

# **Saratoga-North Country Continuum of Care Bylaws**

**Effective May 14, 2013**

**Draft Updated November 2025**

*Approved by Membership May 2025*

## **I Mission**

The mission of the Saratoga-North Country Continuum of Care (SNC CoC) is to work to ensure a seamless continuum of housing and supportive services aimed at the elimination of homelessness in Warren, Washington, Hamilton and Saratoga Counties, with a focus on Racial Equity and Social Justice.

### Value Statement

The mission of the CoC is to make homelessness in the region rare, brief, and non-recurring. 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) The CoC will work in collaboration with diverse and marginalized communities to ensure that recommendations and decisions made by the CoC will reflect the diversity of people experiencing homelessness and that services within the CoC are accessible to all.
- 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 at both the individual and agency level.
- 6) CoC leadership will establish clearly defined roles and responsibilities and communicate decisions openly.

## **II Continuum of Care Responsibilities**

In order to fulfill its mission, the SNC CoC takes on the following responsibilities for the Counties of Warren, Washington, Hamilton, and Saratoga, New York:

1. Hold meetings of the full membership in accordance with HUD regulations;
2. Invite new members to join in accordance with HUD regulations;

3. Adopt and follow a written process to select a board to act on behalf of SNC CoC in accordance with HUD regulations;
4. Appoint additional committees, subcommittees, or workgroups;
5. Develop, follow and update annually this Governance Charter in accordance with HUD regulations;
6. Consult with recipients and subrecipients of HUD funds through SNC CoC to establish performance targets, monitor performance, evaluate outcomes, and take action against poor performers per HUD regulations;
7. Evaluate outcomes of projects funded under the Emergency Solutions Grants program and the Continuum of Care program, and report to HUD;
8. Establish and operate either a centralized or coordinated assessment system that provides an initial comprehensive assessment of the needs of individuals and families for housing and service, which would be updated as necessary;
9. Establish and consistently follow written standards for providing Continuum of Care assistance in accordance with HUD regulations;
10. Establish policies and procedures for an Emergency Transfer Plan\* for Victims of Domestic Violence, Dating Violence, Sexual Assault or Stalking in accordance with the Violence Against Women Act (VAWA) and HUD regulations;
11. Designate and operate an HMIS in accordance with HUD regulations;
12. Develop a Continuum of Care plan in accordance with HUD regulations;
13. Prepare an application in response to HUD Continuum of Care Notice of Funding Availability (NOFO); using the process that complies with HUD regulations.

*\*SNC's Emergency Transfer Plan is clearly outlined in the CoC's Written Standards and meets the requirements under 24 CFR 578.99(j)(8). (24 CFR 578.7(d)).*

### **III. Written Standards & Policies and Procedures**

The SNC CoC will review, as needed, the Written Standards for funded programs in compliance with HUD regulations. The SNC Board of Directors will be responsible for ensuring the annual review of the SNC 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 SNC Coc is designated a high-performing community, written standards as well as policies and procedures will be developed in accordance with HUD regulations.

## **IV Membership**

### **A. Open Membership**

1. Membership in SNC CoC will be open to individuals and organizations committed to ending homelessness in Washington, Warren, Hamilton, and Saratoga Counties.
2. At least annually, the SNC CoC will issue a public invitation for new members.
3. The SNC CoC will endeavor to include members of all relevant organizations in the covered counties, including but not limited to nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, housing advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, employment and workforce agencies and boards, law enforcement, organizations that serve veterans, and homeless or formerly homeless individuals.
4. Organizations may have more than one staff member participate in CoC activities. In such instances, the organization will pay a single annual dues fee and have a single vote.
5. Membership applications are accepted on a rolling basis and are considered updated for one year. Members should resubmit an application annually to remain in good standing.
6. All members will be asked to participate in assessments on a regular basis that allow the CoC to examine the makeup of its membership and board, identify gaps in representation, and thus better assess the voices of underserved populations.

### **B. Membership Meetings**

1. The SNC CoC will hold meetings of the full Membership (either in person or via virtual platform) with published agendas, at least semi-annually. A meeting agenda will be prepared and distributed prior to each meeting, along with a draft of the minutes from the prior meeting. Any changes to meeting dates or times will be announced in advance and members will be notified by e-mail.
2. Members will be notified at least two weeks in advance of the Annual meeting.
3. SNC CoC budget will be presented to and approved by Membership at the Annual Meeting. Budget modifications which are not significant may be approved by the Board in between Membership meetings.

4. Special meetings may be called by request, in writing, by a minimum of five members of the Continuum or majority of the officers. As much advance notice of special meetings as possible will be provided.
5. SNC CoC will submit a membership application and sign a Code of Conduct annually. The SNC Executive Board will review any reported violations to the code and may recommend dissolution of membership.

### **C. 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 SNC. When an individual is a member of the CoC not representing an agency, they shall have one vote.

A motion will be passed by a majority vote of those casted votes.

The SNC CoC may host a vote via email to pass a motion when necessary.

Where a matter of procedure 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

### **D. Dues**

1. The Board will recommend to Membership the dues amount and how dues will be used, and Membership will vote on the recommendations. Dues will be established based on the SNC CoC's anticipated expenses as outlined in the annual budget.
2. The SNC CoC will make accommodations for those individuals or organizations unable to pay the full dues.
3. The Board will identify an organization, a bank, or the Collaborative Applicant to hold the dues.
4. The Board will assess on an annual basis:
  - The dues amount being requested from members;
  - The outlined purpose of dues collected during that year;
  - Expectations for dues for CoC-funded and non-CoC-funded members.

## **V SNC CoC Board**

### **A. Establishment of the Board**

1. 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 nomination form to all members requesting interest to serve and nominations of others. For mid-term vacancies, a board nominations form is available year-round on the Collaborative Applicant's website and submissions will be reviewed by the board on a rolling basis when there are vacancies on the board.

2. This written process to select the Board will be reviewed, updated, and approved by the CoC at least once every 5 years.

## **B. Board Composition**

1. The SNC CoC Board will be comprised of between five and eighteen members.
2. The Board will include Officers (see next section).
3. The Board will strive to include person/s with lived experience.
4. The Board will strive to be representative of the relevant organizations and of projects serving homeless subpopulations.
5. The Board will strive to ensure that its membership maintains a level of diversity that is proportional to the population it serves.
6. The homeless/formerly homeless person and the Officers will make recommendations for the remaining Board seats, endeavoring to ensure that all relevant community partners and all geographical areas covered by the SNC CoC are represented equitably.
7. The SNC CoC membership will vote on the Board Slate each year at a Membership meeting.
8. The SNC CoC Board will vote on Board Officers following the Annual Meeting and will ensure there is a CoC Chair from each geographical area.
9. Mid-term Board vacancies will be filled by individuals recommended by one or more remaining Board members and approved by majority vote of the Board for the unexpired portion of term.
10. Board members may appoint a proxy to vote in their place on matters relevant to the Board if necessary.

## **C. Officers**

1. Board officer positions will include a Co-Chair from each geographical area, a Secretary and Treasurer.
2. Officer Responsibilities will be:
  - a. Co-Chair: The Co-Chairpersons will call and set agendas for and preside over all Board and Membership meetings. Co-Chairpersons will also review and sign off on letters supporting agency housing grants using the CoC's established Letters of Support Policies and Procedures.

- b. **Secretary:** The Secretary will be responsible conducting all of the correspondence of the Coalition; and shall perform such other duties as the Coalition shall direct. Such activities may be carried out by the Collaborative Applicant as agreed to by the Collaborative Applicant and the Secretary.
    - c. **Treasurer:** The Treasurer will be responsible for establishing an annual budget, recommending annual dues amount, and collecting dues.
  3. The Co-Chairs of the Saratoga County Alliance to End Homelessness and the North Country (Warren/Washington/Hamilton) Housing Alliance will serve as Officers of the SNC Board. The Alliance chairs are voted into their positions by membership of their respective communities.
  4. Officers will serve two-year, staggered terms, with the exception of the first term. In assigning the initial terms, the SNC CoC will ensure that one of the members representing the Warren/Washington/Hamilton Housing Committee and one of the members representing the Saratoga County Alliance to End Homelessness will each be assigned a one-year term, and one of each Committee will be assigned a two-year term, thereby establishing staggered terms. In all other instances, Officers will serve two-year terms. There are no term limits on Officer positions.

#### **D. Terms**

1. Board members will serve two-year, staggered terms.
2. Board members assume their role immediately following the Annual Meeting.
3. There will be no term limits for Board members.
4. Board members with lived homeless experience may choose to serve a one-year term at their convenience.

#### **E. Roles and Responsibilities of the Board**

1. The Board will be responsible for identifying a Collaborative Applicant, which must be approved by Membership.
2. The Board will assist the SNC CoC in coordinating efforts among SNC CoC members to fulfill all CoC responsibilities.
3. Board members may be terminated by the Board for violating the Code of Conduct and/or excessive absenteeism. To assess absenteeism, participation in Board meetings, full Membership meetings, and Committee meetings will be reviewed. After such a review, the Board may make a recommendation for removal of said member from the Board. If such a recommendation is made, the Secretary will notify Board members of the need for a Special Meeting, where the Board vacancy will be filled by majority vote of the Board. 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 Board Member.
4. Board members will sign a conflict of interest statement at the start of each term year.
5. 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.

#### **F. Meeting & Board Voting**

1. The SNC CoC Board will meet at least quarterly. A meeting agenda will be prepared and distributed prior to each meeting, along with a draft of the minutes from the prior

meeting. Any changes to meeting dates or times will be announced in advance and members will be notified by e-mail.

2. A quorum is the minimum number of Board 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 Board members.
3. Each Board member will have one vote.
4. A motion will be passed by a majority vote of those casted votes.
5. Members may not vote by proxy.
6. The Board may host a vote via email to pass a motion when necessary.
7. If a motion is voted on via email, the results should be recorded at the next meeting of the board.
8. Where a matter of procedure is in question, the Board shall defer to *Robert's Rules of Order*.
9. The Board will have the right to vote on items such as, but not limited to:
  - a. Annual Officer Slate
  - b. Rank & Review Application Tiering
  - c. Written Standards

#### **G. Conflict of Interest and Recusal Process**

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

1. Board members must disclose all interest(s) that may result in a conflict. Full disclosure of any situation in doubt should be made to permit an impartial and objective determination.
2. For any transaction in which a board member or agency member has a financial or personal interest, the conflicted member shall recuse and abstain from participating in the board'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.

#### **VI Committees**

1. The Saratoga County Alliance to End Homelessness and the Warren/Washington/Hamilton County Housing Alliance Committees will be standing or permanent Committees of the SNC CoC and may only be disbanded through a majority vote of the full Membership. These Committees will be responsible for conducting an annual Point-In-Time Count, assisting the Collaborative Applicant in preparing and submitting the annual Continuum of Care

application, conducting homeless awareness activities, participating in local planning, and any other activities identified and voted on by Membership.

- Agencies receiving funds through the SNC CoC will be expected to attend (in person or via virtual platform) a minimum of 80% of the Saratoga County or the Warren/Washington/Hamilton County Committee meetings, whichever is geographically appropriate to the funded project.
2. A Data and Goals Committee, shall review and discuss program performance and HMIS data quality issues; review the Continuum's goals and performance; review the previous year's Continuum of Care application and Rank& Review process, and review the Grant Inventory Worksheet.
  3. The Outreach Committee is charged with increasing community engagement through member recruitment, communications, and marketing. They will manage print, digital, and social media in addition to planning events that support the entirety of the CoC.
  4. PWLE Ad Hoc Committee: The Person 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 processes 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.
    - Advocate for system reforms and necessary funding.
    - Educate the community about the realities of homelessness.
    - Identify gaps and suggest improvements in current housing and service systems.

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.

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5. Ad Hoc Committees may be created by the Board of Directors to carry out specific activities to further the purpose of the SNC CoC. 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.
  6. All other Committees will be established and disbanded by Board vote.
  7. Committees will meet at least bi-monthly, with the exception of the Data and Goals Committee, which will meet at least twice per year.

## **VI Code of Conduct**

1. SNC CoC Board members must represent the interests of all people served by SNC CoC programs and not favor special interests inside or outside the purview of the Board.

2. SNC CoC Board members will not use the Board or their service on the Board for their own personal interest. "Interest" is defined as a situation in which a Board member or a member of his/her family has an interest in, financial or otherwise, whether as owner, fiduciary, employee, or consultant, or supplier of goods or services, any agency under the purview of the Board.
3. SNC CoC Board members will keep confidential information confidential.
4. SNC CoC Board members will respect and support the decisions of the Board.
5. SNC CoC Board members will approach all Board issues with an open mind, prepared to make the best decisions for everyone involved.
6. SNC Coc Board members will do nothing to violate the trust of those who appointed them to the Board, or of those whom they serve.
7. SNC CoC Board members will never exercise authority as a Board member except when acting in a meeting (in person or via virtual platform) with the full Board, or as delegated by the Board.
8. SNC CoC Board members will complete annually a Conflict of Interest Statement, identifying any interests in any agencies under the purview of the Board.

9. When a SNC CoC Board member or their family has an interest in an agency about which the Board must take a vote, said member shall abstain from participating in the discussion and vote.

## **VII SNC CoC HMIS**

The SNC CoC will:

1. Designate a single Homeless Management Information System (HMIS) for the geographic area;
2. Designate an eligible applicant to manage the SNC CoC HMIS, which will be known as the HMIS Lead;
3. Review, revise and approve a privacy plan, security plan, and data quality plan for the HMIS.
4. Ensure consistent participation of recipients and subrecipients in the HMIS; and
5. Ensure the HMIS is administered in compliance with requirements prescribed by HUD.
6. Develop an HMIS Charter (see Appendix 2).

## **VIII Planning, Program, Policies and Procedures**

### **A. Planning**

The SNC CoC will develop a plan that includes:

1. Coordinating the implementation of a housing and service system within its geographic area that meets the needs of the homeless individuals (including unaccompanied youth) and families. At a minimum, such system encompasses the following:
  - a. Outreach, engagement, and assessment;
  - b. Shelter, housing, and supportive services;
  - c. Prevention strategies.
2. Planning for and conducting, at least biannually, a point-in-time count of homeless persons within the geographic area that meets the following requirements:
  - a. Homeless persons who are living in a place not designed or ordinarily used as a regular sleeping accommodation for humans must be counted as unsheltered homeless persons.
  - b. Persons living in emergency shelters and transitional housing projects must be counted as sheltered homeless persons.
  - a. Other requirements established by HUD by Notice.

3. Conducting an annual gaps analysis of the homeless needs and services available within the SNC CoC geographic area;
4. Providing information required to complete the Consolidated Plan(s) covered by the SNC CoC geographic area;
5. Consulting with State and local government Emergency Solutions Grants (ESG) program recipients within the SNC CoC's geographic area on the plan for allocating ESG program funds and reporting on and evaluating the performance of ESG program recipients and subrecipients.

## **B. Applying for HUD Funds**

The SNC CoC will:

1. Design, operate, and follow a collaborative process for the development of applications and approve the submission of applications in response to NOFOs published by HUD.
2. Establish priorities for funding projects;
3. Determine if one application for funding will be submitted for all SNC CoC projects or if more than one application will be submitted;
  - a. If more than one application will be submitted, SNC CoC will designate an eligible applicant to be the Collaborative Applicant that will collect and combine the required application information from all applicants and for all projects that the SNC CoC has selected for funding. The Collaborative Applicant will also apply for Continuum of Care planning activities. If the Continuum is an eligible applicant, it may designate itself;
  - b. If only one application will be submitted, that applicant will be the collaborative applicant and will collect and combine the required application information from all SNC CoC projects that the Continuum has selected for funding and apply for Continuum of Care planning activities;
4. Retain all of its responsibilities, even if it designates one or more eligible applicants other than itself to apply for funds on behalf of the Continuum. This includes approving the Continuum of Care application.
5. Establish performance targets appropriate for population and program type, monitor recipient and subrecipient performance, evaluate outcomes, and take action against poor performers.

## **C. Centralized/Coordinated Entry System**

1. The SNC CoC will establish and operate a centralized or coordinated entry system that will provide a comprehensive assessment of the needs of individuals and families for housing and services.
2. The system will be designed to coordinate program participant intake, assessment, and provision of referrals.

3. The system will be designed to be easily accessed by individuals and families seeking housing or services, is well advertised, and includes a comprehensive and standardized assessment tool.

## **IX Amendments**

- A. This Charter will be reviewed annually and updated as needed.
- B. Amendments or changes to this Charter will be recommended by the Board to the Membership at the Annual meeting. Majority vote of Membership will be required for passage. The SNC CoC will notify members of any proposed changes to this Governance Charter at least two weeks in advance of the Annual meeting.

## **Amendments**

### **2022**

- Addition of clarifying language about what is included in Written Standards;
- Clarification on when membership starts and that applications for membership are accepted on rolling basis;
- Addition of language that members will annually submit an application that includes a code of conduct;
- Simplification of language around virtual voting and what membership has the right to vote on;
- Language about how the board fills seats, how often it reviews it's process, etc;
- Addition of HUD mandated language about board composition (lived experience and representing CoC);
- Clarification of when board members assume their position:
- Board members must sign a conflict of interest form every term year;
- Simplification of language around virtual voting and what board has the right to vote on;
- Addition of a conflict of interest and recusal process section;
- Committee attendance expectations for members.

### **2023**

- New language affirming the CoC's commitment to racial equity and social justice added to the mission and vision of the CoC;
- Addition of a reference to the CoC's Emergency Transfer Plan added to the Written Standards section;
- Addition of the expectation that members participate in ongoing assessments and data collection regarding board and membership diversity.

### **2024**

- Updated language that Written Standards will be updated "as needed" rather than annually.
- Clarified that membership applications submitted are considered up to date for one year.
- Clarified that board nominations are accepted and reviewed on a rolling basis if there are vacancies on the board.

### **2025**

- Addition of board matrix' language
- clarification of secretary role
- Addition of PWLE Ad Hoc committee
- Board member attendance policy

## **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 Saratoga-North Country Continuum of CARE in the space below:

## Conflict of Interest Statement

*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 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