

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 SCCHAP in this document. The purpose of SCCHAP 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

SCCHAP is a mission driven organization, and it creates and refreshes its mission statement annually. SCCHAP 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 will be guided by “Robert’s Rules of Order” of Parliamentary Procedure.

A. Duties and Responsibilities of the Membership

1. Election of Board Members
2. Approval of new general members

Member Meetings:

Meetings of the general membership will 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.

B. Duties and Responsibilities of the Board

1. Approval of mission
2. Approval of Bylaws
3. Approval of policies and procedures of the organization
4. Approval of fiduciary agency
5. Approval of SCCHAP 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 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.

8. Voting

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 represents a conflict of interest or conflicting loyalties. Taking any action or entering a transaction or arrangement that might benefit the private interest of a member agency, its staff, or Board of Director's 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.

C. 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 be part of the HMIS Policies and Procedures of the Consortium and will provide the framework for the Consortiums HMIS implementation. It will define the roles and responsibility of the SCCHAP providers and participating HMIS agencies and the fiduciary.

Article II **General Membership**

A. Eligibility Criteria

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

B. Membership Application Process

An interested party must submit a membership application to the SCCHAP Coordinator. At the next regularly scheduled member meeting, the SCCHAP Coordinator shall present the membership application for approval. A simple majority of members present is required to approve an interested party's application.

C. 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.

D. Attendance and Continued Membership

Attendance at SCCHAP member meetings is reviewed annually in November for the previous 12 months by the Continuum of Care Coordinator. 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. General 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 SCCHAP for grant funding opportunities.

E. Membership Representation

Each member shall appoint a representative(s). The representative shall be responsible for communication between SCCHAP and the members. A member may send more than one representative to any SCCHAP meeting. To build leadership capacity and diversity of skills, SCCHAP welcomes multiple representatives from its members. No representative shall represent more than one member at any meeting of SCCHAP. 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.

F. Voting: General Membership

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

Email (Electronic) Voting: When there are time constraints for a particular Board or membership decision that do not permit waiting until the next Board or membership meeting for an in-person vote, the Chair, in their discretion, may call for an email (electronic) vote for any matter needing the vote of the Board or full membership. The Chair will make the motion, and the Vice Chair will second the motion for whatever action is being called for a vote. A deadline for voting will be published via email when an email vote is called for, after which full results will be officially announced.

Quorum: Membership and Board

It shall constitute a quorum to conduct SCCHAP 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 SCCHAP meeting.

Article III **Structure**

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

A. Board

1. The purpose of the Board shall be to conduct SCCHAP 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 agency or the Continuum of Care and HMIS on a biennial basis. The Board shall consist of 11-16 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 and community development organizations, veteran services, those with lived experience, legal services and social justice organizations. One of the 16 board seats will automatically be held by the Lead Agency CEO or their designee. The Continuum of Care Coordinator and HMIS System Administrator shall act as ad hoc members of the Board and shall have no voting rights. The Board shall also be charged with oversight of SCCHAP's Homeless Management Information System (HMIS), to ensure compliance with Federal regulations. The Board shall meet in the following months: January, February, April, May, July, August, October and November on dates and times to be determined on an annual basis and published to the group. The Board shall call a special meeting(s) to conduct SCCHAP business in situations requiring rapid response prior to regularly scheduled meetings.

Two of the Board seats will be reserved for people currently experiencing homelessness or with lived experience. These seats may remain vacant if a candidate cannot be found. However, efforts to recruit and develop individuals to fill the homelessness/lived experience seats will be documented by the Governance Committee. Individuals should be recruited from the general population and by CoC funded provider organizations whenever possible. These seats will have staggered terms to ensure both seats are not up for election at the same time.

The Board will provide development and education to ensure the ~~person~~ people filling ~~this~~ these positions have an opportunity to meaningfully contribute to the work of the Board.

B. Standing Committees:

1. **Grants, Planning and Housing Coordination Committee:** The committee is charged with three primary functions:
 - a. Documenting the permanent housing needs for people experiencing homelessness in Saginaw County and reviewing application proposals relating to housing and homelessness to determine if they meet the community's needs.
 - b. Work with CoC Coordinator to a) develop requests for funding timelines, proposals, and applications; b) determine scoring and threshold criteria, based on grant guidelines; c) reviews and scores applications for ESG, HUD and other funds.
 - c. Increase the awareness of those experiencing homelessness in the Saginaw community-at-large and provide information and training for members of SCCHAP. The Committee will implement and update the current housing plans, provide advocacy, and develop and implement activities such as public relations, and provide information/speakers on issues affecting the those experiencing homelessness for SCCHAP meetings.

Governance Committee:

The Governance Committee responsibilities are:

1. Reviewing the bylaws as needed, but minimally every 5 years.
 2. The Governance Committee will serve as the Nominating Committee beginning September of each year through the election of the Board members. Nominations will be taken during the September meeting of the membership with the election of new Board members to occur in December.
 3. Reviewing Policies and Procedures as needed.
 4. Coordinating the biennial evaluation process for the Lead Agency as required by the Memorandum of Understanding between the parties.
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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 four 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 systemwide reports while working with Agency Administrators to generate project and agency level reports from data entered into HMIS. Performance will be monitored at the project, agency, and system level. The CQI Committee will annually review identified, measurable performance indicators as directed by HUD and MSHDA and make changes, if required.

This Committee is also charged with overseeing the annual Point in Time count data and the Housing Inventory Chart data that must be submitted to HUD, as well as review of annual System Performance Measures (SPM) submitted to HUD and data clean up for the annual Longitudinal System Analysis (LSA) submission to HUD-

4. Ad Hoc Committees:

Ad Hoc Committees shall be created and filled as the need arises as determined by the Board to facilitate the business of SCCHAP.

Article IV **Board and Officers**

A. Board Members

Election of Board Members shall be held in December. The Chairperson shall announce the intent to take nominations during the September meeting of SCCHAP. Nominations will be taken in oral and written form at the September meeting and may continue until the December meeting. Any SCCHAP member may hold any of the following offices provided there is no direct conflict of interest, Chairperson, Vice Chairperson or Treasurer. SCCHAP Board Members will serve a 3 year term. Elected Member terms will be staggered such that approximately one-third (1/3rd) are up for election each year. At the discretion of the Nominating Committee, a Board Member may be re-nominated for a subsequent term. There is no limit to the number of terms a Member may serve.

1. 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, or for new organizations to the SCCHAP, they must be willing to become a member in good standing within the first year of service. Board members may not miss more than two (two) regularly scheduled meetings in a calendar year. Failure to attend the requisite number 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 SCCHAP, his or her attendance at that meeting constitutes attendance at a SCCHAP Board meeting.

For the purpose of defining members of the Board of Directors, the CoC and HMIS Coordinators may serve as ad hoc members of the Board and can be appointed as Chairpersons of Standing Committees of the Board. Ad hoc members of the Board of Directors have no voting privileges.

2. Requirement for Board Members: No member of the board may appoint a proxy to serve or vote on their behalf. No Officer, Board Member or Member of SCCHAP shall receive compensation in any form for their service to SCCHAP. Good attendance is required to be considered to be a member of the Board, or if a candidate is new to SCCHAP, the candidate must become a Member in good standing in terms of attendance within the first year of

service.

B. Election of Officers

Election of Officers will be held at the first meeting of the Board in January by the members of the Board. At this first meeting, the Continuum of Care Coordinator will facilitate the election of the new Chairperson. All Officers will be elected to a two (2) year term by the Board.

1. **Chairperson:** The Board members will elect a Chairperson to officially represent the body and carry out management functions with the assistance of the Continuum of Care Coordinator. The Chair will run all meetings of the membership and Board. The Chairperson will not vote unless in the event of a tie. At that time, the Chairperson shall cast the deciding vote. The Chairperson shall appoint Standing Committee Chairpersons. A new Member of the Board will not be asked to serve as a Standing Committee Chair. All Standing Committee Chairpersons appointments are voluntary.
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 their duties.
3. **Secretary:** The Continuum of Care Coordinator shall serve as the Secretary of the Board but will have no voting rights as an ad hoc member of the Board.

A copy of the meeting minutes will be made available for review by any General Member upon request. At the direction of the Board, the Secretary may be required to maintain other SCCHAP records and documentation. Minutes of the Board meetings will be distributed to the membership by the Secretary.

4. **Treasurer:** The Board will 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 SCCHAP business only. The Treasurer will present the annual budget to the Board.

C. Resignation of Board Members

In the event a member of the board resigns prior to the end of their term of office, notice will 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 of Care 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 their position, but wishes to remain on the board, the Board will elect another member to fill that position.

D. 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 SCCHAP 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

If any member feels it has a grievance, or wishes to appeal, or file a complaint (hereafter referred to as “grievance”) concerning an action taken by the Board, a grievance may be pursued.

- A. The grievance must be submitted to the Board Chair in writing as soon as possible. Within ten (10) working days of receipt of that request, the Board will schedule a special meeting to discuss the grievance. 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 their 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 Continuum of Care Coordinator for distribution to the Board no less than 48 hours prior to the meeting.
- B. The Board will make every effort to resolve the grievance at the time of the meeting. The Board will notify the affected party(ies) before the next scheduled SCCHAP general member meeting, any decisions regarding the grievance. The decision of the Board shall be final and reported to the full membership at its next regularly scheduled and recorded in the minutes of that meeting.
- € For SCCHAP Housing funding decisions only, a member agency may file a grievance.

The grievance must be submitted to the Board Chair in writing within the grant process timeline approved by the Grants, Planning and Housing Committee. Following receipt of the grievance, the Chair will appoint a Grievance Committee. 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 their 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 the grievant’s behalf.

The Grievance Committee will be made up of Board Members, and the Housing, Grants and Planning Committee Chair.

No member of the Grievance Committee may have a conflict of interest with any of the agencies applying for funding and each Committee Member must sign a conflict-of-interest statement.

The role of the Grievance Committee is to review only those areas of the application that are being grieved.

This process will be detailed in the SCCHAP Policies and Procedures relating to Grants and Rankings.

Article VI **Amendments**

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

- A. Any committee or SCCHAP member may recommend an amendment to the Bylaws to the Governance Committee Chair.
- B. The Governance Committee will meet to discuss the proposed amendment before the next scheduled Board meeting, as time allows.
- C. The Governance Committee will bring a recommendation of the proposed amendment to the next scheduled Board meeting for vote and ratification.
- D. An amendment requires an approval vote of a 2/3 majority of the Board's members.

These Amended Bylaws of SCCHAP were adopted by the Board on May 21, 2024, at Saginaw, Michigan.

Acting Secretary

Date

Adopted December 9, 2010
First Amended September 13, 2012
Second Amendment September 11, 2014
Third Amendment August 9, 2016
Fourth Amendment January 10, 2017
Fifth Amendment April 10, 2018
Sixth Amendment November 10, 2020
Seventh Amendment July 11, 2023
Eighth Amendment May 21, 2024