

Points North Housing Coalition

BYLAWS

Revised 6/4/2020

Adopted: 9/9/2020

ARTICLE I - NAME

Section 1.1

As set forth in the May 2013 founding documents, the name of this Continuum of Care shall be the Points North Housing Coalition, inclusive of Jefferson, St. Lawrence and Lewis Counties, hereinafter referred to as the Coalition or PNHC.

ARTICLE II – MISSION/PURPOSE

Section 2.1 Mission

The Points North Housing Coalition is dedicated to preventing, reducing and combatting homelessness by ensuring that an effective system of care and services is in place for Jefferson, St. Lawrence and Lewis Counties.

Section 2.2 Purpose

The purpose of the Points North Housing Coalition is to:

- 1) Serve as the Continuum of Care as described in the Homeless Emergency Assistance and Rapid Transition to Housing Act and implementing regulations.
- 2) Operate the Continuum of Care in compliance with HUD regulations noted in 24 CFR Subpart B 578.7 in such a manner as to promote inter-agency coordination and collaboration.
- 3) Facilitate dialogue and strategic action among public, private and non- profit sectors to prevent and end homelessness and promote affordable housing.
- 4) Consult and coordinate with the State of New York, the Counties of Jefferson, St. Lawrence, and Lewis, the City of Watertown, and other municipalities in developing, updating and implementing their plans and programs to reduce and end homelessness and to provide an effective system of care and services responsive to the needs of at risk and homeless individuals and families.
5. Consult and coordinate with governmental entities in developing, updating and implementing their consolidated Plans, including the establishment of goals, objectives and action steps for reducing and ending homelessness, the allocation of Emergency Solutions Grant program funds, the development of performance standards, outcomes and evaluations of projects and activities assisted by Emergency Solutions Grant program and the development of funding, policies and procedures for the operation and administration of HMIS.
6. Conduct all business necessary to implement the mission and purposes of the PNHC, including conducting an annual review of these bylaws.

Section 2.3 Written Standards & Policies and Procedures

The PNHC will annually review the Written Standards for funded programs in compliance with HUD regulations. The PNHC Board of Directors will be responsible for ensuring the annual review of the PNHC Written Standards include the following:

1. Policies and procedures for evaluating individuals' and families' eligibility for assistance;

2. Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance;
3. Policies and procedures for determining and prioritizing which eligible individuals and families will receive rapid rehousing assistance;
4. Policies and procedures for determining and prioritizing which eligible individuals and families will receive permanent supportive housing assistance;
5. Policies and procedures for the Emergency Transfer Plan for Victims of Domestic Violence, Dating Violence, Sexual Assault or Stalking; and
6. There will be an annual review of policies and procedures to guide the operation of the coordinated entry system to comply with any requirements established by HUD by Notice.
7. Standards that determine what percentage or amount of rent each program participant must pay while receiving rapid rehousing assistance;
8. Standards will be reviewed in consultation with Emergency Solutions Grants program funds within the geographic area.
9. If the PNHC is designated a high-performing community, written standards as well as policies and procedures will be developed in accordance with HUD regulations.

Section 2.4. Coordinated Entry System

The PNHC will operate a coordinated entry system that will provide a comprehensive assessment of the needs of individuals and families for housing and services. It is designed to be easily accessed by individuals and families seeking housing or services, is well advertised, and includes a comprehensive and standardized assessment tool. The system is designed to coordinate program participation intake, assessment, and provision of referrals. The PNHC Board of Directors will oversee the implementation of the coordinated entry system.

ARTICLE III - MEMBERSHIP

Section 3.1

PNHC is comprised of agencies, faith-based organizations, and/or departments of government and individuals in Jefferson, St. Lawrence and Lewis Counties; whose organizations are committed to the mission/purpose of the CoC.

Section 3.2

Any such agency, organization, or individual shall be considered a member in good standing and entitled to all rights and privileges herein granted upon acknowledgment by the Board of Directors and confirmed by a signed registration. A member in good standing is: One who has paid their dues and/or has requested a waiver of dues that was approved by the Board of Directors. Non-dues paying members with a waiver may attend coalition meetings, sit on committees at any level, and vote on committee matters, but, are not eligible for membership on the Board of Directors. Homeless or Formerly Homeless individuals are exempt from dues contributions and are eligible for membership on the Board of Directors. PNHC meetings are open to all, and any attendees may have the floor. However, serving on committees, ranking and evaluating project proposals, and casting a vote are reserved for Coalition Members.

Section 3.3

Each entity or individual member in good standing (see section 3.2) shall be entitled to be represented in PNHC on an individual or agency level. The terms of office of these delegates and the method of their selection shall be determined by each agency, organization. In case a regular delegate is unable to attend a Coalition function, an alternative, appointed by the agency, organization, may attend and act for that delegate.

Section 3.4

Each agency or organization shall delegate a single representative entitled to one vote in the affairs of PNHC.

Section 3.5

PNHC's membership year shall begin on the first day of January and continue through the last day of December within that calendar year.

Section 3.6

Public Invitation- At least annually, the PNHC will issue a public invitation for new members.

Section 3.7

Members will apply for or renew their membership annually by submitting an application to the Board of Directors. All applications/renewals of membership will be reviewed and approved by the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1

Term of Office

Each Board member will serve a three-year term. There is a term limit of two, 3-year terms of service or a total of six years.

Section 4.2

Eligibility and Declaration of Candidacy

- The Board of Directors shall consider any and all candidates recommended as nominees for Board of Directors by any members of the CoC, provided that in the case of member recommendations, such recommendations comply with the noted requirements set forth in the CoC Bylaws for a member's nomination to be properly brought before an annual meeting of members and any other applicable notice requirements set forth in the CoC Bylaws. This process will be completed prior to the CoC Annual Meeting by releasing a nominations form to all members requesting interest to serve and nominations of others.
- Candidates should be individuals who live or work in the CoC geographic area; should be knowledgeable about the Continuum of Care; and should possess leadership qualities.
- The CoC Nominations Form shall identify any candidates recommended by member/s and identify the member/s making such recommendation/s.
- This Nomination Form will also be used as a proxy for member/s unable to attend the Annual Meeting.
- All nominations will be verified by the Governance Committee, prior to creating the slate of directors to be voted on at the Annual Meeting

Section 4.3

Voting

- The proposed Board of Directors slate will be voted on at the Annual Meeting.
- This slate will be provided to the members one week prior to the Annual Meeting with all other materials for said meeting.
- In the case of receiving more nominations than available seats, a paper ballot vote will be conducted at the meeting.

Section 4.4

Selection:

- The proposed slate will be created after the Board of Directors reaches out to those nominated to ensure their willingness to serve.
- New Board seats will become active the first day of the month following the Annual Meeting.

Section 4.5

There shall be a Board of Directors, empowered to: create Standing and Ad-Hoc Committees; review the plans of work of the committees and make recommendations to PNHC for action; transact necessary business of PNHC in the intervals between meetings of PNHC; and conduct such other business as PNHC shall direct. All committee terms begin on January 1.

Section 4.6

The Board of Directors shall consist of 6-10 individuals; Coalition Chair, Vice Chair, Secretary, Treasurer, and (1-2) Coalition Members representing each county. If the Board of Directors does not have a member that has been homeless, an additional seat will be added to the Board of Directors to ensure that there is consumer representation. With exception to the Chair and Vice Chair the Board of Directors will be elected by the members of PNHC to staggered three-year terms. The Board of Directors elections will be held at its Annual meeting, in such manner that the term of the County Representatives shall expire on the last day of December of each year. a.) Term Limits: Board of Directors members elected are subject to a limit of two (2) three (3) year terms of service or a total of six (6) years. Board of Directors members may be eligible for re-nomination to this Board of Directors after a one-year absence.

Section 4.7

The Chair and Vice Chair of PNHC shall both be Officers of the Board of Directors.

Section 4.8

The Board of Directors shall hold an organizational meeting during the month of December, and shall hold monthly additional meetings via conference call or face to face, at a time as fixed by the Committee.

Section 4.9

A meeting of the Board of Directors may be called by the Chair or Vice Chair or by a majority of the members of the Board of Directors.

Section 4.10

A quorum of the Board of Directors shall consist of a majority of committee members.

Section 4.11

Vacancies on the Board of Directors which occur prior to the expiration of the normal term shall be filled by appointment from the Chair following a report of the Nominating Committee.

Section 4.12

Any delegate or individual member in good standing (see section 3.2) is eligible to be elected as an Officer or Board of Directors Member, with respect to ensuring the broadest possible representation.

Section 4.13

Any Board of Directors member who misses three (3) meetings without excuse shall be notified of such absence by the Secretary, and upon a fourth absence without excuse as determined by the Committee, shall forfeit their position as a Committee Member.

Section 4.14

The primary function of the Board of Directors shall be to move forward on the goals and objectives of the strategic plan. The Board of Directors is the primary decision-making body. Decisions will be made by majority vote and will bring motions forward to the Points North membership for a majority vote process.

Section 4.15

Members of the Board of Directors may participate in any meetings by conference telephone, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting of the Board of Directors.

ARTICLE V - OFFICERS

Section 5.1

The Officers of PNHC shall be Chair, Vice Chair, Secretary and Treasurer to be elected by the membership on an

alternating biannual basis (every other year). The same person may hold the office of both Secretary and Treasurer. For the first year, the Chair and Treasurer shall be elected at the annual meeting to serve one-year terms. Vice Chair and Secretary shall be elected at the annual meeting to serve two-year terms. Thereafter, each year, two officers shall be elected to two-year terms. Officers shall serve as Board of Directors members for the duration of their terms in office.

Section 5.2

Terms of office shall be two years, there is a term limit of three, 2-year terms of service or a total of six years.

Section 5.3

The Officers shall be chosen from PNHC's participating delegates representing member Coalition agencies, organizations, government departments or individuals.

Section 5.4

Notwithstanding the initial one-year terms for the Chair and Treasurer, the Officers shall serve for two years, from the first day of January until the last day of December of the following year, or until their successors have been elected. In the event that an Officer abdicates his/her appointment prior to the end of his/her term, the Board of Directors shall appoint a temporary Officer until a successor has been elected. Terms shall be limited as per section 5.2(a).

Section 5.5

• Voting

- Elections shall be conducted during the Board meeting that follow's the Annual Meeting and officers will immediately assume their elected role.
- There are no proxy votes for officer elections.
- The Collaborative Applicant shall assist the CoC Board in conducting the election by providing ballots, tallying votes and reporting results.

• Selection

- If no Board member submits written intent to run for officer positions, nominations may come from the floor at the Board meeting prior to the vote.
- Results of the election shall be immediately reported to the Board, then shared with full Membership at the next scheduled meeting.

• Election Disputes

- Any disputes regarding the election process shall be forwarded to the Board of Directors to be addressed at the next scheduled meeting.

• Officer Position Removal

- In the event an Officer misses two (2) consecutive Board meetings without proper notification, is not fulfilling their duties, demonstrates a conflict of interest or resigns, the Board of Directors will determine a plan of action, which may include directing the Board to hold an election to replace the vacated position.

Section 5.6

The Chair or Vice Chair shall: preside at all meetings of PNHC and of the Board of Directors; execute in the name of PNHC all agreements entered into by it and see that these agreements are properly carried out; consult with Chairs of Coalition committees to ensure that committee deliverables are carried out and perform other duties as directed by PNHC.

Section 5.7

The Vice Chair shall, during the absence of the Chair, perform the duties of the Chair; and shall perform such other duties as PNHC shall direct.

Section 5.8

The Secretary, or his/her designee, shall be the custodian of all of PNHC's records, except as may be assigned otherwise by these bylaws; shall record the minutes of PNHC and of the Board of Directors; shall maintain the roll of members and delegates; shall conduct all of the correspondence of PNHC; and shall perform such other duties as PNHC shall direct. Any member designated as the Secretary or Treasurer shall be elected with majority vote by the membership biennially.

Section 5.9

The Treasurer shall be the custodian of all of PNHC's funds; shall collect dues on behalf of PNHC; shall maintain full and accurate accounts of PNHC's grant finances; shall see that no disbursement is made except as authorized by PNHC or its Board of Directors; and shall perform such other duties as PNHC shall direct.

ARTICLE VI - STANDING COMMITTEES

Section 6.1

There will be 4 Standing Committees and other special, ad hoc, committees as may be established by the Board of Directors. All such Committees shall follow the directives of and report to the Board of Directors on all matters assigned to them by these by-laws and the Board of Directors. Members of Standing Committees shall be members of the community at large, shall be recruited by the Chair or Vice Chair and shall serve for the program year or until their successors are appointed. The Standing Committees shall be: Operations, Point-In-Time, Systems and Governance Committee.

Section 6.2 Governance Committee

A Governance Committee comprised of at least 3 members appointed by and of the Board of Directors shall develop and present a slate of candidates for election to the Board of Directors at the Annual Meeting, shall conduct reviews of and recommend, as needed, actions to be taken with respect to these bylaws and governance charter related issues, shall ensure compliance with HUD requirements regarding membership an Board of Directors composition. This committee will also be responsible to review and sign off on letter supporting agency housing grants.

Section 6.3 Operations Committee

Shall review and prepare plans and recommendations for review and approval by the Board of Directors and carry out action plans approved by the Board of Directors with respect to HD related tasks, including those related to funded agencies and the funding application, including the PIT count, performance of funded agencies, review of aggregate data of funded agencies with respect to performance targets an the funding application. This committee shall review and prepare plans and recommendations for review and approval by the Board of Directors and carry out action plans approved by the Board of Directors with respect to community wide data including but not limited to HMIS, PIT, and school districts data to identify needs, trends, gaps, and emerging issues, the designation of the HMIS and oversight of the operation of the HMIS.

Section 6.4 Systems Committee

This committee will subsume the Discharge Planning Committee as well as address housing needs in the community. Specifically, this committee will focus on creating a plan to facilitate communication between systems of care to streamline discharge protocol and avoid discharging clients into homelessness. Specific systems the committee works with include corrections, Foster Care, and mental health/healthcare. In addition, the committee will identify emergency and permanent homeless housing needs in the community, assess best practices in addressing these needs, and push forward action items to increase the amount of and access to appropriate emergency and permanent housing for persons who are homeless.

Section 6.5 PIT

Responsible for the set up and logistics of annual homeless events.

Section 6.6

Any application resulting from a response to a HUD notice of funding availability (NOFA) shall be forwarded to the Ranking and Evaluation Committee for review. Applications and rankings will be sent to the Board of Directors for final review. The Board of Directors shall have a vote to approve issuance of letter(s) of support and determination of final ranking position on the applications.

Section 6.7

The Ranking and Evaluation Committee Members are elected each year by the Operations Committee. If a member of the Ranking and Evaluation Committee is an employee of an applicant agency, he/she shall recuse themselves from review of that project application. In this instance the Ranking and Evaluation Committee will ask a non-applicant representative from the Franklin-Essex Membership to join the review of that year's NOFA applications.

Section 6.8

Ad-hoc Committee Officer (Chairperson & Secretary) Election Policy

The following is the process by which PNHC committee chairs/co-chairs are selected. This Sub and Ad-Hoc Committee Officer Election Policy may be amended and/or restated from time to time by the Board in accordance with the CoC Bylaws and as provided herein.

- **Term of Office**
 - There are no term limits.
 - In the event a chairperson or secretary is unable to complete a term of office, a new chair/secretary shall be elected to serve for the remainder of the unexpired term. In such a case, the timelines below will be adjusted accordingly.
- **Eligibility and Declaration of Candidacy**
 - All committee members in good standing (see section 3.2) are eligible to run for chair/secretary of the committee.
 - Committee shall announce election of officers at least one meeting prior to election.
 - Interested member/s shall declare their candidacy via email to the Collaborative Applicant who will share with the Committee.
- **Voting**
 - Elections shall be conducted at the first meeting following the Annual Meeting, officers will assume office immediately.
 - All election/voting dates shall be shared with committee in advance via emails from the Collaborative Applicant.
 - Only committee members in good standing (see section 3.2) are eligible to vote.
 - There are no proxy votes for Chair and Secretary elections.
 - The Collaborative Applicant shall assist the CoC in conducting the election.
- **Selection**
 - If no committee member submits written intent to run for officer positions, nominations may come from the floor at the committee voting meeting.
 - If no one chooses to run for officer positions, the Board of Directors (in consultation with current committee chairs) shall recruit a committee member to serve.
 - Results of the election shall be reported to the Board and full Membership at the next scheduled meetings.
- **Election Disputes**
 - Any disputes regarding the election process shall be forwarded to the Board of Directors to be addressed at the next scheduled meeting.

ARTICLE VII- AD HOC COMMITTEES

Section 7.1

Ad Hoc Committees may be created by the Board of Directors to carry out specific activities to further the purpose of PNHC. Such Ad Hoc Committees shall prepare a work plan which shall specify the task to be performed by the Committee and the term of the Committee. Ad Hoc Committees will be reviewed on an annual basis to determine continuation.

Section 7.2

Chairpersons, membership and reporting requirements for Ad Hoc Committees shall follow those rules laid out in Article VII, Section 7.2 and Section 7.3 for Standing Committees.

Section 7.3

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- There are no proxy votes for Chair and Secretary elections.
- The Collaborative Applicant shall assist the CoC in conducting the election.

- **Selection**

- If no committee member submits written intent to run for officer positions, nominations may come from the floor at the committee voting meeting.
- If no one chooses to run for officer positions, the Board of Directors (in consultation with current committee chairs) shall recruit a committee member to serve.
- Results of the election shall be reported to the Board and full Membership at the next scheduled meetings.

- **Election Disputes**

- Any disputes regarding the election process shall be forwarded to the Board of Directors to be addressed at the next scheduled meeting.

ARTICLE VIII- MEETINGS

Section 98.1

The annual meeting of PNHC shall be held at the last quarterly meeting of each year at such time and place as the Board

of Directors may determine; and at which time Officers for the ensuing year shall be elected, and such other business transacted as is either herein specified or as may be necessary.

Section 8.2

PNHC shall hold at least four meetings during the year, inclusive of the annual meeting. Agendas and prior meeting minutes shall be distributed electronically at least one week in advance.

Section 8.3

Meetings may be called by the Chair or Vice Chair, Board of Directors or at the request of one-fourth of the delegates or individual members in good standing (see section 3.2).

Section 8.4

All meetings of PNHC are open to the public.

Section 8.5

A quorum of PNHC shall consist of a majority of all delegates and individual members in good standing (see section 3.2), as recorded in PNHC's records, maintained by the Secretary.

ARTICLE IX – CONFLICT OF INTEREST STATEMENT

Section 9.1

PNHC is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of PNHC's mission. The Committee must be aware of and fully abide by the bylaws and policies of PNHC. The purpose of this Committee's conflict of interest policy is to protect PNHC's interests whenever contemplating entering into a transaction or arrangement that might benefit the private interests of the committee Member/Member Agency that might result in a possible excess benefit transaction.

1. PNHC must disclose all interest(s) that may result in a conflict. Full disclosure of any situation in doubt should be made so as to permit an impartial and objective determination. Every member of the CoC with the authority to vote must, on an annual basis, file in writing a conflict of interest statement with the collaborative applicant (CARES, Inc.).
2. For any transaction in which a Committee member or agency member has a financial or personal interest; the conflicted member shall recuse and abstain from participating in the Committee's discussion and vote on the issue.
4. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE X - CONTRACTORS

Section 10.1

Points North Housing Coalition, via contract, shall authorize a designated entity to fulfill administrative, data collection and evaluation, administration of allocated funding for the purposes of grant application administration and monitoring or to support other necessary furtherance of the strategic plan. The Chair and Vice Chair shall be responsible for executing any contract approved by a majority of the minimum quorum for PNHC. Chair shall be responsible to present at the annual meeting (or as required) an updated status report on such contracts.

ARTICLE XI - COALITION AUTHORITY

Section 11.1

Any actions, programs or public statements of Coalition position represent the efforts, thinking and consensus of those individuals representing the members of PNHC, having acted within the affairs of PNHC. No actions, programs or public statements of Coalition's position represent or purport to represent policies or positions of member agencies or organizations, unless the governing authorities of those member agencies and organizations specifically and individually endorse those actions, programs or public statements of Coalition position.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Section 12.1

Robert's Rules of Order, Revised shall be the Parliamentary Authority for rules of PNHC in all matters, not otherwise provided for in these Bylaws.

ARTICLE XIII - AMENDMENTS

Section 13.1

These bylaws may be amended by the affirmative vote of a majority of those in attendance. The majority must equal at least the quorum number as recorded in PNHC records. The proposed amendment(s) shall have been distributed to PNHC at least 30 days prior to the next scheduled quarterly meeting.

ARTICLE XIV- DISSOLUTION STATEMENT

Section 14.1

Should PNHC be dissolved, any assets shall be given to other nonprofit agencies with the mission of ending/preventing homelessness. This action may allow distribution of funds throughout Jefferson, St. Lawrence and Lewis Counties. At this time PNHC will choose, vote and approve a local public charity for the distribution of funds.