

## Points North Housing Coalition

### BYLAWS

Revised: November 2025

Adopted November 2025

#### ARTICLE I - NAME

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##### 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

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##### Section 2.1 Mission & Values

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

To accomplish this mission, the CoC is adopting a set of values that will guide its actions and will orient the CoC in specific ways towards its mission. The CoC (through the Board and its committees) will endeavor to make funding, program and policy actions that are aligned with its stated values. These values will guide the actions of all CoC bodies established under this Charter:

- 1) Recommendations and decisions will reflect the diversity of people experiencing homelessness.
- 2) The CoC will promote equity for communities of color disproportionately affected by homelessness.
- 3) Decisions and recommendations made by the CoC will reflect a cross-sectional and regional approach.
- 4) The CoC will operate with transparency and inclusiveness.
- 5) The CoC will take responsibility and accountability for addressing unconscious bias within the CoC.
- 6) CoC leadership will establish clearly defined roles and responsibilities and communicate decisions openly.

##### 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 implement 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 the 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 review as needed the Written Standards for HUD 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..
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.

*\*PNHC's Emergency Transfer Plan is clearly outlined in the CoC's Written Standards and meets the requirement under 24 CFR 578.9(j)(8). (24 CFR 578.7 (d)).*

### **Section 2.4. Coordinated Entry System**

The PNHC will contain within its projects a Coordinated Entry (CE) System. The CE Project Lead will ensure the CE system 1) includes a comprehensive and standardized assessment tool; 2) is easily accessible to homeless households; and 3) is well advertised. Coordinated Entry is designed to organize program participation intake, assessment, and provision of referrals. The PNHC Board will oversee the operation of the CE system.

## **ARTICLE III – MEMBERSHIP**

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### **Section 3.1**

Membership in the PNHC is open to everyone and may include representatives of relevant public and private organizations and private individuals committed to the mission and purpose of the PNHC. Relevant individuals and public and private organizations shall include nonprofit at risk and homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, legal services providers, mental health agencies, hospitals, other health care providers and related entities, universities, nonprofit affordable housing developers, law enforcement, veteran service organizations, Department of Social Services, Emergency Solutions Grant program providers, employment and workforce agencies, and homeless and formerly homeless 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.

All members must complete the Diversity Assessment Tool as a part of their onboarding. All members will be required to complete the Diversity Assessment Tool annually on a date of the Board's choosing. The information generated from this assessment will assist the CoC to assess the diversity and representation of identities and knowledge sets on the CoC Board and membership.

### **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**

#### **Voting**

- A quorum is the minimum number of Members who must be present at a properly called meeting in order to conduct business in the name of the group. A quorum is defined as a majority of members.
- Each agency or organization shall delegate a single representative entitled to one vote in the affairs of PNHC.
- A motion will be passed by a majority vote of those cast votes.
- The Membership may host an electronic meeting and vote (i.e. via email, telephone, or video conference) to pass a motion during the meeting.
- A meeting conducted by electronic means must be a deliberative assembly, inviting all current coalition members and providing, at a minimum, conditions of opportunity for simultaneous communications among all participating members equivalent to those of meetings held in one room or area.
- Under such conditions, an electronic meeting is treated as though it were a meeting at which all the members who are participating are actually present.
- Motions may be proposed via email and may be voted on by membership via email/virtual ballot. Virtual votes are approved when a majority of the sitting board has voted to approve.

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- Where a matter of procedures is in question, the Membership shall defer to Robert's Rules of Order.
- Membership will have the right to vote on items such as but not limited to:
  - Annual Board Slate
  - Annual NOFO Application
  - Annual By laws Review

When a vote is held electronically, it will be recorded at the following meeting by announcement and in the minutes to appropriately capture the vote.

### **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. Applications are current for one year, and should be updated annually, All members must have a current application on file to be considered a member in good standing.

### **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.

### **Section 3.8**

Removal from membership shall be authorized, for cause, by majority vote of the Board at any Regular or Special Meetings of the Board called for that purpose.

## **ARTICLE IV – BOARD OF DIRECTORS**

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### **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. A board nomination form will also be available for completion by interested candidates year-round on the Collaborative Applicant's website, and applications will be reviewed when a board seat is available. This written process to select the Board will be reviewed, updated, and approved by the CoC at least once every 5 years.
- Candidates should be individuals who live or work in the CoC geographic area; should be knowledgeable about the Continuum of Care and have at least one year of experience working with the Continuum of Care at the Membership and/or Committee level; and should possess leadership qualities.
- 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.
- 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 on the Board**

- 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. In the case of an electronic or hybrid meeting, virtual votes will be cast.

#### **Voting as a Board**

- A quorum is the minimum number of Board members who must be present at a properly called meeting to conduct business in the name of the group. A quorum is defined as a majority of Board members.
- Each Board member will have one vote.
- A motion will be passed by a majority vote of those cast votes.
- Board Members may not vote by proxy.
- The Board may host an electronic meeting and vote (i.e. via email, telephone, or video conference) to pass a motion during the meeting.
- A meeting conducted by electronic means must be a deliberative assembly, providing, at a minimum, conditions of opportunity for simultaneous communications among all participating members equivalent to those of meetings held in one room or area.
- Under such conditions, an electronic meeting is treated as though it were a meeting at which all the board members who are participating are present.
- Motions may be proposed via email and may be voted on by the board via email/virtual ballot, providing, at a minimum, conditions for board members to participate in communication before casting a vote (such as an email thread).
- Where a matter of procedure is in question, the Board shall defer to Robert's Rules of Order.
- The Board will have the right to vote on items such as, but not limited to:
  - Annual Officer Slate
  - Rank & Review Application Tiering

### **Section 4.4**

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

### **Section 4.5**

The Board of Directors shall consist of 6 -18 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 experienced homelessness, an additional seat will be added to the Board of Directors to ensure that there is consumer representation. Additionally, Board members may appoint a proxy to vote in their place on matters relevant to the Board if necessary. 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 Board of

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Director members 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.

The Board must work to ensure that its membership maintains a level of diversity that is proportional to the population it serves. This will be done by annually reviewing the data from the Diversity Assessment Tool then comparing and analyzing its results against information gathered from the CoC's Homeless Management Information System (HMIS).

#### **Section 4.6**

The Chair, Vice Chair, Secretary, and Treasurer of PNHC shall make up Officers of the Board of Directors.

#### **Section 4.7**

The Board of Directors shall hold an organizational meeting at the Board meeting following the Annual Membership meeting and shall hold monthly additional meetings electronically or in person, at a time as fixed by the Board. Officer seats will be set during this meeting.

#### **Section 4.8**

A special 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 4.9**

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

#### **Section 4.10**

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 Governance Committee. The Chair may choose to leave the seat vacant until the next election, unless the vacant seat leaves five or less Board members.

#### **Section 4.11**

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 4.12**

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 Board, shall forfeit their position as a Board Member.

#### **Section 4.13**

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 4.14**

The Board shall provide oversight for all standing and ad hoc committees, including but not limited to the Coordinated Entry (CE), Homeless Management Information System (HMIS), Governance, Systems, Operations, and Fiscal Committees. The Board shall be responsible for establishing all policies and procedures governing the operation and activities of these committees.

#### **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.

#### **Section 4.16**

Any Board member wishing to apply for housing funding on behalf of their agency must adhere to the same standards as any other CoC member. A Board member shall only apply for housing grant funding through the Coalition after notice of the funding has been distributed to all members.

#### **Section 4.17**

The Board Matrix is a strategic tool designed to document the demographics, knowledge, skills, and abilities of current board members. This tool helps identify gaps in board representation and informs the recruitment process to ensure a diverse and competent board. It is the responsibility of the Board of Directors to complete and maintain the Board Matrix annually. Each board member is expected to provide accurate and up-to-date information regarding their demographics, professional background, skills, and areas of expertise that they represent in the space. The Board Matrix shall be reviewed and updated at completion of board slate vote. The insights gained from the Board Matrix will be used to guide the recruitment and nomination process, ensuring that new board members bring the necessary diversity and expertise to the board. All personal information collected through the Board Matrix will be kept confidential and used solely for the purpose of board development and recruitment.

### **ARTICLE V - OFFICERS**

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#### **Section 5.1**

The Officers of PNHC shall be Chair, Vice Chair, Secretary and Treasurer to be elected by the Board 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 Board meeting following 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 or leave the seat vacant until the next elections. Terms shall be limited as per section 5.2(a).

#### **Section 5.5**

- **Voting**

- Elections shall be conducted during the Board meeting that follows 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 and partner with the Collaborative Applicant 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. Such activities may be carried out by the Collaborative Applicant as agreed to by the Collaborative Applicant and the Secretary. Any member designated as the Secretary or Treasurer shall be elected with majority vote by the Board biennially.

### **Section 5.9**

The Treasurer shall be the custodian of all of PNHC's funds; 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**

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### **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, Systems, Governance Committee and Coordinated Entry.

### **Section 6.2 The Fiscal Advisory Committee**

This Committee is comprised of financial representatives from each CoC funded agency. Committee Members shall assist the Unified Funding Agency (UFA) in the annual review of the Standard Operating Procedures (SOP) manual; adherence to financial policies and procedures as outlined in the SOP; and annual fiscal monitoring of CoC programs.

### **Section 6.3 Governance Committee**

A Governance Committee comprised of at least 3 members appointed by and of the Board of Directors shall develop and

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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 (including reviewing and updating at least annually), shall ensure compliance with HUD requirements regarding membership and Board of Directors composition. This committee will also be responsible for reviewing and signing off on letters supporting agency housing grants using the guidelines in the letter of support Policy and Procedures.

#### **Section 6.4 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 HUD related tasks, including being responsible for annual development of the rank and review tool based on HUD priorities and local needs. the PIT count, performance of funded agencies, review of aggregate data of funded agencies with respect to performance targets and 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. The committee is responsible for the set up and logistics of annual homeless events.

#### **Section 6.5 Systems Committee**

This committee will subsume the Discharge Planning Committee as well as address housing needs in the community. Specifically, the Systems Committee will work with tri-county agencies, providers, and community partners to reduce homelessness and/or prevent episodes of homelessness by developing systems of care and improvement plans.

#### **Section 6.6 Coordinated Entry**

The Coordinated Entry Committee is a committee that works to design and implement HUD requirements and community priorities for the CoCs' Coordinated Entry System. The Coordinated committee meets regularly to review applications, case conference, and make referrals for housing opportunities within the CoC.

#### **Section 6.7**

Any application resulting from a response to a HUD notice of funding availability (NOFO) shall be forwarded to the Operations Committee for review. An agency does not need to be a member of the CoC to apply for HUD funding. All 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. The letter of support policy and application can be found on the CoC website. Representatives from another CoC who are knowledgeable about Continuums of Care will review and evaluate applications for the NOFO.

### **ARTICLE VII- AD HOC COMMITTEES**

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#### **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 VI, Section 6.1 for Standing Committees.

### Section 7.3

#### **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.
- **Persons with Lived Experience (PWLE) ad hoc committee:** The Persons with Lived Experience Committee is dedicated to integrating the voices and perspectives of individuals who have firsthand experience with homelessness. This committee ensures that their insights and expertise are meaningfully incorporated into the decision-making process at both the system and program levels.  
Members of this committee will:
  - Attend and actively participate in scheduled meetings
  - Provide valuable feedback on homelessness programs, services and policies
  - Educating the community about the realities of homelessness
  - Identify gaps and suggest improvements un current housing service options.
  - The committee aims to foster a collaborative environment where the lived experiences of its members guide and inform the development of effective solutions to prevent and end homelessness. The committee will strive for representation from each county.

## **ARTICLE VIII- MEETINGS & PARTICIPATION**

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### **Section 8.1**

All meetings of PNHC are open to the public. Meetings may be held in person, via telephone, or video conferencing or a combination thereof. Written notice of and agenda for each regular meeting shall be posted to the Coalition Membership and listservs.

### **Section 8.2**

The annual meeting of PNHC shall be held Annually at such time and place as the Board of Directors may determine; and at which time Board of Directors for the ensuing year shall be elected, and such other business transacted as is either herein specified or as may be necessary. The Annual Meeting of the Coalition shall be made public and posted on the PNHC website.

### **Section 8.3**

PNHC shall hold at least four Membership 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 8.4**

Membership 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 8.5**

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.

### **Section 8.6**

It is the expectation of the CoC that members share publicly available agency information that is pertinent to other members in a timely manner.

## **ARTICLE IX – CONFLICT OF INTEREST STATEMENT & CODE OF CONDUCT**

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### **Section 9.1 – Conflict of Interest/Recusal Process**

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 Continuum 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
- 3) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

The Conflict-of-Interest form (Attachment 1) will be signed by Board members annually.

**Section 9.2 – Code of Conduct**

PNHC members shall annually agree to a Code of Conduct, as noted in the CoC Membership Application and Attachment 2 of these bylaws.

**ARTICLE X - CONTRACTORS**

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**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. The Chair shall be responsible to present at the annual meeting (or as required) an updated status report on such contracts.

**ARTICLE XI - COALITION AUTHORITY**

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**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**

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**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**

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**Section 13.1**

Bylaws will be updated at least annually. 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 14-days prior to the next scheduled quarterly meeting.

**ARTICLE XIV- DISSOLUTION STATEMENT**

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**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.

**Attachment 1**  
**Continuum of Care Representatives Conflict of Interest Statement**

Representatives from relevant organizations within a geographic area shall establish a Continuum of Care for the geographic area to carry out the duties of this part. Relevant organizations include nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, and organizations that serve veterans and homeless and formerly homeless individuals.

The Continuum of Care must establish a Board to act on behalf of the Continuum using the process established as a requirement by § 578.7(a)(3) and must comply with the Conflict-of-Interest requirements at §578.95(b). Board members will be required to sign the following Conflict of Interest statement on an annual basis, and/or at the start of their next term.

**Conflicts of Interest:**

(a) Procurement. For the procurement of property (goods, supplies, or equipment) and services, the recipient and its subrecipients must comply with the standards of conduct and conflict-of-interest requirements under 2 CFR 200.317 and 200.318.

(b) Continuum of Care board members. No Continuum of Care board member may participate in decision making concerning direct financial benefits to the organization that the member represents, or any personal benefits that financial decisions made by the CoC board may yield. Board members shall identify potential conflicts of interest that may arise at the start of each term year.

Please describe any potential conflicts of interest you anticipate in your role as a board member for the Points North Housing Coalition in the space below:

*Check one in this section*

- I am not a recipient/subrecipient of CoC Funding. I will not influence discussions or resulting decisions concerning other financial benefits to the organization I represent.
- I am a recipient/sub recipient of CoC Funding. I will not influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization I represent.

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*Check this box if you agree to the following statement*

- I will recuse myself from voting on matters that may be deemed as conflicts of interest for myself or my organization.

*\*Board members can participate in discussion and vote on issues related to CoC funding, including Ranking & Tiering, the Rank & Review process, and other funding decisions related to the CoC. Board members should recuse themselves from*

*Adopted \_6/11/25 through membership vote\_\_\_\_\_*

*votes that pertain directly and/or solely to the organization they represent. If a board member is unsure whether to recuse themselves from a vote, they should consult with the rest of the board before voting.*

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Name

Organization

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Signature

Date

**Attachment 2**

**Points North Housing Coalition  
Code of Conduct**

Members of the Points North Housing Coalition (PNHC) shall maintain the highest standard of conduct; act with fairness, integrity and dignity and in a manner not detrimental to the interest of the public, their employer or the PNHC. Members shall not violate any laws in the performance of their duties within the PNHC.

Coalition Members shall:

- Serve the coalition faithfully, respect confidentiality, and avoid conflicts of interest and activities for personal gain at the expense of the coalition or fellow members.
- Communicate in a manner that is respectful and honest and refrain from making disparaging remarks toward or about fellow PNHC members.
- Serve all members of the coalition impartially, provide no special privilege to any individual member, and accept no personal compensation from a member except with the knowledge of consent of the coalition's governing board.
- Foster an environment where the interaction among members is conducted fairly, and avoid discrimination, harassment or abuse of any sort.
- Maintain competence in promoting coalition objective through continued professional development.
- Support the coalition in its efforts to advance the profession of housing and services for the homeless.
- Advise the coalition Chair concerning any contemplated actions or decisions which they know to be illegal or unethical, and shall further advise the Chair of the possible consequences of proceeding with such actions or decisions.

This Code of Conduct serves to enhance public confidence in the integrity and service of coalition members. Adherence to this code is required for membership in the coalition, and formal discipline as specified in the coalition's By-Laws.

As a member of this coalition, I agree to abide by this code.