

BYLAWS OF

MANCHESTER CONTINUUM OF CARE

ARTICLE I: NAME AND PRINCIPAL PLACE OF BUSINESS

- A. Name:** The name of this entity shall be the Manchester Continuum of Care, hereafter referred to as “the MCoC” within this document.
- B. Service Area:** The geographic service area for the MCoC shall be determined by the US Department of Housing and Urban Development.
- C. Address:** The business address for the MCoC will be that of the agency of the current Chairperson.

ARTICLE II: VISION, PURPOSE, AND MISSION

- A. Vision:** The vision of the MCoC shall be to ensure that every person has affordable, safe and appropriate housing.
- B. Purpose:** The purpose of the MCoC shall be to provide systems of care to the homeless or those at-risk.
- C. Mission:** The mission of the MCoC shall be to unify community efforts to prevent and end homelessness.

ARTICLE III: MEMBERSHIP

- A. General:** This will be a membership organization with nonmember affiliates participating.
- B. Fees:** There may be membership fees, set at the Leadership Committee’s discretion.
- C. Membership Rolls:** Membership rolls shall be maintained by the Leadership Committee. From time to time, the Leadership Committee shall review the membership rolls.
- D. Inactive Membership:** Inactive membership is defined as a lapse in attendance from three (3) consecutive General Assembly meetings without excused absence. An attempt shall be made to contact inactive members before they are dropped from the rolls.
- E. Coordinated Assessment System:** Member agencies agree to participate in a city-wide Coordinated Assessment System, including:
 - a. Using the Coordinated Assessment Tool to assess housing and service needs
 - b. Aligning policies and procedures for administering assistance to meet MCoC guidelines. HUD goals and Manchester’s Consolidated Plan.

ARTICLE IV: REPRESENTATION, VOTING AND GOVERNANCE

A. Representation and Voting:

- 1. General Business:** Any business coming before the MCoC shall be considered General Business. The voting process will take place during MCoC meetings. All member organizations in attendance and present at the time of voting shall have one (1) vote. The vote shall be cast by any owner, administrator, or authorized employee of the membership organization. Majority will determine the outcome by a voice vote. Any member may ask for a count of the vote.
- 2. Absentee Voting:** There shall be no votes cast by absentee ballot.
- 3. Conflict of Interest:** On funding recommendations, membership organizations being reviewed for funding and individuals with pecuniary interest in agencies being reviewed for funding shall make known on public record any potential conflict of interest and shall recuse themselves from voting.

B. Governance: The Leadership Committee is responsible for the overall direction of the MCoC. Any member may bring matters to the Leadership Committee that they would like the MCoC to consider. Additionally, matters may be brought from the floor at a General Assembly meeting. Voting members endorse through a majority vote any matter brought to the MCoC.

ARTICLE V: OFFICERS, COMMITTEE CHAIRS AND COORDINATOR

- ##### **A. Officers:** The MCoC shall elect a Chair and a Vice Chair. In the event the MCoC Coordinator position becomes vacant, the MCoC shall elect a Clerk only until the MCoC Coordinator vacancy is filled. Together, with the Coordinator, they shall be responsible for planning, conducting and recording general and special meetings, and carrying out other activities as directed by the membership.
- 1. Chair:** The chair shall conduct all General Assembly meetings. The Chair shall be the designated signatory for the MCoC.
 - 2. Vice Chair:** In the absence of the Chair, the Vice Chair shall conduct General Assembly meetings, and shall be the substitute signatory should the chair not be available.
 - 3. Clerk:** The Clerk, under the direction of the Chair, shall prepare the agenda and is responsible for taking and keeping the minutes of all General Assembly meetings and Leadership Committee meetings.
- ##### **B. Coordinator:** The MCoC shall have a Coordinator. The Coordinator, together with the Chair and Vice Chair, shall be responsible for planning, conducting and recording general and special meetings, and carrying out other activities as directed by the Leadership Committee. The Coordinator shall also be responsible for carrying out the day-to-day activities of the MCoC, as the Chair and Vice Chair may assign from time-to-time.
- ##### **C. Nominations for and Election of Officers and Committee Chairs:** During election years, the Leadership Committee will meet prior to the October general meeting to develop a slate of officers and Leadership Committee members. This meeting will be open to the public. Those wanting to participate or stand for office would be encouraged to attend and speak at this meeting. Any active member may stand for nomination. The slate of

officers and Leadership Committee members shall then be presented at the October General Assembly meeting of the MCoC for a vote with additional nominations being accepted from the floor. Nominations will not be accepted for the Peer Review Committee Chair, and this position will not be elected. In the event no slate of officers and/or Leadership Committee members is developed, all nominations shall be taken from the floor of the General Assembly.

- D. Resignation or Removal:** Officers and Leadership Committee members may resign during their term of service, or may be removed by at least three-fourth's (3/4) vote of the Leadership Committee with cause.
- E. Vacancies:** Vacancies on the Leadership Committee occur by the expiration of the normal term, resignation, death, or removal by the MCoC. Vacancies shall be filled in the same manner as original appointments. Such appointment shall be for the remainder of the unexpired term, and the member shall then be eligible for re-appointment to a full-term on the Leadership Committee.
- F. Terms of Office:** Officers and Leadership Committee members shall be elected for a term of two (2) years. There is a limit of two (2) consecutive terms for any officer, but officers and Leadership Committee members may be re-nominated/re-elected after being out of office for a minimum of one (1) term.

ARTICLE VI: COMMITTEES

G. Standing Committees:

- 1. Leadership Committee:** The Leadership Committee is responsible for routine and strategic-planning of MCoC activities. The Leadership Committee shall be comprised of no more than two (2) representatives per member organization. Members of the Leadership Committee include:
 - i.** The MCoC Chair and Vice Chair.
 - ii.** Each standing committee's Chair, with the exception of the Peer Review Committee, which shall not have a representative on the Leadership Committee.
 - iii.** The Coordinator shall sit on the Leadership Committee, but shall not have a vote on business.
 - iv.** At least three (3) additional members whom are not officers or committee chairs.
 - v.** At least one homeless or formerly homeless individual shall sit on Leadership Committee. The Homeless Liaison Committee will recommend an individual to fulfill this position to the Leadership Committee. The individual will be appointed to serve on the Leadership Committee by a majority vote of the Leadership Committee.
- 2. Community Awareness Committee.**
- 3. Data Collection Committee.**

4. Homeless Liaison Committee.
 5. Resource Development Committee.
 6. Peer Review Committee.
 7. Veteran Homeless Committee
- H. Ad-Hoc Committees:** The MCoC, from time to time, may ask for the formation of committees to address specific opportunities or problems.
- I. Committee Chairs:** Each committee shall have a chair who shall be responsible for planning, calling and conducting meetings, and bringing information back to the general membership. Chairs must be active members of the MCoC with the exception of the Peer Review Committee Chair. Committees may elect a Co-Chair, with approval from the Leadership Committee. The Chair of the MCoC sits as the Chair of the Leadership Committee.
- J. Reports of Committees:** All standing and ad-hoc committees shall record minutes of every meeting and make them available to the membership.
- K. Meetings, Membership, and Voting:** Meetings, membership, and voting shall be governed by Articles III, IV, and VII of these Guidelines, with the exception of the following:
1. Standing Committees shall hold a minimum of two (2) regular meetings per calendar year. Notices of such meetings shall be governed by Article VIII of these Guidelines.
 2. Voting on committee business shall be accepted in the form of a majority vote. Any member in attendance may request for a voice vote and additionally may request for a count of votes on approval of any committee business.

ARTICLE VII: MEETINGS

- A. Regular Meetings:** The MCoC shall hold regular meetings of the General Assembly at a time and place agreed upon by the membership.
- a. A written agenda for each regular General Assembly meeting shall be prepared and distributed to MCoC members in advance of each meeting. Minutes of each meeting shall be written, distributed via email to the MCoC prior to the next meeting and approved officially at said meeting. Approved minutes will then be posted on the MCoC website.
- B. Special Meetings:** Special meetings of the General Assembly may be called upon by notice to all members. Notice must be sent at least five (5) business days prior to the meeting date.
- C. Public Meeting:** Meetings of the MCoC are open to the public.

ARTICLE VIII: NOTICES

- A.** Notices to members shall be in writing and delivered personally by mail, or by email or by fax to the members. Notices by mail shall be deemed to be given at the time when the same shall be mailed.
- B.** Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called and convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Leadership Committee or meeting of the members need be specified in the notice or waiver of notice of such meeting unless otherwise required by law, or these Bylaws.

ARTICLE IX: CONFLICT OF INTEREST

- A.** Policy: Any possible conflict of interest on the part of any member of the Leadership Committee, officer or employee of the MCoC, shall be disclosed in writing to the Leadership Committee and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Leadership Committee. The Leadership Committee will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE X: GENERAL PROVISIONS

- A.** Dissolution of the MCoC: In the event the MCoC is dissolved and the MCoC owns any assets in excess of those needed to discharge its obligations, such assets shall be distributed exclusively to other human service organizations devoted to the health, welfare and well-being of citizens within the service area of the MCoC, as stated in Article I.B. The Leadership Committee shall determine the distribution of assets based on a majority vote.
- B.** Monitoring ESG Recipients: The MCoC Leadership Committee shall assist the City of Manchester (ESG Grantee) with monitoring outcomes of ESG-funded programs. If there is no member of Leadership with the experience to provide this support, the Leadership Committee shall select a member(s) with knowledge of all HUD ESG guidelines, mandates, goals and knowledge of ESG recipient programs to provide this service. The City of Manchester, as the ESG grantee shall retain control of and responsibility for the ESG program. The MCoC shall provide technical assistance, support and a collaborative partnership in this program.

ARTICLE XI: ADOPTION AND AMENDMENT OF BYLAWS

- A.** Adoption and Amendment: These bylaws shall be adopted and thereafter may be amended at a regular or special meeting of the General Assembly by two-thirds (2/3) vote of the members present and voting. Proposed amendments must be in written form and distributed to the members of the general membership at least ten (10) calendar days prior to the next General Assembly meeting.
- B.** Amendment One:
 - a.** Note: The words below in brackets are the enacted changes.

- b. Article V, Nominations for and Election of Officers and Committee Chairs: During election years, the Leadership Committee will meet prior to the October general meeting to develop a slate of officers and Leadership Committee members. This meeting will be open to the public. Those wanting to participate or stand for office would be encouraged to attend and speak at this meeting. Any active member may stand for nomination. The slate of officers and Leadership Committee members shall then be presented at the October General Assembly meeting of the MCoC for a vote with additional nomination's being accepted from the floor. [Nominations will not be accepted for the Peer Review Committee Chair, and this position will not be elected.] In the event no slate of officers and/or Leadership Committee members is developed, all nominations shall be taken from the floor of the General Assembly.
 - c. Article VI, Section I: Committee Chairs: Each committee shall have a chair who shall be responsible for planning, calling and conducting meetings, and bringing information back to the general membership. Chairs must be active members of the MCoC [with the exception of the Peer Review Committee Chair.] Committees may elect a Co-Chair, with approval from the Leadership Committee. The Chair of the MCoC sits as the Chair of the Leadership Committee.
- C. Amendment Two:**
- a. Public Policy Committee was removed from Standing Committees
- D. Amendment Three:**
- a. Article III Section E: Coordinated Assessment System: Member agencies agree to participate in a city-wide Coordinated Assessment System, including using the Coordinated Assessment Tool and aligning policies and procedures for administering assistance.
- E. Amendment Four:**
- a. Article VII Section A: Regular Meetings: A written agenda for each regular General Assembly meeting shall be prepared and distributed to MCoC members in advance of each meeting. Minutes of each meeting shall be written, distributed via email to the MCoC prior to the next meeting and approved officially at said meeting. Approved minutes will then be posted on the MCoC website.
- F. Amendment Five:**
- a. Article X Section B: Monitoring ESG Recipients: The MCoC Leadership Committee shall assist the City of Manchester (ESG Grantee) with monitoring outcomes of ESG-funded programs. If there is no member of Leadership with the experience to provide this support, the Leadership Committee shall select a member(s) with knowledge of all HUD ESG guidelines, mandates, goals and knowledge of ESG recipient programs to provide this service. The City of Manchester, as the ESG grantee shall retain control of and responsibility for the ESG program. The MCoC shall provide technical assistance, support and a collaborative partnership in this program.
- G. Amendment Six:**
- a. Article VI Section G.1.v: Members of the Leadership Committee Include: v. At least one homeless or formerly homeless individual shall sit on Leadership Committee. This individual shall be appointed to their position by the Leadership Committee based upon a recommendation by Homeless Liaison Committee.
- H. Amendment Seven:**

- a. Proposed change to wording is in brackets.
 - b. Article VI Section G.1 Leadership Committee: The Leadership Committee shall not be comprised of more than [two (2) representatives] per member organization.
- I. Amendment Eight**
- a. Article VI Section G.7 The Veteran Homeless Committee will be added as a standing committee.