

# BYLAWS

## OF

### Prince William Continuum of Care

(Adopted June 9, 2016; Last revised May 9, 2021; May 12, 2022; February 9, 2023)

## ARTICLE I

### Offices

Section 1. Principal Office. The principal office of the Prince William Continuum of Care (PWCoC) is the Prince William Department of Social Services (PWC DSS), 7987 Ashton Ave, Manassas, VA 20109.

## ARTICLE II

### Members

**Section 1. Membership:** Members are community organizations, nonprofit agencies, for profit companies, governmental entities, person(s) with lived experience, and individuals that have an interest in serving persons who are homeless in Prince William County (PWC) and the cities of Manassas and Manassas Park (M/MP). Members shall complete a registration form and update the form as need arises or at least annually in July. Each member agency has one vote, and the voting member will be designated on the registration form. It is possible for an agency to note their preference for an alternate(s) to vote, in the event their voting member is not able to attend a meeting. All votes are final. There are no dues associated with membership.

**Section 2. Funding Eligibility:** All recipients of funding through the CoC must be a Voting Member and retain Voting Membership status for the duration of the funding cycle.

**Section 3. Compensation:** Members of the group at large or any committee shall not be entitled to compensation for their services or attendance, to include travel. Members with lived experience may be compensated.

**Section 4. Attendance:** Member organizations must have their regular member or designated alternate, noted on the registration form and attend 80% of all CoC meetings, including regular and special meetings. This attendance requirement additionally extends to any committees of which the organization is a member. Any organization that is receiving local, state, or federal funding through the CoC is required to be in compliance with attendance policies as put forward in the CoC Bylaws.

**Section 5. Committee Membership:** All voting member organizations shall be a member of at least one committee. The committee member does not have to be the voting member of the member organizations but should be noted on the registration form. Committee alternates representing the member organization may also be noted on the registration form. Committee meeting attendance must be 80%. The Governance Committee's members represent the two CoC Committees (PAR and Service Continuum), the City of Manassas or Manassas Park, and the CoC At-Large. The City member of the Governance Committee shall designate their alternate. Alternates for each of the two committees shall be representatives from each committee. The Alternate for the Governance Committee Facilitator shall be the PWC DSS Director.

**Section 6. Standard of Conduct for Members:** Members shall act in good faith and in a professional manner. The best interests of persons who are homeless in PWC and M/MP shall be the focus of all. It is recognized that the work of the PWCoC considers the interests of persons who are homeless in PWC and M/MP and not the individual interests of member organizations.

**Section 7.** Conflict of Interest Policy: No member shall vote upon any matter which shall have a direct financial bearing on the organization that the member represents. This includes, but is not limited to, matters regarding grant funding, awarding contracts and or implementing corrective actions.

**Section 8.** Resignation: Any member agency may resign at any time. Written or electronic mail notification of resignation shall be made to the Director of PWC DSS.

**Section 9.** Nonvoting Members: An organization may decide to register as a nonvoting member. Nonvoting members will be held to all of the requirements as members except for Attendance and Committee Membership (Sections 3 and 4 above). Non-Voting members are eligible to apply for funding, but, upon award of funding, must change their status to that of a Voting Member and adhere to all requirements related to that status to be in compliance with the CoC Bylaws for at least the duration of the funding period.

**Section 10.** Lived Experience Committee Members: Agency nominations and individual applications will be accepted on a rolling basis until the positions are filled. CoC members may nominate persons with lived experience for the CoC Committees. Applications will be reviewed by the respective committee and approved by the CoC Committee. Committee members that are selected with lived experience can be compensated as described in the Lived Experience Committee Member description. PWC DSS will solicit nominations for open seats from the community via website posting, agency distribution and CoC email list. The open seats will specify which roles/areas need to be covered.

### ARTICLE III

#### Leadership

PWC DSS will serve as the lead agency, collaborative applicant, lead general meeting, and oversee the Governance Committee. PWC DSS shall manage the business and affairs of the PWCOC to include the consolidated applications for funding and do all such lawful acts and things as are not prohibited by statute or by these Bylaws. This includes setting agendas, communicating with the membership, maintaining the PWCOC website page on the PWC DSS website, keeping/posting meeting summaries. Recommendations of the Governance Committee will be brought to the PWCOC for final decisions.

### ARTICLE IV

#### Meetings

**Section 1.** At-Large membership meetings. Meetings will be monthly on the second Thursday of each month at 1:30 PM. All meetings will follow Roberts Rules of Order. Recommendations of the Governance Committee may be made to the At-Large Membership, to change the frequency, date and time of the meetings. It is understood that weather emergencies, Prince William County government closures, holidays and other unexpected events may occur that cause meetings not to be held. Notices about meetings will be sent via electronic mail and noted on the PWC DSS website on the PWCOC page. Members may attend meetings via conference call.

**Section 2.** Special Meetings. Federal and the Commonwealth of Virginia's schedules for grant application submissions, as well as other unforeseen events, may cause the Governance Committee to call a special meeting. The decision to hold a special meeting shall be done by in-person meeting, electronic mail or conference call agreement of a majority of the PWCOC Governance Committee. A member may request a special meeting by submitting a written or electronic mail request to the Director of PWC DSS. All requests made by a member to hold a special meeting will be considered by the PWCOC Governance Committee at the nearest regularly scheduled meeting. The At-Large membership shall be informed of the special meeting at least three business days in advance of the meeting. Notices about meetings will be sent via electronic mail and noted on the PWC DSS website on the PWCOC page.

**Section 3.** Quorum and Vote at Meetings. At any meeting of the PWCOC and its Committees, a quorum shall consist of one-half of the voting membership plus one. All PWCOC meetings, to include committee meetings, shall have a virtual and/or in-person sign-in sheet and note attendees in the meeting summaries. It shall be noted whether or not a quorum exists. If a quorum exists, then action can be taken. If a quorum does not exist, then the meeting can continue, but no action can be taken.

**Section 4.** Committee Summaries: Each Committee shall submit a summary of their most recent meeting to the next meeting of the Governance Committee. This summary shall be written by the Committee Facilitator and approved by the Committee Representative to the Governance Committee. The Governance Committee's summary shall be approved by the members via electronic mail prior to the next CoC meeting.

## **ARTICLE V**

### PWCOC Committees

No Meetings of any committee shall be held without PWC DSS' knowledge at least three days in advance of the meeting.

**Section 1.** Governance Committee. There shall be a Governance Committee comprised of the PWA CoC Committees' designees, a representative of Manassas City or Manassas Park, who shall be on an annual rotation (even years MP and odd years M), and the PWC Deputy County Executive for Human Services or his/her designee. The latter shall serve as the chair of the Governance Committee and the PWCOC. Committee Designees to serve on the Governance Committee shall not be representative of the same member agencies with the exception of PWC DSS who serves as Governance Committee representative of the Program Analysis and Ranking Committee. Governance Committee representatives for the Service Continuum Committee shall be designated by the respective committee and shall serve a term of one year. The CoC will elect a non-provider member every two years. Any grant proposal will be submitted to the PWCOC Governance Committee for final approval before submission.

**Section 2.** Other Committees. The Governance Committee may set up Ad Hoc Committees as needed.

- A. Program Analysis and Ranking (PAR) Committee: The PWC DSS Homeless Services Program Manager shall serve as the Designee to the Governance Committee. Other members shall not include any homeless services providers who receive funding from the HUD CoC Program and/or the Commonwealth of Virginia. It is expected that the PWC Office of Housing and Community Development will be a member. The mission of the committee shall be to establish benchmarks for community needs; review the programs of local homeless services providers to ensure they meet established goals; rank the services needed based on the most current gap and service needs analysis; and review the applications submitted for funding and make recommendations for action to the At-Large Membership. The group shall discern the frequency of meetings. Meeting summaries shall be submitted to the agenda of the general membership meetings. All meeting summaries and recommendations must be provided to the Governance Committee through the PWC DSS office prior to Governance Committee meetings.
  
- B. Service Continuum Committee: Annually, this committee shall discern its designee to the Governance Committee and frequency of meetings. The mission of the committee is to make recommendations for consistent, effective, and efficient local service provision to achieve standardized performance measures adopted by the CoC. This committee will focus on special populations as determined by HUD, such as persons who are chronically homeless, families facing homelessness, and Veterans. All meeting summaries and recommendations must be

provided to the Governance Committee through the PWC DSS office prior to Governance Committee meetings.

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## BYLAW Changes

### Changes approved by the CoC on December 8, 2016; bolded is added language.

**Article II, Section 4. Committee Membership:** All member organizations shall be a member of at least one of the four committees. The committee member does not have to be the voting member of the member organizations but should be noted on the registration form. Committee alternates **representing the member organization** may also be noted on the registration form. Committee meeting attendance must be 80%. *The Governance Committee's members represent the four CoC Committees and the City of Manassas or Manassas Park. The City member of the Governance Committee shall designate their alternate. Alternates for each of the four committees shall be representatives from each committee. The Alternate for the Governance Committee Facilitator shall be the PWC DSS Director.*

**Article IV, Section 4. Committee Summaries:** *Each Committee shall submit a summary of their most recent meeting to the next meeting of the Governance Committee. This summary shall be written by the Committee Facilitator and approved by the Committee Representative to the Governance Committee. The Governance Committee's summary shall be approved by the members via electronic mail prior to the next CoC meeting.*

### Changes approved by the CoC on January 12, 2017: Add Section 8 below to Article II; bolded is added language.

**Section 8. Nonvoting Members:** An organization may decide to register as a nonvoting member. Nonvoting members will be held to all of the requirements as members except for Attendance and Committee Membership (Sections 3 and 4 above).

Committee name and mission changes approved by the CoC on April 13, 2017; bolded is added language:

- A. The Program Evaluation, Service Ranking and Application Review Committee changed their name to ***Program Analysis and Ranking (PAR) Committee.***
- B. The Data, Gap and Service Needs, and Best Practices Committee changed their name to ***Data and Needs Analysis (DANA) Committee.***

Annually, this committee shall discern its designee to the Governance Committee and frequency of meetings. ***The mission of the committee is to gather and analyze data from various sources including HMIS. The Committee will be responsible for collecting non-HMIS data and identifying non-HMIS data gaps. The Committee is responsible for coordinating the Point-in-Time Count.*** All meeting summaries and recommendations must be provided to the Governance Committee through the PWC DSS office prior to Governance Committee meetings.

- C. The Special Events, Training, Education and Information Committee change their name to the ***Community Outreach and Relationship Engagement Committee.***

Annually, this committee mission is to shall discern its designee to the Governance Committee and frequency of meetings. ***The mission of the committee is to effectively engage the community by developing relationships to support the goals of the CoC. This may be done by delivering special events, training and education opportunities for Prince William Area community members who might impact homelessness so that it is***

*brief, rare and non-reoccurring. At-Large Member Meetings may benefit from information this committee brings forth about best practices and the “big picture” of homeless services.* Recommendations will be made for special events. All meeting summaries and recommendations must be provided to the Governance Committee through the PWC DSS office prior to Governance Committee meetings.

D. The Service Continuum Committee did not change their name.

Annually, this committee shall discern its designee to the Governance Committee and frequency of meetings. *The mission of the committee is to make recommendations for consistent, effective, and efficient local service provision to achieve standardized performance measures adopted by the CoC.* This committee will focus on special populations as determined by HUD, such as persons who are chronically homeless, families facing homelessness, and Veterans. All meeting summaries and recommendations must be provided to the Governance Committee through the PWC DSS office prior to Governance Committee meetings.

## **Changes approved by the CoC on July 13, 2017**

### Article II

Section 1. Added “(s)” to word “alternate” in the sixth line.

Section 4. Added “voting” in the first sentence “Committee Membership: All voting member organizations shall be a member of at... “

### Article IV

Section 3. Added “voting” to the second sentence “quorum shall consist of one-half of the voting membership plus one. All PWCOG meetings, to include”

### Article V

Section 1. Note highlighted portion: “Governance Committee. There shall be a Governance Committee comprised of the PWCoC Committees’ designees, a representative of M/MP, who shall be on an annual rotation (even years MP and odd years M), and the PWC Deputy County Executive for Human Services or his/her designee. The latter shall serve as the chair of the Governance Committee and the PWCOG. Committee Designees to serve on the Governance Committee shall not be representative of the same member agencies with the exception of PWC DSS who serves as Governance Committee representative of the Program Analysis and Ranking Committee. Governance Committee representatives for the DANA, CORE and Service Continuum Committees shall be designated by the respective committees and shall serve a term of one year. Any grant proposal will be submitted to the PWCOG Governance Committee for final approval before submission. “

## **Changes approved by the CoC on March 8, 2018, bolded is added language.**

### ARTICLE II

**Section 2. Funding Eligibility: All recipients of funding through the CoC must be a Voting Member and retain Voting Membership status for the duration of the funding cycle.**

### ARTICLE II

**Section 4. Attendance: Member organizations must have their regular member or designated alternate, noted on the registration form, and attend 80% of all CoC meetings, including regular and special meetings. This attendance requirement additionally extends to any committees of which the organization is a member. Any organization that is receiving local, state, or federal funding through the CoC is required to be in compliance with attendance policies as put forward in the CoC Bylaws.**

### ARTICLE II

**Section 9. Nonvoting Members:** An organization may decide to register as a nonvoting member. Nonvoting members will be held to all of the requirements as members except for Attendance and Committee Membership (Sections 3 and 4 above). ***Non-Voting members are eligible to apply for funding, but, upon award of funding, must change their status to that of a Voting Member and adhere to all requirements related to that status to be in compliance with the CoC Bylaws for at least the duration of the funding period.***

*Headings to previous Sections 2,3,4,5,6,7,8 amended as appropriate by insertion of new Article II, Section 2.*

### **Changes approved by the CoC on Feb. 13, 2020:**

**All references to the CORE Committee were deleted as the DANA and CORE Committees combined. Duties previously assigned to CORE were assumed into the DANA Committee.**

**Section 1. Added:** The CoC will elect a non-provider member annually.

**Section 2. B. Added:** Ad-hoc committees will be formed as needed, examples include: Census, Special Events, etc. Best practices and the “big picture” of homeless services will be introduced and considered for recommendations.

**C. Removed:** Community Outreach and Relationship Engagement (CORE) Committee: Annually, this committee mission is to shall discern its designee to the Governance Committee and frequency of meetings. The mission of the committee is to effectively engage the community by developing relationships to support the goals of the CoC. This may be done by delivering special events, training and education opportunities for Prince William Area community members who might impact homelessness so that it is brief, rare and non-reoccurring. At-Large Member Meetings may benefit from information this committee brings forth about best practices and the “big picture” of homeless services. Recommendations will be made for special events. All meeting summaries and recommendations must be provided to the Governance Committee through the PWC DSS office prior to Governance Committee meetings.

### **Changes approved by the CoC on May 9, 2021, bolded is the added language:**

#### **ARTICLE V**

**Section 1.** Governance Committee. There shall be a Governance Committee comprised of the PWA CoC Committees’ designees, a representative of M/MP, who shall be on an annual rotation (even years MP and odd years M), and the PWC Deputy County Executive for Human Services or his/her designee. The latter shall serve as the chair of the Governance Committee and the PWCOG. Committee Designees to serve on the Governance Committee shall not be representative of the same member agencies with the exception of PWC DSS who serves as Governance Committee representative of the Program Analysis and Ranking Committee. Governance Committee representatives for the DANA and Service Continuum Committees shall be designated by the respective committees and shall serve a term of one year. **The DANA committee may elect a representative to the Governance Committee, if the representative is not from the same organization that represents the Services Continuum.**

The CoC will elect a non-provider member annually. Any grant proposal will be submitted to the PWCOG Governance Committee for final approval before submission.

### **Changes approved by the CoC on May 12, 2022**

All references to the DANA Committee in Article V were removed.

At-Large to the Governance Committee term changed to two years.

Virtual meetings noted.

Lived experience and local advocates clarified under membership.

## **Changes approved by the CoC on February 9, 2023**

### **ARTICLE II**

**Section 3. Added:** Compensation: Members of the group at large or any committee shall not be entitled to compensation for their services or attendance, to include travel. Members with lived experience may be compensated.

**Section 10. Added:** Section 10. Lived Experience Committee Members: Agency nominations and individual applications will be accepted on a rolling basis until the positions are filled. CoC members may nominate persons with lived experience for the CoC Committees. Applications will be reviewed by the respective committee and approved by the CoC Committee. Committee members that are selected with lived experience can be compensated as described in the Lived Experience Committee Member description. PWC DSS will solicit nominations for open seats from the community via website posting, agency distribution and CoC email list. The open seats will specify which roles/areas need to be covered.