

Bylaws and Governance Charter

McHenry County Continuum of Care to End Homelessness

Article I: Name, Mission, and Structure

Section 1: Name

The name of this organization shall be the McHenry County Continuum of Care to End Homelessness (McHenry County CoC).

Section 2: Mission

The mission of the McHenry County CoC is:

Working together to end homelessness in McHenry County by coordinating services, increasing opportunities for funding, and educating the community regarding the unique issues facing individuals and families experiencing homelessness.

Section 3: Purpose

The purpose of the McHenry County CoC is to assist in the coordination and development of services and housing for homeless and low income persons with housing needs through planning, education, project evaluation, advocacy and funding prioritization. The McHenry County CoC is organized to act as the Continuum of Care for McHenry County, Illinois, in accordance with the McKinney-Vento Homeless Assistance Act, as amended by the Homeless Emergency Assistance and Rapid Transition to Housing Act of 2009 (the Act) and all applicable regulations from the U.S. Department of Housing and Urban Development (HUD Regulations).

Section 4: Structure

The McHenry County CoC shall be governed by its membership serving as the Board, which will elect a Steering Council at the Annual Meeting. The McHenry County CoC shall also have standing committees and ad hoc committees, each led by a Committee Chair.

The McHenry County CoC shall be governed by the Bylaws and Governance Charter, Committee Charters, and policies (Governance Documents). It is the intent of the McHenry County CoC to propagate Governance Documents in compliance with the Act and the HUD Regulations.

Section 5: Contact Information

The McHenry County CoC's contact information and Governance Documents can be found at the McHenry County CoC website: <https://www.mchenrycountyil.gov/county-government/departments-j-z/planning-development/community-development/continuum-of-care-to-end-homelessness>.

Article II: General Provisions

Section 1: Procedure

The 11th edition of Robert's Rules of Order shall be the authority for all questions of procedure at any meeting.

Section 2: Contracts

Only the McHenry County CoC Board may authorize any Officer or agent of the McHenry County CoC to enter into any contract in the name of or otherwise act on behalf of the McHenry County CoC. Approval of such action requires a 50% or more majority vote of the McHenry County CoC Board.

Section 3: Gifts

The McHenry County CoC Board may accept any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the McHenry County CoC, in accordance with the Donations Policy.

Section 4: Grants

Only the McHenry County CoC Board's identified Collaborative Applicant may apply for funding, as authorized by the McHenry County CoC Board, for the general purposes or for any special purposes of the McHenry County CoC. Approval of such action requires a 50% or more majority vote of the McHenry County CoC Board.

Section 5: Fiscal Year

The Fiscal Year of the McHenry County CoC shall be October 1 to September 30.

Section 6: Records

The McHenry County CoC shall keep correct and complete records of the following:

- Minutes of the proceedings of its Board, Steering Council, and standing and ad hoc committees or workgroups
- Funding applications
- Governance Documents in accordance with Article I, Section 5 Contact Information.

At least two individuals on the Steering Council must complete annual State of Illinois training on the Illinois Freedom of Information Act (FOIA) and Illinois Open Meetings Act and serve as FOIA Officers.

Section 7: Indemnification

All Members participate in the McHenry County CoC at their own risk.

Article III: McHenry County CoC Board

Section 1: General Description and Powers

The full membership of the McHenry County CoC will serve as the Board for the McHenry County CoC. The Board shall be the decision-making body for the McHenry County CoC.

Section 2: Responsibilities and Duties

The McHenry County CoC Board shall adhere to the stated federal regulations in 24 CFR 578.7 under the heading "Responsibilities of the Continuum of Care" and shall maintain attendance which complies with the McHenry County CoC Attendance Policy.

The McHenry County CoC Board as a whole is responsible to:

- Act on behalf of the McHenry County CoC in accordance with the responsibilities of a Continuum of Care in 24 CFR 578.7;
- Meet semi-annually as required by the Act;
- Designate the Collaborative Applicant and associated functions annually;
- Delegate the operating and planning of a Homeless Management Information System (HMIS) to an HMIS Lead;
- Delegate the Coordinated Entry system to a Coordinated Entry Lead; and
- Design, operate, and follow a collaborative process for the development of applications and approve the submission of applications in response to a Notice of Funding Availability (NOFA) published by HUD under 24 CFR 578.9.

Section 3: Membership

McHenry County CoC Board membership is open to any individual or entity that wishes to work to accomplish the mission (Article I, Section 2). Members of the McHenry County CoC Board represent and may include: human service agencies, businesses, faith organizations, individuals or families currently or formerly experiencing homelessness, and public agencies. Members are encouraged to take an active role in the McHenry County CoC Board and specific committees.

The McHenry County CoC Board shall:

- Include at least one individual who is currently experiencing or has experienced homelessness; and
- Represent the relevant organizations and projects serving homeless subpopulations, such as veterans, families with children, unaccompanied youth, persons with substance use disorders, persons with mental illness, persons with HIV/AIDS, persons experiencing chronic homelessness, and victims of domestic violence, dating violence, sexual assault, and stalking.
 - One Member may represent the interests of more than one homeless subpopulation, and the Board must represent all subpopulations to the extent that someone is available and willing to represent that subpopulation on the Board.

Section 4: Membership Process

The Membership and Nominating Committee shall develop and annually review a Memorandum of Understanding (MOU) for interested individuals or entities to become Members. MOUs are accepted on a rolling basis. Per HUD Regulations, the Membership/Nominating Committee shall make an annual public invitation in order to formally solicit new Members.

The MOU shall contain Code of Conduct and Conflict of Interest forms. Upon McHenry County CoC acceptance of the MOU with accompanying forms, the organization or individual immediately becomes a Member of the McHenry County CoC Board with all the rights and responsibilities thereof.

The Member(s) designated by the McHenry County CoC and receiving a funding award to fulfill the prescribed duties assigned to the roles of the Collaborative Applicant, HMIS Lead, and Coordinated Entry will sign a Memorandum of Understanding of Performance with the McHenry County CoC. The Memorandum of Understanding of Performance will detail the following:

- Performance outcomes expected, specific to the funded role

- A timeline for regularly reporting performance outcomes of the funded role to the McHenry County CoC
- McHenry County CoC Board has the right to terminate the Memorandum of Understanding of Performance with 2/3 (66%) majority vote

Section 5: Voting

All Members of the McHenry County CoC Board who have completed an MOU and signed the Code of Conduct and Conflict of Interest forms shall be eligible for voting rights.

The MOU shall identify the Primary Voting Representative and Alternate Voting Representative (Voting Representatives) for the Member. Each Member may only cast one vote per issue being decided. The Primary Voting Representative shall be entitled to vote for the Member at McHenry County CoC Board meetings. If the Primary Voting Representative is not present, the Alternate Voting Representative shall be entitled to vote instead. Any attendees not identified on the MOU as Voting Representatives shall not vote on behalf of the Member.

All Voting Representatives must follow the Code of Conduct and the Conflict of Interest Policy.

A Voting Representative must attend at least one McHenry County CoC Board meeting in the previous Fiscal Year in order to maintain Member voting rights in the following Fiscal Year. Failure to send a Voting Representative to at least one McHenry County CoC Board meeting in the previous Fiscal Year will result in a forfeiture of voting rights for the Member. It is an expectation of the McHenry County CoC Board that all Members exercise due diligence in understanding of all issues prior to voting.

New Members and Members whose voting rights have been forfeited must establish or re-establish voting rights by attending one McHenry County CoC Board meeting within the current Fiscal Year. Then the Member will be entitled to vote at subsequent McHenry County CoC Board meetings.

Unless otherwise specified in the Governance Documents, approval of decisions voted upon by the McHenry County CoC Board requires a majority. A majority is considered to be 50% or more of the present Voting Representatives' votes.

Section 6: Meetings

The McHenry County CoC Board shall hold regular meetings at least semi-annually. The President or any three participants of the Steering Council may also call special meetings of the McHenry County CoC Board.

The Annual Meeting of the McHenry County CoC Board will be held in September each year for the purpose of electing the Steering Council and for the transaction of such other business as may be brought before the McHenry County CoC Board.

All McHenry County CoC Board meetings shall be in conformance with the Illinois Open Meetings Act. A written schedule of regular McHenry County CoC Board meetings shall be provided to the McHenry County CoC Board and made available on the McHenry County CoC website at the beginning of each Fiscal Year. The McHenry County CoC Board may conduct electronic meetings in accordance with the Electronic Meetings Policy and the Illinois Open Meetings Act.

Section 7: Quorum

A quorum is required at all McHenry County CoC Board meetings. A quorum shall exist if 50% or more of the Members who have established or re-established voting rights have a Voting Representative present at the meeting. It is the responsibility of the Member to attend meetings; however, a quorum shall be assumed to be present provided no Member objects. A present Member may request a quorum call, at which time the presiding Officer must determine if a quorum is present.

Section 8: Code of Conduct

Members must act professionally and with integrity, in accordance with the Code of Conduct.

Section 9: Conflict of Interest

Members must act in accordance with the Conflict of Interest Policy. The McHenry County CoC recognizes that Members may take part in legitimate employment, financial, business, charitable, and other activities outside of membership of the McHenry County CoC, but any actual or potential conflict of interest raised by those activities must be disclosed on the membership MOU and Conflict of Interest form, per the Conflict of Interest Policy.

When a Member is the subject discussed or decided upon, a conflict of interest is presumed to exist. Members must recuse themselves from voting on any items for which they have an actual or presumed conflict of interest.

Section 10: Compensation

No Member shall accept compensation from the McHenry County CoC. An individual employed by the McHenry County CoC shall not be a Member.

Section 11: Resignation of Membership

Any Member may resign from the McHenry County CoC Board by delivering a written resignation to the President, Vice President, or Chair of the Membership and Nominating Committee. Membership terminates upon delivery of the Member's resignation, and Member Voting Representatives identified on the MOU are no longer eligible to vote on behalf of the Member.

Section 12: Termination of Membership

Any McHenry County CoC Board Member may propose the termination of a Member for cause. Termination requires a 2/3 (66%) or more majority vote of a quorum of the McHenry County CoC Board.

Article IV: McHenry County CoC Steering Council

Section 1: General Description and Powers

The Steering Council shall be the coordinating body of the McHenry County CoC. It shall carry out responsibilities delegated to it by the McHenry County CoC Board, including those which are time-sensitive and more efficiently accomplished in a smaller group.

The Steering Council does not have authority to make decisions for the McHenry County CoC. The Steering Council may only make recommendations for decision by the McHenry County CoC Board.

Section 2: Responsibilities and Duties

In addition to the responsibilities and duties of the McHenry County CoC Board (Article III, Section 2), Steering Council responsibilities include, but are not limited to, participation in at least one committee.

The Steering Council as a whole is responsible for:

- Governance of the McHenry County CoC as an organization and as a HUD-identified Continuum of Care;
- Ensuring compliance with HUD regulations;
- Developing, following, and updating the Bylaws and Governance Charter every five years;
- Developing, following, and updating McHenry County CoC policies annually;
- Recording and maintaining all meeting minutes for the McHenry County CoC Board, Steering Council, and committees;
- Maintaining financial records for the McHenry County CoC;
- Creating ad hoc committees as needed and appointing Chairs of those committees; and
- Making regular reports of Steering Council activity to the McHenry County CoC Board.

Section 3: Composition

The Steering Council shall consist of positions as follows:

- Officers: President, Vice President, Secretary, and Treasurer
- Chairs of the standing committees
- Chairs of the ad hoc committees
- HMIS Lead
- Collaborative Applicant
- Coordinated Entry Representative
- Three members of the community at large

At least two individuals on the Steering Council must complete annual State of Illinois training on the Illinois Freedom of Information Act (FOIA) and Illinois Open Meetings Act and serve as FOIA Officers.

The duties of each Officer are as follows:

- President – The President shall be the principal officer of the McHenry County CoC and shall preside at all meetings of the McHenry County CoC Board and Steering Council. The President shall serve as an ex-officio participant of all committees. The President shall supervise all of the business and affairs of the McHenry County CoC. The President or designee may sign documents, as authorized by the McHenry County CoC Board, for the proper and necessary transaction of business. The President shall perform such other duties as may be assigned by the McHenry County CoC Board. The President may delegate duties to a designee.
- Vice President – The Vice President shall act in the absence or inability of the President, and when so acting, the Vice President shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall perform such other duties as may be assigned by the President.

- Secretary – The Secretary shall keep the minutes of the McHenry County CoC Board meetings and shall see that all notices are given in accordance with the Governance Documents and the Illinois Open Meetings Act. The Secretary shall maintain the attendance at McHenry County CoC Board meetings. The Secretary shall keep or cause to be kept all documents relating to the business of the McHenry County CoC, except those of the Treasurer. The Secretary shall perform such other duties as may be assigned by the President.
- Treasurer – The Treasurer shall be the principal financial officer of the McHenry County CoC and shall preside as Chair of the Finance Committee. The Treasurer shall perform such other duties as may be assigned by the President.

Section 4: Election

The Officers and standing committee Chairs shall be elected at the Annual Meeting of the McHenry County CoC Board. HMIS Lead and Collaborative Applicant are not elected, as they are chosen through the funding process. Ad hoc committee chairs are appointed by the Steering Council.

Officer elections shall occur on the following timeline:

- President/Steering Council Chair and Secretary – even years
- Vice President and Treasurer/Finance Committee Chair – odd years

Committee Chair elections shall occur on the following timeline:

- Membership and Nominating & Housing and Services – even years
- Community Awareness & Compliance and Ethics – odd years

Steering Council – Three Members at Large are elected annually.

The Membership and Nominating Committee shall develop and annually review a procedure for elections. This procedure must include:

- A deadline for nominations to the ballot;
- A prohibition of nominations from the floor of the Annual Meeting; and
- The use of an actual ballot for the election, as opposed to a slate.
- Absentee and/or Electronic ballots will not be accepted.

Section 5: Terms

Officers shall be elected for a term of two years. Standing Committee Chairs shall be elected for a term of two years. Officers and standing committee Chairs are limited to election to two terms consecutively in the same position. A minimum one-term hiatus is required before an Officer or standing committee Chair may be elected again to the same position.

Section 6: Meetings

The Steering Council shall hold regular meetings at least six times per year. The President or any three participants of the Steering Council may also call special meetings of the Steering Council.

All Steering Council meetings shall be in conformance with the Illinois Open Meetings Act. A written schedule of regular Steering Council meetings shall be provided to the McHenry County CoC Board and be made available on the McHenry County CoC website at the beginning of each Fiscal Year. The Steering Council may conduct electronic meetings in accordance with the Electronic Meetings Policy and the Illinois Open Meetings Act.

A quorum is required at all Steering Council meetings. A quorum shall exist if 50% or more of the filled positions of the Steering Council are present at the meeting. It is the responsibility of the Steering Council participant to attend meetings; however, a quorum shall be assumed to be present provided no Steering Council participant objects. A present Steering Council participant may request a quorum call, at which time the presiding Officer must determine if a quorum is present.

Section 7: Resignation of Participation

Any Officer or Committee Chair may resign from the Steering Council by delivering a written resignation to the President. A 30-day notice is requested. The HMIS Lead may not resign as it is identified on the HUD Project Priority Listing. The Collaborative Applicant may not resign as it is identified as a non-competitive grantee and is the organization designated at the time of annual CoC registration.

Section 8: Termination of Participation

Any McHenry County CoC Board Member may propose the termination of a Steering Council participant for cause. Termination requires a 2/3 (66%) or more majority vote of a quorum of the McHenry County CoC Board. The HMIS Lead and Collaborative Applicant may be terminated only through a reallocation of funding to another organization. The reallocation of funding of the Collaborative Applicant must also take place prior to the annual CoC registration.

Section 9: Vacancies

If the President's office becomes vacant, the Vice President shall automatically assume the office for the remainder of the President's term.

If any other Officer or standing committee Chair position becomes vacant, the Membership/Nominating Committee shall nominate individuals to fill those positions for the remainder of the term. Approval requires a 50% or more majority vote of the McHenry County CoC Board. If any ad hoc Committee Chair position becomes vacant, the Steering Council shall appoint a replacement.

Article V: McHenry County CoC Committees

Section 1: General Description and Powers

The McHenry County CoC Board shall charge committees with certain duties and responsibilities in furtherance of the McHenry County CoC's mission (Article I, Section 2).

Committees must operate pursuant to their Committee Charter. The Committee Charter must expressly state the purpose of the committee, the authority delegated to the committee, actions to be taken by the committee, and (for ad hoc committees) a time for dissolution. Lapsed Standing Committee Charters, which have not been renewed on an annual basis, may be revived by a 50% or more majority vote of the McHenry County CoC Board.

The committees do not have authority to make decisions for the McHenry County CoC. The committees may only make recommendations for decision by the McHenry County CoC Board. The McHenry County CoC Board shall honor the work of committees who are making recommendations to the Board for approval by either accepting, modifying or rejecting said recommendation at the time it is presented.

Section 2: Responsibilities and Duties

The McHenry County CoC committees are responsible for:

- Carrying out the duties expressly provided for in the Committee Charters and not exceeding the prescribed authority of the Committee Charters;
- Annually reviewing and updating the Committee Charters;
- Meeting regularly in accordance with the Committee Charters; and
- Making regular reports of committee activity to the McHenry County CoC Board.

Section 3: Standing Committees

The standing committees of the McHenry County CoC shall be:

- Community Awareness – This committee will be responsible for external and community relations.
- Membership and Nominating Committee – This committee shall: develop and annually review a procedure for elections; develop and annually review a Memorandum of Understanding (MOU) for interested individuals or entities to become Members and make an annual public invitation in order to formally solicit new Members.
- Compliance and Ethics – This committee will monitor performance and compliance of projects approved by the McHenry County CoC Board for funding; log, investigate, and recommend action on grievances and appeals in accordance with the Grievance Policy; and annually analyze grievances and appeals for trends.
- Finance – This committee will be responsible for the NOFA process, the Ranking Work Group, and documentation of the finances of the McHenry County CoC.
- Housing and Services – This committee will be responsible for maintaining an inventory of available housing and homeless services in McHenry County, conducting Point in Time counts, and investigating and recommending action for Continuous Quality Improvement regarding access or barriers to housing and homeless services.
- The Coordinated Entry Work Group will be responsible for Coordinated Entry and oversee the coordinated entry process for the McHenry County CoC in accordance with the Coordinated Entry Policy. The HMIS Work Group will be responsible with ensuring data quality, compliance with applicable regulations, and submission of reports to HUD on behalf of the McHenry County CoC. This work group will also be responsible for adherence to the HMIS policy in effect and reporting any issues to the Compliance and Ethics Committee. The Point in Time Count Work Group will be responsible for the planning and execution of the annual PIT count and submission of results to the HMIS administrator for submission to HUD.

Each standing committee shall be led by a Chair, who shall be elected by the McHenry County CoC Board at the Annual Meeting, in accordance with Article IV, Section 4. Details regarding the Chair's

term, resignation, termination, and vacancy are found in Article IV, Sections 5 to 9. The standing Committee Chairs shall serve on the Steering Council.

Section 4: Ad Hoc Committees

The Steering Council may establish ad hoc committees as needed and appoint Chairs of those committees per Article IV, Section 2. The Steering Council may fill ad hoc committee Chair vacancies. The ad hoc committee Chairs shall serve on the Steering Council.

Section 5: Work Groups

Standing and ad hoc committees may create work groups without approval by the McHenry County CoC Board. However, committees may not delegate more responsibility to a work group than the Committee Charter or McHenry County CoC Board already granted to the committee. The purpose of a work group is to carry out specific committee responsibilities and tasks, including those which are time-sensitive and more efficiently accomplished in a smaller group.

Section 6: Meetings

All standing committee meetings shall be in conformance with the Illinois Open Meetings Act. A written schedule of regular committee meetings shall be provided to the McHenry County CoC Board and made available on the McHenry County CoC website at the beginning of each Fiscal Year. Committees may conduct electronic meetings in accordance with the Electronic Meetings Policy and the Illinois Open Meetings Act.

Work group meetings are not subject to the Illinois Open Meetings Act and will be scheduled by consensus of the participants of the work group.

The Chair of each committee shall ensure that meetings are scheduled, minutes are taken, and there is a record of attendance for that committee.

Section 7: Participation

Members of the McHenry County CoC Board are encouraged to actively participate in at least one committee (Article III, Section 3), but only Steering Council participants are required to participate in at least one committee (Article IV, Section 2).

Article VI: Grievances and Appeals

The McHenry County CoC shall establish and follow a written Grievance Policy. The policy shall include both formal and informal grievance procedures, as well as appeal procedures.

Article VII: Adoption, Amendment, and Repeal

A 2/3 (66%) majority vote of a quorum at a regular or special meeting of the McHenry County CoC Board is required in order to adopt, amend, or repeal the Bylaws and Governance Charter.

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