

# Central COC Bylaws

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Draft 03/08/2018

## Mission Statement

Central Continuum of Care's (Central COC) purpose is to serve as the area's leader in advocating, planning and maximizing resources for those that are experiencing homelessness. We will do this by identifying the needs of the homeless in our communities and by providing supportive services and resources to end homelessness in our area. We believe in the Housing First approach and that all people deserve a safe, decent and affordable home and have opportunities to achieve self-sufficiency. *Approved (date)*

## General

Central COC's strategies to achieve our mission are to:

- Maintain optimal funding for the homeless programs in our service area of Adams, Columbia, Dodge, Juneau and Sauk Counties;
- Develop and implement responses and directives from the WI Balance of State Continuum of Care (WI BOSCO);
- Promote ending homelessness in our area;
- Collaborate on Central COC activities.

## Membership

Central COC is open to agencies, organizations and institutions with an interest in becoming involved in addressing issues facing those that are homeless in our service area. The membership strives to include a variety of people to represent homeless service providers, faith-based groups, local businesses, substance abuse and mental health counselors, law enforcement, schools, hospitals, health care providers, elected officials, consumers or former consumers, and representatives of specific populations: veterans, elderly and youth. Persons interested in attending Central COC meetings are welcome, but will not be considered members for voting purposes.

In order to be a member of the Central COC, an agency will need:

- A signed Memorandum of Understanding (MOU) and commitment to the Central COC mission on file. This pledge maintains an agency's active membership and reserves the right to vote.
- Membership is held by an organization, agency or institution rather than individually by employees or members of those entities.
- Members of agencies will be expected to attend **3** meetings per year in order to maintain their membership privileges.
- Membership privileges include voting rights.
- Members agree to maintain updated contact information with Secretary.

## Voting

Voting is based on membership held by an organization, not an individual person. Each agency is entitled to one vote.

All members must refrain from voting on matters where there is a conflict of interest.

A quorum shall be considered as a majority of members.

## Central COC Director

The Director will represent the Central COC on the Board of Directors.

- Must attend board meetings
- Must be actively involved in the Central COC
- Must participate / chair a committee
- Must attend Balance of State quarterly meetings
- Must advance the mission of the Corporation
- The Director also has fiduciary duties
  - Duty of Loyalty – In basic terms, the duty of loyalty requires a director to put the interests of the corporation above the interest of the director personally or any third-party organization with whom the director may be affiliated. It also prohibits the director from making any decision or entering into any transaction for which the director will personally profit. If a director was appointed to the Board to represent a specific interested party, that director nonetheless has a duty to act in the best interests of the corporation as a whole, rather than to advocate for that interested party.
  - Duty of Care – The duty of care is typically described as a director's duty to act with good faith and with the care that an ordinarily prudent person would exercise in a like position under similar circumstances.

The Director will be elected for a 3 year term and new elections will be held at the first quarterly meeting of the calendar year.

## Delegate

The Delegate for the Central COC will be the lead person from the lead agency.

- The Delegate is required to attend the Membership meetings quarterly.
- The Delegate will vote on behalf of the Central COC at the quarterly Membership meetings.

In the event the lead person from the lead agency is unable to fulfill the duties of the Delegate, a vote would take place by the Central COC Membership to determine the selection of a new Delegate. The vote would need to be at least thirty days prior to the meeting the Delegate will first attend as the Central COC Delegate. The Chair would notify the Secretary of the Corporation of the identity of this individual.

## Officers for Central COC's Quarterly Meetings

The Central COC will keep in office 2 positions:

### Chair

The Chair of the Central COC shall be responsible to:

- Preside over all Central COC meetings;
- Represent the Central COC at any community or public event where such representation is required; to include cooperative efforts with media partners to promote community events;
- Communicate any issues and all matters to the Central COC;
- Create an agenda and forward a copy to the Secretary.

### Secretary

The secretary of the Central COC shall be responsible to:

- Record the minutes of each meeting and submit to Chair for review;
- Maintain and update the membership roster;
- Distribute the prior month's minutes to all Central COC members (unless another member volunteers their services).

Elected positions are considered to be represented by an individual, not an organization or agency. Vacancies and resignations will be brought to the Central COC Chair or Secretary in the event the Chair vacates their position and a new election will be held. Elections will be held as part of a regular meeting or electronically via email. Officers will be elected for a 2 year term. New elections will be held at the first quarterly meeting of the calendar year which is in March.

In an attempt to maintain diversity, officer positions should include representatives from differing organizations and will not include more than 1 representatives from the same agency.

Removal from office may be performed by the Membership with a majority of voting members voting as such. Reasons for removal include, but are not limited to:

- Misconduct;
- Inability to perform the required duties;
- Excessive absences (2 or more absences in a calendar year)
- Violation of law, illegal activity and unethical behavior.

Officers will be elected for 2 year positions and new elections will be held at the first quarterly meeting of the calendar year which is in March.

## **Nominations**

Nominations will be accepted during the first quarterly meeting of the calendar year which is in March and nominees will be provided a brief opportunity to describe their experience and qualifications. Nominations can be made for one self or by another member of the membership body.

Voting will be conducted via show of hands or if more than one person is nominated for the same office.

## **Committees**

Committees will be created on an ad-hoc basis. Possible committees include: Bylaw, nomination and outreach. Committees shall be appointed to accomplish a task-specific assignment on a time-specified basis.

## **Meetings**

General meetings of the Central COC will be held:

- Quarterly on the 3<sup>rd</sup> Wednesday of the months of March, June, September, & December. The Chair will send out an e-mail with notice of the meeting, date, time and location at least two (2) weeks prior to the meeting. The Chair will send out a second reminder notice one (1) week prior to the meeting which will include a copy of the agenda. The Secretary will send out a copy of the previous meeting's notes.
  - If the Chair has an excused absence, an alternative meeting date will be set.
- Minutes will be recorded by the secretary and be made available upon request. In the event the Secretary is unable to attend a meeting, a Secretary Pro Tempore shall be elected for that meeting only and shall be charged with taking appropriate minutes of the meeting and sending the minutes to the Secretary.
- Attendance will be recorded by Secretary.

## **By-Law Review and Amendments**

These By-laws may be amended at any general meeting provided members are notified by email of the proposed change at least 14 days prior to the meeting.

The proposed amendments shall be approved by a majority vote of those members present.

The by-laws will be reviewed annually for approval.