C. Committee Vice-Chairs**

Each Committee will select a Vice-Chair to serve in the absence of the Committee Chair at meetings. If there is a resignation of the Chair, the Vice-Chair will assume the Chair Committee position for the remainder of that term.

At the next regular committee meeting an election will be held within the committee to select a new Vice-Chair. Vice-Chairs terms will be for three years with no limits on re-election.

#### **Article V: Continuum and Committee Meetings**

General Membership and all Committees shall, at a minimum, hold quarterly meetings each calendar year. Attendance and minutes are recorded for all meetings and are the responsibility of the committee Chair. All committee meetings are open to the general membership for attendance. An annual Continuum calendar of all meetings will be completed each November and distributed to all members of the Continuum. It is also available on the Continuum website.

#### **Article VI: Meeting Notice and Agenda**

Not less than forty-eight hours or (2) days advance notice of general meetings shall be given to all relevant members. The notice will be provided electronically by the designee of the COC Board. Such notices shall contain the time, place, proposed agenda of the meeting, and any pertinent supporting materials.

Not less than twenty-four hours or (1) day advance notice of any committee meetings shall be given to all members. The notice will be provided electronically by the designee of each committee. Such notices shall contain the time, place, proposed agenda and any pertinent supporting materials. All committees will have the option of meeting and voting electronically.

#### **Article VII: Conduct of Meetings**



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Parliamentary discretion for the conduct of meetings shall be vested in the Chair. Meeting procedures shall provide an opportunity for all to be heard on any given issue and for the efficient conduct of business. All Members are required to act in accordance with these bylaws.

#### **Article VIII: Appeals Procedure**

Any Member of the Continuum or prospective Member in the case of denial of an application for Membership, who has a grievance over any decisions, actions, or procedures of the Continuum or any of its committees, shall be entitled to file an appeal before the Appeals Committee in writing. The appellant presenting his/her grievance shall be given a designated time to state the basis of the appeal. Any person of the appellant's choosing may be present at the appeal hearing. After the appellant has been heard, the Appeals Committee shall move into executive session to confer and decide its ruling on the appeal by majority vote. The decision of the Appeals Committee will be submitted to the COC Board for review and reconsideration. A vote will be taken jointly by members of the COC Board and the Appeals Committee at a separate meeting. A final decision will be made based on a majority vote. The appellant shall be given a written statement of the final decision and reasons therefore within sixty (60) days of receipt of the appeal. The decision shall be considered final.

#### **Article IX: Amendments**

These Bylaws may be amended by the affirmative vote of a simple majority of the Continuum present at a duly called general membership meeting thereof, if the notice of such meeting has contained a copy of the proposed amendment(s).

#### **Article X: Effective Date**

These Bylaws will become effective upon adoption by a simple majority vote of the Continuum membership present.

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