

# KENTUCKY BALANCE OF STATE CONTINUUM OF CARE BYLAWS

Approved Date: 6/16/2022

## ARTICLE I: ORGANIZATION

**Section 1.1: Name** – The name of this organization shall be the Kentucky Balance of State Continuum of Care, hereinafter called the Continuum, and will operate according to these Bylaws.

**Section 1.2: Geographic Representation** – The Continuum shall represent the 118 counties of Kentucky that exclude Fayette and Jefferson Counties.

**Section 1.3: Address** – The principal address of the Continuum shall be at the office of Kentucky Housing Corporation, Housing Contract Administration Department, and 1231 Louisville Road, Frankfort KY 40601.

**Section 1.4: Fiscal Year** – The fiscal year of the BOS Continuum shall be from July 1 to June 30.

## ARTICLE II: MISSION AND PURPOSE

**Section 1.1: Mission** – The mission of the Continuum is to prevent, reduce and end homelessness through effective coordination of community-based housing and services.

**Section 2: Purpose** – The primary purpose of the Continuum is to carry out the responsibilities of a Continuum of Care as defined by Housing and Urban Development (HUD), which include but are not limited to the following duties:

- To provide leadership to local Continua of Care in the Balance of State CoC's geographic area;
- To establish and operate a centralized or coordinated entry system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services;
- To promote community-wide commitment to the goal of ending homelessness;
- To establish and consistently follow fair, equitable written standards for screening, evaluating eligibility, and administering assistance for homeless or at-risk individuals and families across the geographic area;
- To designate a Homeless Management Information System (HMIS) and an eligible applicant to manage the HMIS;
- To coordinate and implement a system to meet the needs of the homeless population and subpopulations within the geographic area, including:
  - planning for and conducting point-in-time counts of homeless persons within the geographic area;

- conducting an annual gaps analysis of the homeless needs and services available within the geographic area;
- consulting with state and local government Emergency Solutions Grants program recipients within the Continuum on the plan for allocating Emergency Solutions Grants program funds; and
- reporting on and evaluating the performance of Emergency Solutions Grants and Continuum of Care funding program recipients and sub-recipients;
- Meet the educational and training needs of the Balance of State members and the public on housing and homeless issues;
- To prepare and oversee an application for federal funds targeted to homelessness which includes establishing priorities for funding projects within the geographic area; determining which applications can be received for consideration; and selecting the applications being submitted for funding; and,
- To select a Collaborative Applicant or eligible agent to submit an application (enter into a legal agreement with HUD) on behalf of the Continuum.

### **ARTICLE III: MEMBERSHIP**

**Section 1: Membership Composition** – Membership in the Continuum shall be comprised of individuals and agencies working to end homelessness and concerned with the development and coordination of homeless assistance programs. Membership is open and will include, but not be limited to:

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|---------------------------------|--|
| • nonprofit homeless providers, | • mental health agencies,                      |
| • victim services providers,    | • hospitals,                                   |
| • faith-based organizations,    | • universities,                                |
| • governments,                  | • affordable housing developers,               |
| • businesses,                   | • law enforcement,                             |
| • advocates,                    | • organizations serving homeless veterans, and |
| • public housing agencies,      | • homeless and formerly homeless individual    |
| • school districts,             |  |
| • social service providers,     |  |

The CoC categorizes membership as described below. These will be defined by the current membership and updated in the Bylaws as needed:

**A. Associations/Agencies:** human service agencies, departments of local government, businesses, faith organizations, education organizations, and other public agencies are examples of associations

**B. Individuals:** Any single person, not related to or employed by either of the aforementioned member associations, including those who are homeless or formerly homeless.

Members may be entitled to vote, as defined in Article IV.

## **Section 2: Active Membership**

Membership in the Continuum will be updated annually through an open registration process. Inactive members will be removed from the membership list. An association/ agency member will be considered a member in good standing, or Active Member, by attending 100% (2) of the required meetings each year either in person/live or by watching recordings of the meetings within 30 days after the meeting commenced. An individual member will be considered a member in good standing, or Active Member, by attending 100% (2) of the required meeting each year either in person/live or by watching recordings of the meetings within 30 days after the meeting commenced. All members are encouraged to participate in committees, but this participation is not required to be considered an Active Member. Active Members are entitled to vote.

**Section 3: Dues** – There will be no dues for membership in the Continuum.

## **ARTICLE IV: VOTING**

### **Section 1: Voting**

Any action may be taken by a majority of the Active Members (as defined in Article III, Section 2).

### **Section 2: Voting Representation**

Each Active Member organization or institution will select one representative as their primary attendee who will serve as its voting member and may also designate up to 2 alternate delegates (named in advance) who can vote in that person's stead. Voting may occur by voice vote, in writing or electronically and only during the live request for a vote (meeting or email timeframe specified). Members choosing to view the recorded meeting after the assembly will not be eligible to vote on items decided during the live meeting nor will entities be eligible to cast votes for action through email after the deadline request has passed.

**A: Associations/Agencies:** Each association/agency shall have at least one representative who attends meetings. Each association/agency that is an Active Member (as defined in Article III, section 2) with the CoC has one vote. An alternate delegate may vote in the absence of the voting member. A single person may only serve as the voting representative of one association/ agency.

**B: Individuals:** Homeless or formerly homeless persons and other single persons may join as individuals. Each individual who is an Active Member with the CoC has one vote (as defined in Article III, section 2.).

### **Section 3: Conflict of Interest**

Members of the CoC and its Committees shall comply with federal, state and local laws. The business of the CoC should be conducted in a manner so as to avoid all conflicts of interest as outlined below.

A. In general, a conflict of interest occurs when Member takes an action, which results or has the appearance of resulting in personal organizational or professional gain. No Member of the CoC or its Committees shall knowingly take action to influence the conduct of the CoC in such a way as to confer any financial benefit on such Member, his or her family members, spouse or partner, or any organization in which the Member, his or her family members, spouse or partner serves in an official capacity. Service in an official capacity shall include service as an employee, owner, stockholder, director, board member, consultant, or officer that represents any such entity or organization which is seeking or receiving funding through the CoC process but shall not include service solely as a volunteer (that do not serve as board members or consultants) or recipient of services.

B. On issues in which a CoC Member has a conflict of interest as described above, neither the Member nor his/her delegate may vote. The Member or his/her delegate may participate in

discussion upon declaring a conflict of interest. The Chair of the CoC Board will be responsible for monitoring the disclosure of members' conflicts of interest.

- C. In the event that a matter, which raises a potential conflict of interest, comes before the CoC or its Committees for consideration, recommendation, and decision, the Member shall disclose the conflict of interest as soon as he or she becomes aware of it, and the disclosure shall be recorded in the summary of the meeting.

## **ARTICLE V: MEETINGS**

### **Section 1: General Meetings**

A meeting of the Balance of State Continuum membership is considered a General Meeting. The Continuum membership will meet at least two times per year either in person or via webinar. All meetings will be recorded for review by absent members within 30 days. Notification of General Meeting dates will come out no less than 60 days prior to the meeting. Agendas and notices will be distributed by email and/or other designated communications mechanism.

BOS CoC meetings are open to the public.

### **Section 2: Special Meetings**

Special Meetings of the Continuum or its Board may be called by the Chair or by written request of one-third of the Board or by one-third of the voting members. Special meetings that will require a vote or the handling of official business of the Continuum require at least two (2) business day's prior notice via email by KHC staff. Special meetings may consider only those items so specified in the notice.

Regional Special Meetings may be called by a Regional Board representative, Board Chair, or written request of one-third of active voting members in a region. Special meetings that will require a vote of the regional representation will require at least two (2) business day's prior notice via email by KHC staff.

### **Section 3: Annual Meeting**

The Continuum will hold annual regional meetings in the spring of each year. Election of the Board members will take place at these annual meetings, which are considered general meetings as described in Section 1.

### **Section 4: Meeting Minutes**

Minutes of all meetings including committee meetings will be kept. Minutes of each of the Continuum meetings and the BOS CoC Board will be kept by KHC staff. The minutes will be posted on the Continuum Web page (or designated communications mechanism) two business days prior to the next meeting of the CoC or BOS CoC Board. The minutes will be presented for approval at the next meeting of the Continuum, or BOS CoC Board. Minutes will include, at a minimum, the date, time, and place of the meeting; the names of all members in attendance; the topics discussed, motions made, motions seconded, and a count of votes on any action items; reports made; and any other information deemed necessary by the Chair. Minutes will be approved by a vote of the membership, and any changes will be agreed upon prior to acceptance of a final version.

Continuum staff at KHC will keep official copies of all minutes for a minimum of five years or to HUD standards if longer.

Committee meeting minutes will be kept by each Committee chair or her/his designee and all committee minutes will be submitted to the KHC Continuum staff seven to ten business days prior to the next Continuum, or BOS CoC Board meeting.

### **Section 5: Quorum**

A presence of a simple majority of the CoC's Active Members (as defined in Article III, Section 2) will be a quorum and sufficient to conduct business at a general or special meeting of the Continuum.

## **Section 6: Parliamentary Procedure**

In the absence of consensus of the Active Members, the rules contained in the current edition of Robert's Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedure.

## **ARTICLE VI: GOVERNANCE**

### **Section 1: Governing Body**

The leadership of the Balance of State Continuum of Care shall reside with at minimum twelve (12) directors and at maximum seventeen (17). These twelve to seventeen individuals collectively shall be known as the Advisory Board for the BOS Continuum of Care. The Advisory Board will convene at least quarterly, at a date and time convenient to the majority of board members.

### **Section 2: CoC Board Structure**

The Advisory Board of the BOS CoC shall be comprised of at minimum 12 directors and maximum of 17 voting directors. The directors are elected as follows:

- A. Two representatives from each of the six geographic regions of the state for a total of twelve(12) directors.
- B. Three (3) to five (5) "at large" directors shall be approved by a majority vote of the current Advisory Board following nomination by the Governance Committee. These three (3) to five (5) directors will be recruited from non-CoC/ESG funded agencies and must serve within one of the following categories:
  - 1 director shall be an individual who is homeless or formerly homeless
  - 1 director shall be from the relevant subpopulations listed below (Section 2, c)
  - 1 director shall be from a non-profit/government organization representing public interest
- C. The goal of the BOS COC Advisory Board is to have representation of these relevant organizations and projects serving homeless subpopulations within the geographic area include: Emergency Solutions Grant funded agency, persons with substance use disorders, persons with HIV/AIDS, veterans, the chronically homeless, families with children, unaccompanied youth, persons with serious and persistent mental illness, and victims of domestic violence.
- D. Ex-officio members\* shall include representatives from:
  - Homeless and Housing Coalition of Kentucky (HHCK)
  - Kentucky Coalition Against Domestic Violence (KCADV)

\*Ex-officio members are non-voting members of the BOS CoC Advisory Board

### **Section 3: Nomination and Elections**

Board members from the regions will be nominated by their respective regional CoC members at the annual regional meetings in the spring. There is no requirement that a nominee's organization/agency receives state or federal funding. Nominees can be from the public or private sector. Regional members will be elected with a majority vote of the Active Members present (as defined in Article III, Section 2) at the regional meeting. For regional terms expiring, the new appointments must be made prior to July 1<sup>st</sup>. Each regional COC must submit meeting minutes to the BOS COC Advisory Board verifying the discussion, vote, and results for the regional member position by July 1<sup>st</sup>.

The three (3) to five (5) at-large Board appointed positions must agree to serve in said capacity and will be recruited from BOS agencies not currently funded by ESG or CoC. These directors will be nominated by the Governance Committee and elected by a majority vote of the CoC Advisory Board. If elected after the start of the fiscal year on July 1<sup>st</sup>, their Board term will be retroactive to July 1<sup>st</sup> in order to ensure consistency with the terms of other Board directors.

#### **Section 4: Term of Office**

Each Board member will be elected for one two-year term (except as explained below). No member will serve more than three consecutive two-year terms, with exception of the homeless representative.

For the first CoC Board, one-half of the number of initial Board members will be elected to serve an initial one-year term. The remaining initial Board members, and all members thereafter, will be elected to serve two-year terms. Initial Board members serving one-year terms will be eligible for re-election to two subsequent two-year terms, for a maximum of five consecutive years of service. Following the initial elections and terms, an even/odd year process will be followed. During even-numbered years, one-half of the members will be elected; during odd-numbered years, the other one-half of the members will be elected.

#### **Section 5: Officers**

Officers of the Balance of State Continuum of Care shall be the Chair and Vice-Chair. Officers shall be elected from the Advisory Board on an annual basis at the last meeting of the fiscal year, by a simple majority of the Advisory Board members present. Officers shall be elected for a one (1) year term, and may serve a maximum of three (3) years.

#### **Section 6: Duties**

The duties and responsibilities of the Advisory Board, Officers and Collaborative Applicant include, but are not limited to:

#### **KY BOS COC Advisory Board:**

1. Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws;
2. Provide a vision, priorities and goals for the CoC community;
3. Establish a process for funding recommendations through the COC;
4. Consult with ESG Recipient(s) on funding priorities/processes for both the COC and ESG programs;
5. Establish policies on performance outcomes for ESG and CoC programs;
6. Designating an HMIS administrator;
7. Review and approve the HMIS Policies and Procedures Manual, annually;
8. Providing guidance to the Collaborative Applicant to establish a coordinated entry system;
9. Oversee progress of HMIS implementation and the COC-wide coordinated entry system and make recommendations for improvement; and
10. Consulting with ESG and CoC recipients and subrecipients to establish performance targets appropriate for population and program component type;
11. Establish performance measure targets for the HMIS lead agency;
12. Assess and evaluate the performance of the collaborative applicant and HMIS lead.
13. Each director is responsible for acting as a chair or co-chair on a committee. If there are more directors than committees, the remaining directors shall join a committee as a participating member. After the election of directors, the directors will agree as to who will chair which committee for the next term of office.
14. Convene Board on a regular basis, at least quarterly.

#### **Board Chair:**

1. Schedule, attend and preside over all Continuum Board meetings;
2. Schedule, attend and preside over general Balance of State COC meetings;
3. Provide direction and leadership, along with the Continuum Board, to ensure that all functions of the Continuum are carried out;
4. Provide reports and timely updates to the Continuum;
5. Set meeting agendas in collaboration with the Collaborative Applicant.

**Board Vice Chair:**

1. Perform duties of the Chair in the absence or incapacity of the Chair
2. Perform other duties as assigned.

**KY BOS COC Collaborative Applicant:**

It is the responsibility of the KY BOS COC full membership to designate a collaborative applicant best able to ensure a successful submission of the CoC proposal and complete the following:

1. Act as Secretary of the Advisory Board and BOS COC, taking and maintaining minutes;
2. Design, operate and follow a collaborative process for developing the application and approving its submission;
3. Complete the electronic application and all related parts (Housing Inventory Chart, Grant Inventory Worksheet, etc.) in response to HUD's annual CoC Program NOFA for homeless assistance resources;
4. Present a timeline and deadlines to all project applicants for individual project plans;
5. Establish priorities for funding projects in the CoC geographic area in collaboration with the Advisory Board;
6. Create process for ranking CoC applications;
7. Establish a coordinated entry system in consultation with the CoC Board;
8. Reviewing and approving projects to be included in the KY BOS CoC application;
9. Oversee committees and volunteers;
10. Coordinate annual Point-in-Time Count of homeless persons;
11. Coordinate annual gap analysis;
12. Create agendas for CoC full membership and Board meetings in collaboration with the Board Chair,
13. Make annual invitation for new members to the COC;
14. Monitor the performance of ESG and CoC recipients and subrecipients, evaluating outcomes, compliance, and taking corrective action with poor performers;
15. Monitor performance of Local Prioritization Communities (LPC), evaluating outcomes, compliance and taking corrective action with poor performers;
16. Monitor who is eligible to vote on the full membership.

**Section 8: Resignation and Vacancies**

Resignation from the Advisory Board must be in writing and received by the Chair. If a member COC notifies the Advisory Board that their representative who currently serves on the Board no longer represents the member organization or region, the person is no longer eligible to be one of the representatives on the Advisory Board.

An Advisory Board member may be terminated for excess absences from regular meetings of the Board; excess meaning more than three unexcused absences. An Advisory Board member may be removed for other reasons by a three-fourths vote of the remaining Advisory Board members.

In the event of a mid-term vacancy by a regional representative, a) a Special Meeting (as identified in Article V, Section 2) of the region for nomination and voting can be called to fill the vacancy or b) the region can choose to wait until the spring meeting at which time both seats will be filled through regional nomination and voting (1 for full 2yr term and 1 for 1yr term to serve out vacancy). Regardless of either choice to fill vacancy, KHC will provide guidance and meeting coordination to ensure proper minutes documentation is maintained for the Board.

## **ARTICLE VII: COMMITTEES**

### **Section 1: Standing Committees and Duties**

The Continuum may establish standing committees as the need arises through a vote at a general or special meeting. All standing committees shall consist of sufficient numbers to provide broad representation of the CoC as appropriate.

#### **A. Coordinated Entry Committee**

The Coordinated Entry Committee is a standing committee of the Advisory Board responsible for developing and implementing a coordinated assessment process for the entire CoC region, which works to meet the needs of clients from all jurisdictions in the CoC and which prioritizes local, state and federal efforts. Each Local Prioritization Community (LPC) Lead Agency, as defined in the KYBOS CoC Coordinated Entry Policies and procedures, shall designate a representative to serve on this committee. Committee membership may include persons with lived experience and other interested parties. Coordinated Entry Committee leadership will present an update of committee work at each Advisory Board meeting. KHC's CoC Systems Specialist is responsible to staff, coordinate and facilitate Coordinated Entry Committee meetings. The CoC Systems Specialist will serve as the liaison between the Coordinated Entry Committee, KHC, the Advisory Board and CoC as a whole.

#### **B. System Performance Measurement and Quality Improvement Committee**

The System Performance Measurement and Quality Improvement Committee will be responsible for annually reviewing HUD's guidelines, other applicable guidelines or regulations, and best practices and implementing a review of funded agencies and LPCs to monitor adherence to standards of care and outcomes. The Committee will provide guidance and oversight into the monitoring of CoC performance as a whole and work with CoC members to improve and enhance program-level performance. The Committee will also provide input into and oversight of continuum-level data collection.

#### **C. Governance Committee**

The Governance Committee will recommend structures for the BOS CoC Advisory Board and membership that are consistent with the goal of ending homelessness and ensuring compliance.

### **Section 2: Responsibilities of Committee Chairs**

Committee chairs will be appointed from the membership of the BOS CoC Advisory Board.

Responsibilities of the Chair of each Committee include, but are not limited to:

- Convening meetings of the committee as needed
- Ensuring adequate communications on the work of the Committee between the CoC Board and the membership.

### **Section 3: Ad Hoc Committees**

There shall be special committees as the BOS CoC Advisory Board may create, the membership and duties will be determined by the BOS CoC Advisory Board. A special committee, or task force, shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as it is specifically conferred by the BOS CoC Advisory Board. Upon completion of the task for which appointed, a special committee shall stand discharged.

## **ARTICLE VIII: STANDARDS FOR ASSISTANCE**

### **Section 1: Standards for Assistance**

The CoC has established that all assistance to clients from Federal sources will adhere to all applicable standards as set forth in governing regulations for such funds. At this time, the COC has not imposed additional restrictions related to client eligibility or levels of assistance. It will be at the discretion of the CoC Board to establish any additional standards that may apply based on either funding source or type of program operated within the geographic area covered by the CoC.

## **ARTICLE IX: AMENDMENTS**

### **Section 1: Amendments**

Following a two-thirds affirmative vote of the Advisory Board, these Bylaws, or any part of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a majority vote of the membership at the BOS COC Annual Meeting, or at a Special called meeting of the BOS CoC general membership. Proposed changes to the Bylaws must be made available to all members at least two weeks prior to any meeting at which they would be approved.

## **ARTICLE X: APPLICABILITY**

### **Section 1: Applicability**

If there is any conflict between applicable Federal and/or State statutes, rules, or regulations and these bylaws, such statute, rule, or regulation will prevail. If any provision of these bylaws is held invalid, the remainder of the bylaws will not be affected thereby.