**Bylaws**

**Saginaw County Consortium of Homeless Assistance Providers**

**Name and Purpose**

On May 30, 1996, the Continuum of Care, formed in 1995, agreed to be known as the Saginaw County Consortium of Homeless Assistance Providers, hereafter referred to as SC-CHAP in this document. The purpose of SC-CHAP is to provide leadership, strategic planning and a unified approach among government and not-for-profit agencies, faith based organizations and other key groups to effectively address the issue of homelessness in Saginaw County.

**Mission**

SC-CHAP is a mission driven organization and it creates and refreshes its mission statement annually. SC-CHAP will work as a mission driven organization, organizing in service delivery and operations consistent with that mission.

**Article I**

**Governance**

The meetings of the general membership and the Board shall be guided by Robert’s “Rules of Order” of Parliamentary Procedure.

1. Duties and Responsibilities of the Membership

	1. Election of Board
	2. Approval of new members

Member Meetings:

Meetings of the general membership shall be held four (4) times a year at a minimum (March, June, September and December). Dates and times are pre-determined on an annual basis and published to the group. Agendas are distributed prior to each meeting. Special meetings of the whole can be called by the Chairperson to conduct business that cannot wait until the next regularly scheduled meeting. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

1. Duties and Responsibilities of the Board

	1. Approval of mission, vision and values of the organization
	2. Approval of Bylaws
	3. Approval of policies and procedures of the organization
	4. Approval of host (lead) agencies
	5. Approval of SC-CHAP MOU’s
	6. Approve and monitor Continuum grants
	7. Election of Officers

	Board Meetings:

	Meetings of the Board shall be held 8 times per year in January, February, April, May, July, August, October and November. If a Board member has a special circumstance whereby they are unable to attend a regularly scheduled Board meeting, they may conference in either electronically or telephonically and that constitutes presence at the meeting. Special meetings may be called by the Chairperson to conduct business that cannot wait until the next regularly scheduled meeting. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting. In the event of a special meeting, members may conference in either telephonically or electronically, and that constitutes attendance.
2. Homeless Management Information System (HMIS) Governance Charter

The Saginaw County Consortium of Homeless Assistance Providers shall develop and implement an HMIS Governance Charter which shall be updated annually and include all procedures and policies needed to comply with HMIS requirements as prescribed by HUD. This Charter will part of the HMIS Policies and Procedures of the Consortium and will provide the framework for the Consortium HMIS implementation. It will define the roles and responsibility of the SC-CHAP providers and participating HMIS agencies and the Lead Agency.

**Article II**

**Membership**

1. Eligibility Criteria

Membership shall be open to any organization that demonstrates an interest in homelessness, housing needs and/or related services in Saginaw County.
2. Membership Application Process

An interested party must submit a membership application to the SC-CHAP Coordinator. At the next regularly scheduled member meeting, the SC-CHAP Coordinator shall present the membership application for approval. A simple majority of members present is required to approve an interested party’s application. Membership is based on a calendar year of January 1 to December 31, and is calculated in December and will determine voting rights for the coming year.
3. Dues

All members are required to pay annual dues of $25.00 and will be billed annually, in September, by the lead agency. New members must submit their dues with their application for membership and, once accepted for membership, will be billed annually thereafter. A proportional service fee will be charged to HUD and/or MSHDA grant holders based on any shortfall in funding needed to maintain a full-time Continuum Coordinator. The Board will instruct the lead agency to bill all MSHDA and HUD grantees via two semi-annual payments. The Board will approve the budget required to maintain a full-time Coordinator.
4. Attendance and Continued Membership

Attendance at SC-CHAP member meetings is reviewed annually in January by the SC-CHAP Board. Any provider member that has not attended at least 75% of regularly scheduled meetings and standing or ad hoc committee meetings during the previous calendar year, or 75% of the regularly scheduled or ad hoc committee meetings since its application was approved will be in jeopardy of losing their membership in good standing status. Community members must attend at least 75% of regularly scheduled meetings to maintain membership. The status of member in good standing must be maintained to vote on issues and apply through SC-CHAP for grant funding opportunities.
5. Membership Representation

Each member shall appoint a representative(s). The representative shall be responsible for communication between SC-CHAP and the member. A member may send more than one representative to any SC-CHAP meeting. In order to build leadership capacity and diversity of skills, SC-CHAP welcomes multiple representatives from its members. No representative shall represent more than one member at any meeting of SC-CHAP. All representatives must identify the member they are representing at the meeting for attendance credit. Attendance is credited to the member not the representative. If the appointed representative is not available, an alternate may be sent.
6. Board Representation

The membership will elect the members of the Board. A member of the Board may not send an alternate to the Board meetings and only one (1) representative per agency may serve on the Board. Members of the Board must be a member in good standing at the time of nomination and election to the Board. Board members may not miss more than two (two) regularly scheduled meetings in a calendar year. Failure to attend the requisite amount of regularly scheduled Board meetings may result in removal from the Board after discretionary review by the Board. If a Board member is attending a State or other regulatory body meeting on behalf of SC-CHAP, his or her attendance at that meeting constitutes attendance at a SC-CHAP Board meeting.
7. Voting: Membership and Board

Each member is afforded one vote. No representative shall cast a vote for more than one member at any SC-CHAP meeting. In order for Provider and Community members to have voting rights, they must be members in good standing.

Board members may not send an alternate to the Board and each member is afforded only one vote.

Board members must abstain from voting when the issue being voted upon would represent a conflict of interest or conflicting loyalties. Taking any action or entering into a transaction or arrangement that might benefit the private interest of a member Agency, its staff or Board of Directors in which the Board member has a vested interest would constitute a conflict of interest or conflicting loyalty. Board members are required to sign an Annual Conflict of Interest Declaration and Disclosure statement.

Quorum: Membership and Board

It shall constitute a quorum to conduct SC-CHAP membership business if 51% of the voting members are present. If a quorum does not exist, the meeting can be conducted as a discussion only meeting. If necessary, the Board may conduct any business not acted on at a member meeting due to lack of a quorum and shall report any action taken at the next SC-CHAP meeting.

It shall constitute a quorum of the Board to conduct SC-CHAP business if at least 51% of the sitting members are present. If a quorum is not achieved, the meeting can be conducted as a discussion only meeting.

**Article III**

**Structure**

The SC-CHAP Chairperson shall be an ex-officio member of each committee.

1. **Board**
	1. The purpose of the Board shall be to conduct SC-CHAP business and to provide leadership to the organization in matters of planning, policy, resource allocation and conflict resolution. The Board shall also evaluate the performance of the lead agencies for the Continuum of Care and HMIS on an annual basis. The Board shall consist of 11-15 members comprised of both community and provider members representing relevant organizations within our geographic area including but not limited to non-profit homeless assistance providers, victim services, faith based organizations, governments, businesses, public housing, school districts, social service providers, mental health, hospitals, law enforcement, housing developers, veteran services, formerly homeless individuals. One of the 11-15 board seats will automatically be held by the Lead Agency CEO or his/her designee. The Continuum Coordinator and HMIS Coordinator shall act as staff to the Board and shall have no voting rights. The Board shall also be charged with oversight of the SC-CHAP’s Homeless Management Information System (HMIS), to ensure compliance with Federal regulations. The Board shall meet in the following months: January, March, May, July, September and November on dates and times to be pre-determined on an annual basis and published to the group. The Board shall call a special meeting(s) to conduct SC-CHAP business in situations requiring rapid response prior to regularly scheduled meetings.
2. **Standing Committees:**

	1. **Grants, Planning and Housing Coordination Committee:** The committee is charged with three primary functions:

	1. Documenting the permanent housing needs for homeless in Saginaw County and reviewing permanent housing application proposals to determine if they meet the community’s needs.

	2. Work with SC-CHAP staff to a) develop requests for funding timelines, proposals, and applications; b) Determine scoring and threshold criteria, based on HUD guidelines, to be used by the Independent Grant Review Team which reviews and scores applications for ESG and HUD funds.

	3. Increase the awareness of homelessness in the Saginaw community-at-large and provide information and training for members of SC-CHAP. They will implement and update the 10-year plan, provide advocacy and develop and implement activities such as public relations, Project Homeless Connect activities, and provide information/speakers on issues affecting the homeless for SC-CHAP meetings.

	**Subcommittees of the Grants, Planning and Housing Coordination Committee**:

	1. The Interagency Service Team will report to the membership on prevention efforts, permanent supportive housing, homeless prevention and rapid re-housing program, homeless assistance recovery program and other tasks as needed.

	2. Independent Grant Review Team: This subcommittee will be made up of community members familiar with existing programs and have experience in dealing with the community’s homeless population (i.e.; pastors, community foundations, previously homeless individuals, DHS, legal services, Housing Commission, etc.) and the Chair of the Grants, Planning and Housing Coordination Committee. They will review each grant request and determine how well it meets the criteria in the RFP and how it ranks based on the grant scoring criteria. Once rankings are completed, this information will be provided to the applicant and the Board.
	2. **Governance Committee:**

The Governance Committee is charged with:

1. Reviewing the bylaws as needed, but minimally every 5 years.
2. The Governance Committee will entertain nominations during the September meeting of the membership and with election of new Board members to occur in December.
3. Reviewing Policies and Procedures as needed.
4. Coordinating the evaluation process for SC-CHAP staff in concert with the lead agency.

5. Coordinating the biennial evaluation process for the Lead Agency as required by the Memorandum of Understanding between the parties.

3. **Continuous Quality Improvement (CQI) Committee:**

 The CQI Committee is charged with reviewing monthly, quarterly and annual CQI reports to monitor, analyze and trend agency performance outcomes for continuous improvement based on 4 key categories mandated by HUD. The Committee will notify agencies who fail to show continued improvements in achieving targets or drop below acceptable outcome levels. Technical assistance will be made available to those agencies struggling to meet targets. The HMIS Systems Administrator will be responsible for generating reports from data entered into HMIS. Individual reports will be generated per agency and SC-CHAP as a whole to monitor compliance. The CQI Committee will annually review identified, measurable performance indicators as directed by HUD and MSHDA and recommend changes, if required, in performance indicators as required.

 This Committee is also charged with overseeing the annual Point in Time count and the Housing Inventory Chart data that must be submitted to HUD in preparation for the Annual Housing Assessment Report to Congress.

4. **Ad Hoc Committees**:

 AdHoc Committees shall be created and filled as the need arises as determined by the Board to facilitate the business of SC-CHAP.

**Article IV**

**Board and Officers**

1. Election of Board

Election of Board members shall be held in December for a term of two (2) calendar years. The Chairperson shall announce the intent to take nominations during the September meeting of SC-CHAP. Nominations will be taken in verbal and written form at the September meeting. Any SC-CHAP member may hold any of the following offices provided there is no direct conflict of interest; Chairperson, Vice Chairperson and Treasurer. No officer of the Board may appoint a proxy to serve or vote on his or her behalf. No officer or member of the organization shall receive compensation in any form for their service to SC-CHAP. Good attendance is required to be considered as a member of the Board.
2. Election of Officers

Election of Officers will be done at the first meeting of the Board in January by the members of the Board. At this first meeting, the Coordinator will facilitate the election of the new Chairperson.

	1. **Chairperson**: The Board members shall elect a Chairperson to officially represent the body and carry on management functions with the assistance of the Coordinator. The Chair will preside over all meetings of the membership and Board. The Chairperson shall not vote unless in the event of a tie. At that time, the Chairperson shall cast the deciding vote. The Chairperson shall have the authority to appoint chairpersons for standing committees from members of the Board.
	2. **Vice Chairperson**: The Vice Chairperson shall perform the duties of the Chair when the Chair is unavailable or there is a direct conflict of interest in the Chairperson performing his/her duties.
	3. **Secretary**: The Coordinator shall serve as the Secretary of the Board, but shall have no voting rights.

	A copy of the minutes shall be made available for review by any member upon request. Upon the direction of the Board, the Secretary may be required to maintain other SC-CHAP records and documentation. Minutes of the Board meetings will be distributed to the membership by the Secretary.
	4. **Treasurer**: The Board shall elect a treasurer. The Treasurer shall be a member of the Board, and shall work with the Continuum of Care lead agency to receive, review and file financial reports from the Lead Agencies, along with any other documented expenditures as they relate to SC-CHAP business only. The Treasurer shall present the annual budget to the Board.
3. Resignation of Board Members/Officers of the Board

In the event a member of the board resigns prior to the end of their term of office, notice shall be given to the Board. A call for nominations will be sent to the membership immediately and an election to fill this vacancy will take place at the next regularly scheduled meeting of the general membership. The Continuum Coordinator will take nominations via e-mail and the Chair will be responsible for vetting nominations and contacting the nominees to ensure their willingness to serve on the Board. The list of nominees will be published to the membership prior to the general membership meeting. At the general membership meeting, the Chair will call for a vote.

If a board member’s resignation causes the board membership to fall below the minimum number of members required by these bylaws, business can still be conducted as long as a quorum is met and the vacancy will be filled at the next regularly scheduled general membership meeting.

In the event an officer of the board resigns his/her position, but wishes to remain on the board, the Board will elect another member to fill that position.
4. Removal of Board Members/Officers

Officers and/or board members may be removed, for cause, by a majority vote of the Board for issues not in the best interest of SC-CHAP such as non-attendance, failure to carry out the duties of their office, or any action that causes substantial harm to the organization.

**Article V**

**Grievances and Appeals**

If any member feels it has a grievance against an action taken by the Board, a grievance may be pursued.

1. The grievance or appeal must be submitted to the Chairman of the Board in writing as soon as practicable. Within ten (10) working days of receipt of that request, the Board will schedule a special meeting to discuss the complaint. The Continuum Coordinator will inform the grievant of the meeting time. The grievant may attend the meeting and may be accompanied by one representative of his/her choice. If the grievant cannot attend the meeting or does not desire to be present, the representative should have written authority to make decisions on behalf of the grievant. All relevant documentation the grievant wishes to present must be given to the Coordinator for distribution to the Board no less than 48 hours prior to the meeting.
2. The Board will make every effort to resolve the grievance at the time of the meeting and respond in writing to the affected party(ies) before the next scheduled SC-CHAP general member meeting, of any decisions regarding the grievance/appeal, being respectful of any deadlines the grievant may have. The decision of the Board shall be final and reported to the full membership at its next regularly scheduled meeting to be documented and filed as part of the official minutes of that meeting.
3. If an agency feels it has a grievance or wishes to appeal a decision made by SC-CHAP relative to funding for emergency housing, transitional housing, supportive housing services or permanent supportive housing, a grievance or appeal may be pursued.

The grievance or appeal must be submitted to the Chairman of the Board in writing within the grant process timeline approved by the Grants, Planning and Housing Coordination Committee. Following receipt of the appeal, the Chair will appoint an Appeals Committee to hear the appeal. The Continuum of Care Coordinator will inform the grievant of the meeting time. The grievant may attend the meeting and may be accompanied by one representative of his/her choice. If the appellant cannot attend the meeting or does not desire to be present, the representative should have written authority to make decisions on the appellant’s behalf.

The Appeal Committee will be made up of Community members of the Board, and the Independent Grant Review Team Chair.

No member of the Appeal Committee may have a conflict of interest with any of the agencies applying for McKinney funding and must sign a conflict of interest statement.

The role of the Appeal Committee is to read and review only those areas of the application that are being appealed.

This process will be detailed in the SC-CHAP Policies and Procedures relating to Grants and Rankings.

**Article VI**

**Amendments**

Amendments to the Bylaws may be accomplished by the following procedure:

1. Any committee or SC-CHAP member may recommend an amendment to the Bylaws to the Governance Committee Chair.
2. The Governance Committee will meet to discuss the proposed amendment before the next scheduled Board meeting.
3. The Governance Committee will bring a recommendation of the proposed amendment to the next scheduled Board meeting for vote and ratification.
4. An amendment requires an approval vote of a 2/3 majority of the Board’s sitting members.

These Amended Bylaws of the Saginaw County Consortium of Homeless Assistance Providers (SC-CHAP) were adopted by the Board on August 9, 2016 at Saginaw, Michigan.

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Acting Secretary

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Date

**Adopted December 9, 2010**

**First Amended September 13, 2012**

**Second Amendment September 11, 2014**

**Third Amendment August 9, 2016**