

FOOTHILLS HOUSING NETWORK

BYLAWS

The Foothills Housing Network Bylaws herein are to establish and provide the guidance and structure that all member agencies and organizations must adhere to. The Foothills Housing Network shall maintain the operating structure of a Continuum of Care. The Foothills Housing Network is committed to the Bylaws, as outlined in this document, as the governing body.

ARTICLE I - ORGANIZATION

Section 1. Name. The name of the organization shall be the Foothills Housing Network, hereinafter referred to as FHN. FHN is the Local Planning Group acting under the guidance of the Virginia Balance of State Continuum of Care, herein referred to as BOS, and whereas the lead agency is the Virginia Department of Housing and Development. The FHN must meet the requirements of the Virginia Department of Housing and Community Development, hereinafter shall be referred to as DHCD.

Section 2. Geographic coverage. FHN shall serve as the Local Planning Group for the Virginia Balance of State (BOS) Continuum of Care for the five counties of Virginia's Planning District Nine: Culpeper, Fauquier, Madison, Orange, and Rappahannock. FHN shall prioritize financial and case management resources for households in Planning District Nine, while recognizing DHCD designates funds for the Commonwealth of Virginia.

Section 3. Local Planning Group Lead Agency and Principal Office. The Lead Agency for the Local Planning Group, hereinafter referred to as LPG, shall be Rappahannock Rapidan Regional Commission until such time it is determined and voted upon that another (regional) agency shall demonstrate the capacity to take on the duties and responsibilities, acting in good faith of the FHN maintaining the minimum all duties and responsibilities of the Lead Agency role set forth herein these Bylaws.

The principal office for the Foothills Housing Network, shall be located in the County of Culpeper. From the period May, 2012 on, the principal office shall be located at: Rappahannock Rapidan Regional Commission (RRRC), 420 Southridge Parkway, Suite 106, Culpeper, VA, 22701.

FHN may have such other offices, either within or without said County, as it may designate and its business may from time to time require.

Section 4. Fiscal Year. The fiscal and administrative year of the Foothills Housing Network shall be from July 1st through June 30th until such time dates are otherwise determined by the Membership.

ARTICLE II – PURPOSE AND MISSION

Section 1. Purpose. FHN membership shall agree to participate in the planning and implementation of strategies to prevent, reduce, and alleviate homelessness through effective and coordinated community-wide efforts and services.

Section 2. Mission. To accomplish its mission FHN membership shall commit to and perform all activities in accordance to U.S. Department of Housing and Urban Development (HUD) and DHCD policy guidance, acting as set forth in the guidelines below, which have been adopted in accordance with the requirements of the BOS. As the region's LPG the FHN must:

- Coordinate a regional effort to prevent homelessness, be responsive to homelessness when it occurs, and assure the region has a complete "continuum of care."
- Participate in an annual gaps analysis to identify needs and services and provide data information for purposes of planning and implementation.
- Participate in HMIS, at a minimum, as required and adhere to the BOS COC HMIS Policies and Procedures maintained by Homeward.
- Keep information about housing/homeless needs in front of the public and decision-makers and foster communication between counties, service providers, advocacy groups and policy makers about housing and homeless needs.
- Implement regional projects to enhance supports for individuals and families affected by the lack of affordable housing and homelessness.
- Participate, at a minimum, in the annual point in time (PIT) count as part of the BOS COC's efforts to maintain data and related information about the impact of homelessness in the region.
- Submit reports to DHCD as required.
- Support the priorities established by the BOS COC aligning with state and federal policies.

Section 3. Limitations of By-Laws. Should any part herein found to be in conflict with DHCD or HUD, all rules and regulations set forth in these By-Laws or in any other program guidelines are superseded by the BOS as well as any program guidelines put forth by DHCD and/or HUD.

ARTICLE III – GOVERNANCE STRUCTURE

Section 1. Membership Structure.

FHN Governance structure shall consist of two levels of membership; a (leadership) Board and Service Providers. The (leadership) Board and Service Provider membership shall consist of individuals, organizations, and agencies who, at a minimum, are concerned with the development of, coordination of, and implementation of prevention and homelessness programs. The (leadership) Board may include officers.

Section 2. Membership.

FHN, committed to diversified participation, is open to any agency, organization, government entity, institution, or individual who are interested and willing to actively support the FHN mission, who is concerned with the development and coordination of homelessness prevention and assistance programs within the geography of the Foothills Housing Network. Members shall understand that they are obligated to serve in the best interest of the FHN mission and purpose. FHN Membership shall be composed of but not limited to:

- Homeless and at least one formerly homeless person;
- Nonprofit homeless providers, Social service providers;
- Organizations that serve homeless and formerly homeless veterans;
- Victim service providers;
- Faith-based organizations;
- Governmental agencies, school districts, law enforcement, public housing agencies;
- Businesses and advocates who wish to support the activities and purpose of FHN;
- Mental health agencies, hospitals, and other health agencies;
- Affordable housing developers, real estate agencies, property management agencies;
- Community colleges, universities, employment and job training agencies.

Section 3. FHN Leadership Board.

The FHN shall be governed by a board of which shall include officials representing each member agency or organization, each county and incorporated town government, and community members who demonstrate the willingness to invest in and actively support the mission and purpose of the FHN.

- Each member organization shall choose their one representative who will be the sole board member in attendance at each Board (business) meeting and who cannot also represent at the service provider membership meeting.
- Each Board representative shall have a chosen alternate to act as the sole representative only in the event the representative is unable to attend and who cannot also be the representative to the service provider meeting.
- Each board member shall have certain expertise or demonstrated experience to actively support and contribute to FHN business and planning decisions.
- Must demonstrate active support for FHN purpose and mission.
- Board members shall collectively consider and make policy regarding FHN activities.
- Shall accept routine reports from FHN membership organizations.
- Shall participate in strategic planning and implementation.
- Shall commit to be a member in good standing through attendance at 5 out of 6 meetings or 83% of meeting attendance.

Section 4. Officers.

FHN (Leadership) Board shall include officers; a Chair, a Vice Chair, and Secretary who shall be elected annually when a quorum is present at a regular Board meeting of FHN by a 2/3rds vote, and the Continuum of Care Lead. Elected officers must commit to FHN bylaws and standards and are obligated to actively fulfill and support the roles of the Chair, Vice Chair, Secretary, and the COC Coordinator.

Subsection A. Elections notifications shall be provided no later than 90 days prior to next Fiscal year and held and affirmed by no later than 30 days prior to next Fiscal Year.

Subsection B. Any organization/ agency that employs staff who holds the Chair, Vice-Chair, and Secretary officer positions must, when the staff member vacates their position with the organization/ agency provide

a notice in writing to a minimum of two of any combination of the following: to the COC Coordinator, to the lead LPG agency, to the Chair, and/or to the Vice Chair.

Subsection C. Term. FHN officers shall fulfill their duties and obligations beginning upon their designation of doing so up to 2 years from date of affirmation of, or assuming of role if position is vacated for any reason until such time the position is deemed expired.

Subsection C. Responsibilities.

a. Chair. The duties of the Chair comprise the following:

- Plan, convene and preside over at least 4 quarterly or 6 monthly meetings of FHN;
- Or a combination of both FHN board/ business and service provider meetings in attendance of at least 8 / 10 annually;
- Steward the bylaws and membership agreements;
- Serve as the single point of contact for FHN business and meetings;
- Appoint Committees within FHN to carry out specific tasks;
- Serve as FHN representative to the BOS COC Steering Committee if COC lead is unable to serve continuously, or has been otherwise voted to fulfill obligation.

b. Vice Chair. The duties of the Vice Chair comprise the following:

- Support Chair through active participation and collaborative duties;
- Perform Chair's duties in absence of Chair;
- Serve as an alternate representative member of the BOS COC Steering Committee when requested to fulfill the obligations of the Chair or COC Coordinator.

c. Secretary. The duties of the Secretary comprise the following:

- Record and maintain minutes of all FHN meetings;
- Have authority to certify FHN participation of other FHN members if the Chair and Vice Chair are unavailable or unable to do so.
- Provide the meeting agenda by mail or email form by request of Chair or Vice chair
- Organize and publish the meeting minutes by mail, email, or the FHN website.

d. COC Coordinator

- May at any time may assume the role of the Chair if no other candidate has come forward, or a candidate has not been voted-in by a 2/3rds vote, or if the (non)voting membership is in agreement.
- Cannot be expected to fill the role of the Chair in addition to fulfilling the duties of either the Vice-Chair or Secretary roles, or any other role that the COC Coordinator has not been formally hired or voted by a 2/3 majority vote of the FHN voting membership to fulfill.
- Shall serve as the main representative to the BOS, unless the Chair has been obligated to do so by a 2/3 vote and the COC Coordinator is unable to fulfill this role.
- Participates in both (leadership) board meetings and service provider meetings
- Shall serve as the liaison between lead agency, fiscal agency where applicable, (leadership) board, and service providers where applicable.

Section 5. Service Providers

The Service provider membership level shall include member agency or organization and each governmental agency concerned with direct service activities related to the homeless population or those at risk of becoming homeless.

FHN service provider members shall:

- Attend and participate in a minimum of 4 out of 6 meetings
- Conduct meetings bi-monthly
- Have a sole representative and one alternate representative for each member (non)voting member who cannot also represent at the board (leadership) meetings
- Comply with HUD, DHCD, BOS COC housing and assistance policies
- Participate in decision making activities
- Shall commit to routine and special meeting attendance to maintain a membership in good standing

FHN service provider members have the right to:

- Participate in FHN activities and processes where applicable
- To receive performance feedback where applicable
- To receive data reports and trends where applicable
- To request a case conferencing session
- Apply collaboratively with FHN and BOS for Federal and State funding

ARTICLE IV- PARTICIPATION AND VOTING

Section 1. Participation. Membership participates by designating a staff person to represent their organization at each membership level, attending the appropriate meetings, and actively supporting FHN mission and purpose.

Section 2. Voting Members. Voting members must:

- Actively support the BOS and FHN mission of making homelessness rare, brief, and non-recurring,
- Designate a one voting member and one alternate voting member to attend meetings to represent the organizations, and
- Attend at least 80% (100% for grantees) of the regular meetings (including special meetings) per year.
- Support decisions that benefit the whole of the FHN.
- Attend and participate in special meetings as requested.
- Shall participate in subcommittees and workgroups as needed.

Section 3. Non-Voting Members. Non-Voting members are:

- To support the FHN mission making homelessness rare, brief, and non-recurring,
- To designate one representative and an alternate to attend meetings to provide input on behalf of the agency, organization, or local government.
- Encouraged to participate, provide expertise, and input regarding FHN planning and implementation decisions.
- Encouraged to participate in at least 80% of regular meetings.
- Encouraged to actively seek voting membership.

Section 4. Resignation. Any FHN member agency or organization may formally resign at any time by written notice provided from the agency's or organization's Chief Executive (CEO) to the Chair of FHN. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt

and fulfillment of all obligation which were incurred (agreed to) before the notice of resignation and acceptance thereof as determined by the Chair.

Lack of attendance, resulting from unexcused absences without just cause, by any (non)voting membership indicates an interest in resignation and will be treated as an informal resignation resulting in a removal.

Section 5. Removal. Any Member may be removed from voting membership, with cause, by a two-thirds vote of FHN where a quorum is present at any regular or special meeting of the members called expressly for that purpose. Following a notice of termination an adequate opportunity must be provided to be heard if member expresses the right to be heard. All processes for removal and hearing must be consistent with the BOS COC Charter and FHN Bylaws.

- Unexcused absences shall result in a removal from voting participation rights.
- Any fraudulent behavior or the appearance thereof of the individual or agency or organization shall result in immediate removal from membership.
- Non-disclosure of conflict of interest or the appearance thereof, including but not limited to board participation and decisions that benefit the individual or agency or organization or are in any way in conflict or perceived to be in conflict of FHN mission and purpose will result in immediate removal from all forms of (non)voting membership.

Section 5. Membership Term. Voting Membership shall be renewed annually by request from the Chair which shall be consider complete by updated and signed membership application form. All (non)voting members shall be provided the most recent copies of BOS Charter, Bylaws, and Standards.

ARTICLE V - MEETINGS

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern FHN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules that FHN may adopt.

Section 2. Regular Meetings. Regular meetings of FHN shall be held at least every other month or more frequently, as otherwise determined by the Chair. Meeting schedule shall be set at the beginning of each calendar / fiscal year. All notices of meetings shall be provided at least 10 days before the meeting; at which time the agenda shall be set. Final agenda notice will be 5 days before scheduled meeting.

Subsection A. FHN business meetings shall be conducted by the (leadership) board, may be open to the public, and shall maintain a formal meeting structure. Board (leadership) meetings shall meet at least six times a year on the 2nd Tues of the even months beginning each fiscal year, of July, September, November, January, March, and May.

Subsection B. Service provider meetings shall be conducted by COC Coordinator. Service provider meetings shall be limited to agencies and organizations who are concerned with and provide direct services to those who are homeless or at risk of experiencing homelessness. Service provider meetings shall take place at least six time a year on the 2nd Tues of odd months, beginning each fiscal year, of August, October, December, February, April, and June.

Section 3. Special Meetings. Any matter requiring FHN action between regular meetings, may be considered a special meeting. The Chair or COC Coordinator may poll Principal Representatives of all member agencies or organizations by telephone or email after information about the matter has been distributed by email and adequate time has been given for questions and comments or may be called at the direction of the Chair, the COC Coordinator, or by at least 1/3 of the Members, to be held at such time, day, and place as shall be designated a minimum of 3 days advance notice of the meeting.

Section 4. Telephone Meeting. Any one or more Members is considered present at a meeting if they must participate in a meeting of FHN by means of a conference telephone, video conference, or similar telecommunications device.

Section 5. Quorum. A simple majority (50% of FHN members plus one) of the FHN Voting Membership shall constitute a quorum for the transaction of business at any board, leadership, business meeting of FHN.

Section 6. Manner of Voting. Except as otherwise expressly required by law or within these Bylaws, the affirmative vote of a 2/3 majority of the FHN voting Members at any meeting at which a quorum is present shall be the act of FHN including actions as a Balance of State Continuum of Care Planning Group.

Each FHN member agency or organization shall have one vote, acceptable under specified circumstances:

- The Principal Representative, or if not in attendance, the alternate representative will have sole authority to vote.
- If the principal representative or their alternate representative is unable to attend a meeting, and all sources/options of tele- and video- conferencing have been exhausted, per approval unanimous vote of members in attendance, that organization may seek to vote by written proxy given to the Chair/ may not be allowed to vote unless the Chair deems vote is required.

Section 6. Agendas and Minutes. An agenda and minutes will be prepared for each regular meeting by the FHN Chair and Secretary accordingly. Each FHN special meeting shall designate an individual to fill the role of secretary if the elected secretary is not present at such meeting. Each committee and workgroup shall designate an individual to act in the role of committee and workgroup lead or secretary to prepare a written agenda and minutes of each of its regular meetings, and submit all agendas and minutes to the Chair.

ARTICLE VI – LEAD AGENCY AND FISCAL AGENT

Section 1. Delegation of Authority. The selection of the Lead and Fiscal Agent for the Foothills Housing Network shall be affirmed bi-annually, at least 30 days prior to the start of the following fiscal year.

Section 2. Responsibilities. The distribution of duties for the administrative and fiscal agents shall be established through a Memorandum of Understanding between the two parties. At a minimum, the duties shall include:

| Lead Agency | Fiscal Agency |
|---|--|
| Maintains membership database and attendance records of members and visitors at meetings. | Fiscal oversight of the program including distribution of funds in accordance with program standards. |
| Shall maintain and employ the COC Coordinator position. | Oversight of program compliance, including monitoring of subgrantees in HMIS and services related activities. |
| Provides maintenance and oversight of the HMIS system in collaboration with Fiscal Agency under direction of BOS/DHCD. | VHSP project manager for Rapid Rehousing and Prevention. |
| Submits grant funding applications to Virginia Department of Housing and Community Development and other resources as needed. | Provides financial guidance and management of Grants. |
| Assists Fiscal Agency with Federal, State, local regulations compliancy. | Collaborates with Lead Agency on HMIS activity and reporting oversight. |
| Collaborates, coordinates and monitors on behalf of the lead agency and FHN with the Fiscal Agency. | Provides timely payment-to-landlord-request processing upon receipt of timely remittance payment from subgrantees. |
| Verifies that voting members are fulfilling their duties. | |

ARTICLE VII - SERVICE PROVISION- AGENCIES and ORGANIZATIONS

FHN members agree to partnership that collaborates on Coordinated Entry and Coordinated Assessment processes. This must include low barrier and Housing First practices, providing services, providing financial assistance, and case management in accordance with HUD, DHCD, and BOS requirements and guidelines. FHN agree to optimize self-sufficiency among individuals and households who are at risk of becoming homeless or experiencing homelessness.

ARTICLE VIII – CODE OF CONDUCT

Member agencies and organizations will conduct business in accordance with the Code of Conduct set forth here. Any breach of the Code of Conduct, once any member has become aware of such breach, must disclose the breach to any of the following: The Chair, the Vice Chair, the COC Coordinator, and / or the Lead Agency to receive guidance on the issue.

Section 1. Conflict of Interest. Member agencies and organizations, regardless of funding source or membership standing, must avoid all conflicts of interest or the appearance thereof. As participants in the FHN, members agree to the following:

- Member agencies and their representatives must conduct themselves with the highest ethical standards and to act in the best interests of the FHN and the homeless population and avoid situations where their personal interests or individual agency interests interfere with acting in good faith on behalf of the FHN.
- Member agencies must not engage in activities that are in conflict with the interests of the FHN or that may negatively impact the reputation of the FHN.
- No grantee member shall vote upon any matter which shall have a direct financial bearing on or any other benefit towards 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 2. Client Rights

Any individual or household applying for or receiving assistance will receive written notification of the FHN grievance policy, program requirements, and client's rights.

Section 2. Confidentiality. Member agencies and organizations must maintain the highest standards of confidentiality regarding information obtained directly or indirectly through their involvement, avoiding forms of inadvertent disclosure, with the COC. This includes but is not limited to:

- Information about members and their organizations and funded agencies.
- Confidential information regarding clients through casual or public discussion, which may be overheard or misinterpreted.

Confirmation of acceptance of this confidentiality policy is included in the membership application and affirmed annually with the resubmission. All funding subrecipients must sign the FHN Confidentiality Policy for Homeless Services which further details their ethical duty to not disclose information about clients served.

Section 3. Release of Information (ROI)

FHN members must obtain a written and signed consent document to share any of the applicant's or client's personal information with other organizations or staff outside own organization. All copies of ROI must be uploaded and maintained in HMIS. ROI consent shall be considered current and set to expire 3 years from date of consent. If applicant or client objects to any part of all consent, their objection must be honored. FHN membership understands this does not prevent the client from receiving services.

Section 4. Case Conferencing

Members of the FHN who need to collaborate on certain cases, must ensure that the following are observed:

- Those present are the only organizations and staff who will be working directly with the client(s).

- Security and privacy standards must be observed to protect client's person information according to federal law.
- Case conferencing must not occur during FHN business membership meetings.
- May occur at the end of or after a service provider meeting.

Section 5. Impartiality.

Participants will:

- Not knowingly be a party to or condone any illegal or improper activity,
- Not directly, or indirectly, seek personal gain which would influence, or appear to influence, the conduct of their duties,
- Not exploit COC LPG /FHN professional relationships for personal or professional gain, and be alert to the influences and pressures that interfere with the professional discretion and impartial judgment required for the performance of members.

Section 6. Fraud. The term fraud refers to, but is not limited to: intentionally entering false or erroneous information into electronic software systems; any dishonest or fraudulent act; forgery or alteration of any official document; misappropriation of funds, supplies, or COC LPG /FHN materials; improper handling or reporting of money or financial transactions; profiting by self or others as a result of inside knowledge; destruction or intentional disappearance of records, furniture, fixtures, or equipment; accepting or seeking anything of material from vendors or persons providing services or materials to the Continuum of Care LPG /FHN for personal benefit; or any similar or related irregularities.

Fraudulent acts may result in a decrease or complete loss of COC related grants, and/or the inability to receive COC funds in the future, and/or the inability to serve on a COC or FHN committee.

Section 7. Laws and Regulations. LPG/ FHN business will be conducted in accordance with all federal, state, and local laws and regulations including those related to Fair Housing and the Americans with Disabilities Act.

ARTICLE X- LIABILITY and LIMITATIONS

Section 1. FHN Members Not Liable for Continuum Debts. The Members of the FHN shall not be individually or personally liable for the debts, liabilities, or obligations of FHN.

Section 2. Limitations of Liability for Officers and Steering Group Members. Any Officer or FHN Member who is not compensated for his or her service on a salary or prorated equivalent basis shall be immune from personal liability for any civil damage arising from acts performed in his or her capacity.

ARTICLE XI- AMENDMENTS TO BYLAWS

Section 1. The bylaws may be amended, modified, or repealed in part or in whole by an affirmative of 2/3 vote by FHN membership in accordance with these bylaws when a quorum has been established. This action may be taken as long as such action does not conflict with HUD or BOS directives, policies, or guidance or in any way fundamentally alters or changes the purpose and mission / directive of the FHN.

Section 2. Notice. If such action to amend, modify, or repeal in part or in whole any of the bylaws must be pursued, advance notice of at least 30 days and no more than 60 days must provide a written notice of date, time, location, and a statement of proposed actions and revisions, and by whom such action is being proposed. Advance notice may be provided by mail or electronic mail and must be provided by either the Chair or the Vice-Chair.

These bylaws have been amended in September 2020. Approved on 12/08/2020 by vote of membership.