

**BYLAWS OF THE CLEVELAND/CUYAHOGA COUNTY
OFFICE OF HOMELESS SERVICES
ADVISORY BOARD**

**ARTICLE I
LEGAL STATUS AND PURPOSE**

The creation of the Cleveland/Cuyahoga County Office of Homeless Services Advisory Board was provided by an agreement between the City of Cleveland and the Board of County Commissioners on May 26, 1992 pursuant to the Ohio Revised Code Section 307.15.

**ARTICLE II
MISSION AND GOALS**

The goals of the Advisory Board as stated in the Board's Mission and Goals Statement are *consistent with the Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act and the priorities of the U.S. Interagency Council on Homelessness (USICH) as follows:*

1. To assist the Office of Homeless Services (OHS) **to reduce and end homelessness** ~~he implementation of the community's Homeless Plan~~ through advocacy, policy review, ~~technical assistance,~~ priority setting, ~~linkages and coordination,~~ ~~provision of financial and other resources,~~ and the **alignment of community resources.** ~~articulation of the vision of the community's Homeless Plan.~~
2. Facilitate interagency, and intergovernmental cooperation, and ~~assure~~ **promote** private sector collaboration and participation.
3. Clarify and prioritize the goals of the Cleveland/Cuyahoga County Continuum of Care. ~~Plan.~~
4. Identify and review local, state, and federal public policy issues impacting ~~the homeless~~ **individuals and families experiencing homelessness.**
5. Develop financial priorities for the distribution of public funds, and influence the distribution of private funds.
6. Establish criteria to monitor and evaluate delivery of services.
7. Develop avenues to communicate concerns regarding policy issues.

**ARTICLE III
MEMBERSHIP**

Section I. Representation. The Advisory Board shall be broadly based with representation from all sectors of the community, **in compliance with the HEARTH Act, 24 CFR Part Subpart B, 578.5 -7. The HEARTH Act requires that the governing body of the CoC be comprised of “relevant” organizations and provides examples of what is considered “relevant organizations”. This list includes, but is not limited to, the following: nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies,**

school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, and organizations that serve veterans. The only required category of representation is a homeless or formerly homeless person.

Section II. Board Composition. The OHS Advisory Board shall be composed of a minimum of **23** members.

STANDING/DESIGNATED SEATS

See separate attachment for outline and discussion points.

Ten members will be appointed, as follows:

- One person appointed by the Mayor of Cleveland;
- One person appointed by the President of Cleveland City Council;
- Two persons appointed by Cuyahoga County;
- One person appointed by Cuyahoga Metropolitan Housing Authority;
- One currently or formerly homeless person appointed by the Northeast Ohio Coalition for the Homeless;
- One advocate for the homeless appointed by the Northeast Ohio Coalition for the Homeless;
- Two persons appointed by the Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County, one to represent each of the areas of expertise;
- One person appointed by the Veteran's Administration.
- Other APPOINTED SEATS

A minimum of fourteen (14) members ? will be elected to the Board following a nominating process. These members shall include the following:

- One shelter provider;
- One transitional housing provider;
- One prevention/diversion services provider;
- One representative of a nonprofit housing organization;
- One representative of the business community;
- One representative from the private philanthropic sector;
- One representative from the health care community;
- One health care provider with primary focus on serving homeless persons;
- A minimum of two (2) additional currently or formerly homeless persons;

At least four "at-large" representatives selected from the following categories, with no more than one person representing a single category:

- Researcher/data specialist;
- AIDS service organization;
- Faith-based organization;
- Criminal justice;
- Legal advocacy;
- Children's service provider;
- Basic needs;

- Policy or planning specialist;
- Public school system;
- Aging.

Section III. Terms of Service. A term of service is three (3) years. The following would be revised accordingly:

- ~~Appointed~~ Standing/designated members may continue serving until the designating authority appoints an alternative.
- An elected member may serve ~~two sequential terms of service~~. One six year term. After at least one year off the Board, an individual may reapply for Board membership through the Nominating process.
- ~~Elected members must be re-elected to serve the second of the sequential terms. (do we want to stick with this?)~~
- **Should there be language here reflecting starting the Board up with staggered terms?** After the Revised Bylaws are approved by the OHS Advisory Board, the newly constructed Board membership will be established. 1/3rd will serve for a two year initial term; 1/3rd will serve for a three year term; and 1/3rd will serve for a four year term.

NEW SECTION:

Section IV: Proxies: A member of the CoC Board may designate one person as a Proxy to represent him/her/ the seat, to attend and vote at OHS Advisory Board meetings, by notifying the Co-Chairs in writing prior to the meeting(s) that the Proxy will attend. If a proxy is designated, the same person should represent at each Board meeting.

Section V: Unexpired terms: Current Language: Persons (appointed or) elected to serve the unexpired term of an elected member who has resigned or been replaced will serve out the remainder of that person's term. This person will be eligible for (appointment) or election to two subsequent, sequential terms.

Proposed changes?

Section V: Vacancies

- **Designated members-**
 - **The Designating Authority will be responsible for designating another representative to fill the vacant seat;**
- **Elected members –**
 - **The elected member may designate someone from their own membership category to fill the remaining time of the term. At the end of the term, a member would be identified through the Nomination/election process described in Article IV, Section II.**

ARTICLE IV SELECTION AND REMOVAL OF MEMBERS

Section I: Appointment Process. No less than eight weeks prior to the month in which new, appointed Advisory Board terms begin, appointing authorities will be sent letters requesting the name, address, telephone number, and other related information for the person(s) to be appointed to the Advisory Board. Appointing authorities may either reappoint the current appointee or replace the appointee. (Appointees will be contacted to determine their willingness and ability to serve. If willing and able,) The appointment will be ratified at the beginning of the term of office. (If not willing or able, the appointing authority will be contacted and asked to select a new appointee.)

Section II: Nomination and Election Process. No less than eight (should this be ten weeks?) weeks prior to the month in which elected terms begin, the Nominating Committee, will circulate a "Call for Nominations" to appropriate organizations and parties. The "Call for Nominations" will:

- **set forth the criteria for nomination to the Advisory Board,**
- **set a deadline for the receipt of said nominations.**
- **Advisory Board members may also nominate individuals for service.**

The Nominating committee will:

- **develop a screening process (should this be specified in the bylaws?)**
- **interview selected candidates to evaluate their willingness and ability to serve;**
- **prepare brief synopses of the candidates' qualifications for the Advisory Board;**
- **recommend a slate of candidates to the Advisory Board for election.**

Does this stay in or get edited?

The Nominating Committee will mail the **full list of names of those who applied for Board membership, and a slate of candidates** to the Advisory Board no later than two weeks prior to the next regularly scheduled meeting at which the vote for electing new members will be taken.

Section III: Removal. Failure to attend two **(three?)** consecutive Advisory Board meetings **without communicating a reason for missing the meeting,** may be considered grounds for removal. If the member is an appointee to the Board, the appointing authority and the appointee will be contacted in writing. If the member is elected to the Board, the member will be notified in writing that missing two **(three)** meetings constitutes grounds for removal.

At the next regularly scheduled meeting the Board will take action that may include voting to remove. If removed, the member, and appointing authority if applicable, will be notified. If either an elected or appointed member must be replaced the process will follow the appropriate procedures described in **Article IV.**

ARTICLE V OFFICERS AND COMMITTEES

Section I: Officers. The Advisory Board shall elect two co-chairpersons from among its members. To insure staggered terms the Board will annually elect one co-chairperson for a two year term. A Co-Chair may serve for no more than two consecutive two year terms.

Edited: The Advisory Board shall elect two co-chairpersons from among its members. To insure staggered terms the Board will elect one co-chairperson for a three year term.

Section II: Responsibilities of Officers. The Co- Chairs will serve as leaders of the **Office of Homeless Services** Advisory Board and at least one Co-Chair will represent the Board in all public venues. The Co-Chairs will convene Advisory Board meetings for the purpose of **fulfilling the Board Responsibilities stated in the Cuyahoga County Continuum of Care Charter Section C. (1 – 7) .** ~~advise staff, and serve as spokespersons for the Board in public settings as required.~~

Section III: Committees. SEE HANDOUT FOR 'COMMITTEE' DISCUSSION

The Advisory Board shall have two **(three) (four)** standing committees:

- 1) An Executive Committee
- 2) Public Policy Committee;
- 3) **Review & Ranking Committee ;**

and additional committees and work groups as determined to be needed and appointed by the OHS Advisory Board.

4) Nominating Committee

- a) The Executive Committee shall be comprised of the two co-chairs of the Advisory Board and the Co- Chair(s) of the Public Policy Committee, and the Review & ranking Committee . (delete requirement that all members of the Executive Committee must be sitting Board members). who are Advisory Board Members.

The role of the Executive Committee is to:

- serve in an advisory capacity to the Office of Homeless Services staff between Board meetings,
- identify issues for deliberation by the Advisory Board as a whole,
- vote on matters that require immediate resolution between regularly scheduled Advisory Board meetings;
- Determine bi-monthly meeting and special meeting agendas

- b) The Public Policy Committee shall be comprised of Board members and general CoC members.

- (The Committee shall have at least 5 members.)
- The Committee co-chairs, at least one of whom must be a Board member, will be appointed by the Board Officers.

The **role (purpose)** of the Committee is to

- explore policy issues identified by the Board as priorities for the Continuum of Care and referred to the Committee by Board;
- develop recommendations to present to the Board.
- bring to the attention of the Board issues that require a public policy response.

- c) The Review & Ranking Committee shall be comprised of two co-chairs, one of whom must be a Board member, and other CoC members invited by the Board who are free of conflicts of interests related to the work of the Committee.

The role of the Committee is to:

- Develop a transparent, objective and fair project review process for the HUD NOFA process;
- Submit the proposed process to the OHS Advisory Board for approval;
- Review renewal, new, and Bonus project applications for the annual NOFA process
- Develop and submit to the OHS Board, recommendations about project acceptance or rejection, reallocations, and ranking for the NOFA application.

- d) Nominating Committee shall be comprised of two co chairs, one of whom is a Board member, and other CoC members. The role of the Committee is to:

- Conduct the work of the nominating committee as defined in Article IV annually;

- Make recommendations to the Board for new member representation as needed;
 - Present slate of Board member nominations to the Board, annually.
- e) **Other Committees:** The Board may establish additional committees/work groups for specific purposes, chaired by a member of the Advisory Board and open to general CoC membership. The membership, role, and specific tasks of these work groups/committees will be defined by the Board and included in the OHS Advisory Board Minutes.

(The Officers will appoint an ad hoc Nominating Committee as needed. The Nominating Committee shall consist of at least three members who are not persons up for reelection. The Committee shall both receive and suggest nominations for the elected Board member vacancies, shall interview potential candidates, and shall recommend the names of a slate of individuals for elected Board seats to the full Board for vote.) Current language.

f) Committee Leadership

* A chair or co-chairs as selected from within the committee annually at the last meeting of the year will coordinate each committee with staffing assistance from the Office of Homeless Services.

g) Committee Responsibilities

Committees are responsible for the following:

- i. Recruiting members
- ii. Selecting a chair/co-chairs
- iii. Acting as a conduit for information sharing between the Advisory Board and CoC membership
- iv. Establishing procedures as directed by the OHS Advisory Board
- v. Recording minutes/attendance and providing them for publication
- vi. Ensuring transparency of meetings and processes

ARTICLE VI MEETINGS

Section I: Frequency of Meetings. The OHS Advisory Board shall have a minimum of six meetings in a calendar year, with “Special” meetings on an as-needed basis. (Should we add a notice requirement for Special Meetings? Seven business days?)

Section II: General CoC Membership Meetings. The OHS Advisory Board will assure that a minimum of two OHS Advisory Board meetings annually meet the requirements to be considered as a CoC Membership meeting as required by the HEARTH Act.

Section III: Notice of Meetings. The staff of the OHS shall provide email notification of all Advisory Board, Public Policy, and Executive Committee meetings, through distribution via the OHS email list serve. In addition, the CoC Membership Meetings Calendar will be posted on the OHS website, <http://ohs.cuyahogacounty.us> by January 3rd of each new year. The location and time of the meetings will be included on the OHS website. (delete? “notification shall be sent at least one week prior to the scheduled meeting date.”)

Section IV: Quorum. The presence of a majority (fifty –one percent or more? is it half plus one?) of the Advisory Board members shall constitute a quorum. The Board shall conduct business only if a quorum is present.

Section V: The OHS Advisory Board Meetings are open to **the CoC members and non CoC members.**

Section VI: Action without a Meeting: Any action that may be taken at any meeting of the CoC Board may be taken without a meeting if that action is approved in writing (e.g. letter, email) by a majority of all Advisory Board members who would be entitled to vote if a meeting was held for such a purpose. The outcome of the Vote will be communicated to all OHS Advisory Board and CoC Members through email and web posting.

Section VII: Conflict of Interest:

- A representative having a conflict of interest or a conflict of responsibility on any matter shall refrain from voting on such matter. Members of the OHS Advisory Board will sign a Conflict of Interest policy statement annually.
- No member of the Continuum will participate in the review, ranking, selection, or award of any grant funds in which they have a financial or oversight interest; or in which any member of their immediate family (such as parent, sibling, child, or person with whom they cohabit) has a financial oversight or interest.
- Members of the CoC will disclose potential conflicts of interest that they may have regarding matters that come before it in full session at the Advisory Board or in a work group.

ARTICLE VII RULES OF ORDER

Section I: Whenever not in conflict with these **Bylaws** (Policies and Procedures) the deliberations of the Advisory Board shall be governed by Revised Roberts Rule of Order.

ARTICLE VIII AMENDMENTS

Section I: The **Bylaws will be reviewed at a minimum, every 5 years.** The **Bylaws** (Policies and Procedures) may be amended, altered, or repealed by majority vote of the Board at a meeting of which a quorum is present, provided written notice of the proposed action has been given in the notice of the meeting.