

SARAH Nonprofit Bylaws and Governance Charter

Updated June 2020

Article 1: Name and Purpose

Section 1.01: Name

The name of this corporation is the South Alamo Regional Alliance for the Homeless (hereinafter "SARAH").

Section 1.02: Purpose

The vision of SARAH is to prevent and end homelessness in San Antonio/Bexar County. Our goal is for homelessness to be a rare, brief, and a nonrecurring event.

In addition, the Corporation exists for performing all things incidental to, or appropriate in, achieving its purposes. However, the Corporation will not, to any substantial degree, engage in any activities or exercise any powers that do not further its specific and primary purposes as set forth in this Article. This Corporation will hold and may exercise all such powers as the laws of the State of Texas confers upon a nonprofit corporation and as may be necessary or expedient to administer the affairs and attainment of the purposes of the Corporation, provided, however, that in no event will the Corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code.

The Corporation will review and update these bylaws annually, in consultation with the HMIS Lead Agency and Collaborative Applicant.

Section 1.03: Priorities

SARAH will prioritize the following areas:

- HUD grant management and oversight
- Act as a community advocate for homelessness
- Assess community needs
- Expand appropriate housing options
- Increase collaboration with mainstream systems
- Reduce homeless population
- Prevent homelessness

Article 2: Nonpartisan Activities

SARAH has been formed under the Texas Non-Profit Corporation Act for the purposes described and set forth in Article 1 herein; and it will be nonprofit and nonpartisan. No substantial part of the expenditures of SARAH will consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article 3: Dedication of Assets

The properties and assets of SARAH are irrevocably dedicated to the purposes described and set forth in Article 1 of these Bylaws. No part of the net earnings, properties, or assets of SARAH, on dissolution or otherwise, will inure to the benefit of any private person or individual, or any director or officer of SARAH. On liquidation or dissolution, all remaining properties and assets of SARAH will be distributed and paid over to an organization, dedicated to the purposes set forth in Article 1 herein, which has established its tax-exempt status under Internal Revenue Code Section 501 (c)(3).

Article 4: CoC Board of Directors

Section 4.01: General Powers

Subject to the provisions and limitations of the Texas Non-Profit Corporation Act and any other applicable law, and subject to limitations in the Articles of Incorporation or Bylaws, the business affairs and powers of SARAH will be managed and exercised by the CoC Board of Directors. To the extent possible, the CoC Board of Directors shall conduct its business through consensus and will resort to vote only when consensus fails or if required by these Bylaws. The CoC Board of Directors may delegate its power to appropriate committees, the Executive Director, and SARAH staff when deemed necessary. If SARAH is to be successful, the members of the CoC Board of Directors must be engaged and play an active part in achieving the mission of SARAH. To contribute to that success, from their unique position, the CoC Board of Directors shall have the following roles and responsibilities:

- Be the voice and advocate for ending and preventing homelessness;
- Provide direction and oversight through the development and periodic review and refinement of strategies, goals, and objectives;
- Serve as fiduciary agents of the organization and provide budget approval and audit reviews
- Support fundraising efforts;
- Provide overall governance to the organization;
- Provide policy guidance;
- Serve on committees or workgroups as requested by the Board President;
- Hire and evaluate the SARAH Executive Director;
- Ensure uniform application and bylaws and adopted guidelines to all members of the Board;
- Hold themselves and other members of the Board accountable for the success of the organization;
- Consider and approve actions regarding CoC strategies, funding allocations, funding awards, grant management, and grant performance;
- Comply with conflict of interest requirements; and
- Ensure high performance of the Collaborative Applicant and the HMIS Lead Agency through regular monitoring

Section 4.02: Number of Members

The CoC Board of Directors shall consist of a maximum of eighteen (18) members. Voting Directors may not receive remuneration from an entity that receives funding through the HUD Continuum of Care Program to avoid any perception of conflict of interest. City and County related seats will not be considered affiliated with HUD CoC Funding based on grants held by other departments in government.

Four (4) of the Directors are appointed, two (2) are elected by the CoC Membership Council, one (1) are elected by the Youth Action Board, and up to eleven (11) of the Directors are selected by the CoC Board Executive Committee and elected by the CoC Board of Directors. Every five years, SARAH will review the written process to select the CoC Board of Directors.

Appointed Members

Four (4) Directors are appointed by the following positions:

- City of San Antonio City Manager
- City of San Antonio Police Department Chief of Police
- Bexar County Manager
- Bexar County Sheriff

Elected Members

Two (2) Directors are elected by the CoC Membership Council:

- Membership Council Chair
- Membership Council Elected At-Large

One (1) Directors are elected by the Youth Action Board (YAB)

YAB President

Designated Required Members

Two (2) Directors have designated requirements and are nominated by the CoC Board Executive Committee:

- Bexar County School District Liaison
- Consumer Director (currently or formerly experienced homelessness)

CoC Board Executive Committee Nominations

Nine (9) Directors are nominated by the CoC Board Executive Committee and elected by the CoC Board of Directors. These Directors serve a term limit of two years and are selected from the following categories:

- Corporate / Private Sector
- Education
- Military
- Housing
- Media
- Legal
- Finance
- Hospitals

- Other community advocates whose knowledge, position, or experience would benefit the Continuum of Care

Section 4.03: Tenure

Each Director of the CoC Board that is elected shall hold office for a two (2) year tenure.

Elected Directors shall serve no more than three (3) consecutive two (2) year terms. Following such service, a person shall not serve on the CoC Board of Directors in any capacity for least one (1) year before serving another term.

There are no term limits for Appointed Directors, however, the named position must confirm the seat at least every two (2) years.

Section 4.04: Election of Directors

The CoC Board Executive Committee shall nominate elected Directors.

- Procedures for Nominations
 - Any eligible individual who wishes to run for an Elected Director position shall express interest to the SARAH Executive Director.
 - The SARAH Executive Director will share the interest of each candidate with the CoC Board Executive Committee.
- Procedures for Elections
 - The CoC Board Executive Committee will determine from the list of eligible candidates provided by the SARAH Executive Director who will be nominated, and this nominee will be referred to the CoC Board of Directors.
 - The Board will either accept or reject the nomination through a majority vote. If the nominee is rejected, the CoC Board Executive Committee must provide another nominee from the eligible list to the CoC Board of Directors.

Section 4.05: Removal

An Officer or Director may be removed from the CoC Board of Directors for absence or for cause.

- Removal for Absence
 - Any Director who misses more than two (2) of the CoC Board of Director's meetings during the year shall be automatically removed from the CoC Board of Directors.
 - If the Director is to be absent, a proxy must be designated before the beginning of the CoC Board of Director's meeting, or the Director will be considered absent.
 - An absence may be excused if related to illness and submitted in writing to the SARAH Executive Director or CoC Board Secretary.
- Removal for Cause:
 - Any Active Member, including a Director or Officer, may submit a request to the CoC Board of Directors for consideration of the removal of an Officer or Director for cause.

Removal for cause requires a 2/3's vote of the CoC Board of Directors. Cause includes, but is not limited to:

- Fraud
- Conflict of Interest
- Personal Conduct
- Failure to Perform Duties

Section 4.06: Vacancies

For elected Directors, any vacancies on the CoC Board of Directors shall be filled by a majority vote of the Directors. For Appointed Directors, vacancies should be re-appointed according to the subsequent person filling that agencies position. The Membership Council Director seats will be replaced through a majority vote of the Membership Council.

Section 4.07: Location of Meetings

Regular meetings of the CoC Board of Directors shall be held at an appropriate location chosen by the President or by majority vote. The frequency of regular meetings shall be decided by the CoC Board of Directors, however, there shall be no less than four (4) regular meeting each calendar year.

Section 4.08: Special Meetings

Special meetings may be called by the President or SARAH Executive Director with the approval of one (1) Officer. If the President or SARAH Executive Director is unavailable, the next senior Officer may call a special meeting, with the approval of one (1) Officer.

- Notice (of Special Meeting)
 - Notice of any special meeting of the CoC Board of Directors must be provided no later than one (1) day prior to such meeting by written notice delivered personally, or sent by mail, e-mail, facsimile, or other appropriate electronic means to each Director.
 - If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with proper postage prepaid. If notice is given by e-mail, facsimile or other electronic means, notice will be deemed to be delivered when there is a successful transmission of the notice.
- Waiver of Notice (of Special Meeting):
 - Whenever notice is required to be given under Section 4.08, a waiver of notice, in writing and signed by the person entitled to such notice will be deemed equivalent to giving notice whether before or after the required time of notice.
 - Appearance at any meeting shall also constitute waiver of notice unless the appearance is made to contest proper notice.
 - All such waivers will be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.09: Quorum, Proxy, and Voting

A majority of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board. Each Board member must designate a proxy at the beginning of their term. A Board member

must notify the Secretary and SARAH staff when a proxy will be sent prior to the CoC Board of Director's Meeting. An email notification is sufficient. The named proxy will serve in full capacity for voting and attendance purposes. This privilege is offered to both elected and appointed board members.

If a quorum is not present at any meeting, the CoC Board of Directors may conduct a meeting to share information, receive reports from committees, make decisions concerning any activities of SARAH, but may not act in reference to budget decisions, or removal and replacement of officers or directors.

A quorum consists of a total of 9 voting members.

Section 4.10: Manner of Acting

The consensus of the Directors present at a meeting at which a quorum is present will be the act of the CoC Board of Directors, unless the act of a specific number is required by law or by these Bylaws. At the request of any Director any specified meeting will be conducted in accordance with Robert's Rules of Order (Robert, 2017).

Section 4.11: Alternative Meetings

The CoC Board of Directors may meet by telephone or conference call respecting the above requirements for a quorum and for voting.

Section 4.12: Action Without a Meeting

Any action required or permitted to be taken by the CoC Board of Directors may be taken without a meeting, if all members of the CoC Board of Directors will individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the CoC Board of Directors. Such action by written consent will have the same force and effect as the unanimous vote of such directors.

Section 4.13: Merger, Consolidation, and Voluntary Dissolution

Adoption or revocation of a plan of merger, consolidation, voluntary dissolution, bankruptcy or reorganization, or for the sale, lease, or exchange of all or substantially all the property and assets of the Corporation otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/3) of the number of directors of the Corporation.

Section 4.14: Fees and Compensation

Directors and members of committees of the CoC Board of Directors and members of other committees, may not receive any compensation for their services or reimbursement of expenses except where it is determined to be in good faith and in the best interest of the Corporation where such service is in conformity with the purposes of the Corporation and reimbursement is reasonable as may be fixed by resolution of the Board.

Article 5: Officers

The CoC Board of Directors shall have four Officers (President, Vice President, Secretary, and Treasurer)

who shall be elected by the CoC Board of Directors, which election shall follow the same procedures set forth in Section 4.04 above. In addition to the duties specified below, officers will perform all other duties customarily incident to their offices and as instructed by the CoC Board of Directors.

Section 5.01: President

The President oversees the business and affairs of SARAH. The President shall act in consultation with the other officers, unless the situation requires immediate action. The President is responsible for supervising the execution of resolutions and directives of the CoC Board of Directors except in those instances in which that responsibility is assigned to another person by the CoC Board of Directors. The President, along with the SARAH Executive Director, may execute any contracts, deeds, mortgages, bonds, or other instruments which the CoC Board of Directors has authorized and may accomplish such either individually or with the Executive Director, Vice President, Secretary, or Treasurer.

Section 5.02: Vice President

The Vice President is the secondary officer of the organization. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President will perform all the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions of the President.

Section 5.03: Secretary

The Secretary is the third officer in seniority. The Secretary ensures that all notices are given in accordance with the provisions of these Bylaws and serves as the custodian of the Corporation's records. The Secretary is responsible for:

- Reviewing meeting minutes
- Leading the nominations process
- Signing the updated bylaws

Section 5.04: Treasurer

The Treasurer is the fourth officer in seniority. The Treasurer is the principal accounting and financial officer of the Corporation. The Treasurer shall be responsible for the maintenance and accurate accounting of the books of the Corporation and will have responsibility of all funds and securities of the Corporation and for receipt and accounting of disbursements. The Treasurer or the SARAH Executive Director will prepare statements of accounts monthly and financial reports as requested by the CoC Board of Directors or officers of the Corporation. The Treasurer may sign with the SARAH Executive Director, the CoC Board President or with the Secretary any contracts, deeds, mortgages, bonds, or other instruments. The Treasurer will act as liaison to the SARAH staff for all financial matters. The SARAH Executive Director is authorized to sign SARAH contracts and tax documents.

Section 5.05: Tenure

Officers shall serve no more than two consecutive two-year terms in the same role. Following such service, Officers may serve in another capacity on the CoC Board of Directors.

Section 5.06: Elections

Elections for Officers of the Board will follow the same procedures for nomination and election as established in Section 4.04 above.

Section 5.07: Removal

Removal of Officers of the Board will follow the same procedures established in Section 4.05 above.

Section 5.08: Disbursements

Only one (1) signature of an Officer or the SARAH Executive Director will be required on checks or similar disbursements, exclusive of contracts, deeds, mortgages, bonds, or other similar instruments which shall require two (2) authorized signatures from the Officers (President, Vice President, Secretary, Treasurer) and/or the SARAH Executive Director.

- Expenses that are outlined in the CoC Board-approved budget may be paid as they incur without further CoC Board approval. All expenses paid will be reviewed as part of the financial report by the Board during the monthly meeting

A threshold for expenses up to \$5,000.00 may be paid but only if they are outlined in the approved budget. Expenses up to \$5,000 and outside of normal operating costs and/or not outlined in the budget may be paid without immediate Board approval but will be ratified at the next scheduled Board meeting. The SARAH Executive Director has the authority to exceed line item expense items within the approved budget if the overall approved expenditures do not exceed what the CoC Board of Directors has approved in the annual budget and the expenditure is considered a normal operating cost. Expenses over \$5,000 and outside of normal operating costs and/or not outlined in the SARAH budget must be brought before the board for review and approval. All expenses will be reviewed by the Board at the regular monthly Board meeting in the financial report.

Article 6: Committees

Section 6.01: CoC Standing Committees

Committees consist of appointed community members and are co-chaired by two (2) members of the CoC Board of Directors. SARAH staff maintain the following Standing Committees of the CoC Board of Directors:

- Point-in-Time (PIT) Count Committee:
 - The PIT Count Committee supports the planning process for the Annual PIT Count of the homeless population (sheltered and unsheltered) of San Antonio/Bexar County.
- Homeless Management Information System (HMIS) Advisory Committee:
 - The HMIS Advisory Committee is responsible for reviewing new policies, procedures, customization, and plans for the local Homeless Management Information System and advising the CoC Board of Directors on strategies for effective system-level data management/analysis.
- Coordinated Entry (CE) Advisory Committee:
 - The Coordinated Entry Advisory Committee offers a forum for program stakeholders to

communicate their opinions, share their expertise, and collaboratively manage the strategic direction, implementation, and administration of the Coordinated Entry system, including policy and evaluation updates.

- Youth Action Board (YAB):
 - The YAB is comprised of at least three (3) youth and serves as the subject matter experts on preventing and ending youth homelessness in San Antonio/Bexar County. The majority of the YAB must be either currently homeless or previously homeless.

A full list of Committee bylaws for each Committee can be found in the Appendix portion of this document.

Article 7: CoC Membership Council and Workgroups

Section 7.01: General Powers

The CoC Membership Council serves as the primary source of expertise and program implementation for the CoC Board of Directors ("Board"). Responsibilities include providing input, expertise, and council-approved recommendations to SARAH staff and the CoC Board of Directors regarding all matters relating to requirements associated with establishing and operating the Continuum of Care ("CoC") as prescribed by HUD, including but not limited to:

- Strategic planning for the CoC
- Establishing workgroups as needed to perform CoC functions
- Community planning
- Resource planning and allocation
- Coordination of CoC with other community resources
- Monitoring System Performance and homelessness among different target populations
- Data quality
- Training

Section 7.02: Qualifications for Membership

Per the following qualifications, members shall be designated as either an 'Active' or 'Associate' member ("Member"). Any individual, business, organization, agency, or group (hereinafter any of which will be referred to as "Agency") wishing to join shall register with the Executive Director of SARAH by submitting a completed membership application. SARAH will issue public invitations for new members throughout the year by:

- Posting meeting notices and invitations to the public on the CoC website and in the CoC's E-Newsletter, which will be distributed to community stakeholders;
- Posting membership applications on the CoC website; and
- Directing non-member meeting participants to the application during CoC meetings

Section 7.03: Applying for Membership

Any Agency, composed of one or more employees from such, which commits resources or whose

activities encompass the spectrum of services directed at the San Antonio/Bexar County homeless population may be considered for Active Membership. Each Agency must apply for membership to SARAH's Executive Director and will be approved for membership by a majority vote by the CoC Board of Directors. Each approved agency will have one vote on the Membership Council. The agency must identify in the application as being part of one of the following categories as well as serve homeless clientele to be considered for active membership and to vote:

- CoC / ESG Agencies
 - Agencies who receive HUD Continuum of Care or Emergency Solutions Grant funding are required to participate.
- Healthcare Services
 - Agencies that provide the furnishing of medicine, medical or surgical treatment, nursing, hospital service, dental service, optometry service, complementary health services or any or all of the enumerated services or any other necessary services of like character, whether or not contingent upon sickness or personal injury, as well as the furnishing to any person of any and all other services and goods for the purpose of preventing, alleviating, curing or healing human illness, physical disability or injury.
- Mental Health Agencies
 - Agencies providing assessment, diagnosis, treatment, or counseling in a professional relationship to assist an individual or group in alleviating mental or emotional illness, symptoms, conditions, or disorders.
- Veteran Agencies
 - Agencies providing patient care, veterans' benefits, and other services to veterans of the U.S. armed forces and their families.
- Education
 - Agencies that represent educational facilities such as universities, ~~schools~~, McKinney Vento liaisons, preschool, day care, charter schools, public schools, primary and secondary education, community colleges, and vocational schools.
- Youth Agencies
 - Agencies who primarily serve people experiencing homelessness under the age of 24 who are without family support and are living in shelters, on the streets, in cars or vacant building or who are couch surfing or living in other unstable conditions.
- Domestic Violence Agencies / Victim Service Providers
 - Agencies that primarily serve persons who have experienced, are currently experiencing or are perpetrators of domestic violence.
- Legal Assistance
 - Agencies who represent clients in civil or criminal legal matters-
- Government
 - Agencies who are under state or local government direction or a permanent or semi-permanent organization that is responsible for the oversight and administration of specific functions relating to homeless services.
- Child and Family Services
 - Agencies who represent child or family services for people experiencing homelessness.
- Substance Use Recovery
 - Agencies who primarily serve persons with substance use disorders to aid and facilitate their recovery.
- Faith Based

- Agencies whose values are based on faith and/or beliefs, which has a mission based on social values of the faith, and which most often draws its activists (leaders, staff, volunteers) from a faith group.
- Elderly
 - Agencies who work with those who are elderly or aging who are primarily over the age of 55.
- Community Partner
 - Public agencies, private non-profits, and advocates who serve persons experiencing homelessness or who have previously experienced homelessness in a capacity not mentioned.
- Affordable Housing
 - Agencies who work to provide safe, affordable housing with supportive persons for people formerly experiencing or at-risk of homelessness.

Section 7.04: Active Members

- Requirements
 - To be considered an Active Member an agency representative must attend at least 75% of Membership Council Meetings annually. Each agency must designate up to four (4) members of their agency that can vote on CoC policy and procedure recommendations during Membership Council Meetings. Each Active Member has one (1) vote per agency.
 - Active Members are also encouraged to maintain membership in at least one work group and participate in CoC activities (e.g. Annual Point-in-Time Count).
- Membership Registration:
 - Potential members must fill out and return an application to SARAH's Planning Coordinator. Applicants are brought to the CoC Board of Directors, who will approve Active Membership. Active Members are required to keep the SARAH staff informed of the physical and e-mail address at which they will receive notices. More than one individual associated with an Active Agency may attend, and participate at all meetings, however only those listed as representatives can vote.
 - Membership Applications must be renewed by Active Members every two (2) years.
- Voting:
 - Each Agency who has met the requirements set out for Active Membership shall have one (1) vote through their specified delegates. If an Agency does not meet participation requirements for a one-year period, they will not be reinstated to vote until they have attended at least two (2) consecutive meetings and completed a new Membership Council application. In all elections, unless otherwise provided for in these Bylaws, a majority of the votes cast shall control. It is the intent that each member Agency has one vote, regardless of the number of participants from that Agency.

Section 7.05: Associate Members

Any Agency who wishes to contribute to the dialogue and activities of SARAH, but who is unable to meet the membership requirements of Active Membership may register as an Associate Member. This

pertains to agencies who apply for Active Membership and are not approved by the CoC Board of Directors to be an Active Member, and instead are deemed an Associate Member. Individuals who are experiencing homelessness are eligible for Associate Membership. Any other individuals concerned with developing resources and addressing the needs of the San Antonio homeless population and who are not associated in any way with an Agency eligible for Active Membership may be considered for Associate Membership.

Section 7.06: CoC Membership Council Meetings

Membership Council meetings will be held at least once quarterly. SARAH will publish the Membership Council meeting agendas on the SARAH website no later than one (1) business day prior to the meeting. It is expected that workgroups will occur more frequently.

- Special Meetings
 - Special meetings may be called by the Membership Council Chair, CoC Board of Directors President, or SARAH Executive Director at any time that he or she deems that a vote of the Membership Council is required, by providing members with at least one (1) days' notice prior to such meeting by written notice delivered personally, or sent by mail, email, facsimile, or other appropriate electronic means to the address provided by each.

- Informal Meetings
 - The Membership Council Chair, CoC Board of Director's President, or SARAH Executive Director may from time to time call informal, nonvoting, non-required meetings for distributing information, or for specific training opportunities.

Section 7.07: CoC Membership Council Leadership

The Membership Council leadership will consist of a Chair, Vice Chair, and Secretary for a two-year (2) term elected from the Active Membership of the Membership Council. Officer positions for the Membership Council may need to meet periodically with SARAH Staff or members of the CoC Board of Directors for planning purposes. Elections for the positions will be held every two (2) years with no officer serving more than three (3) consecutive two-year (2) terms. In addition to the Chair, Vice Chair, and Secretary positions, the Membership Council will select one (1) individual from the Active Membership to serve as a nonvoting member of the CoC Board of Directors. This individual must be employed by an agency receiving CoC HUD funding if the Chair represents a non-CoC HUD funded agency. The three (3) officers and additional elected CoC Board of Directors Member At-Large may not represent the same Active Member Agency. The Membership Council Chair and Member At-Large are nonvoting and may not participate in the discussion of project ranking in the Continuum of Care funding process.

- Chair
 - Serves as the head of the Membership Council and provides leadership and guidance to the council. The Chair is responsible for directing the meetings, presenting agenda items, monitoring workgroup performance, establish and determining goals of the workgroups, and assigning duties for workgroup members.
 - Upon election, the Chair will assume a non-voting position on the CoC Board of Directors.

- Vice-Chair
 - Presides over Membership Council if the Chair is unable to act. The Vice Chair will serve as the primary point of contact for workgroup chairs created by the Membership Council and will address their concerns as needed as it relates to communicating or approving policies at the Membership Council meetings. The Vice Chair will also ensure that each workgroup has an active chair and is operating based on the purpose established by the Membership Council.

- Service Provider Director at Large:
 - Represents the Membership Council as a non-voting Director on the CoC Board of Directors.

Section 7.08: Removal of Officer

- Removal for Absence:
 - Any officer who misses more than two (2) of the Membership Council meetings during the year shall be automatically removed from their elected Membership Council officer position. If the officer is absent, a proxy must be designated before the beginning of the Membership Council meeting or the officer will be considered absent. An absence may be excused if related to illness and submitted to the Membership Council Chair or Secretary prior to the meeting.

- Removal for Cause
 - Any Membership Council elected officer may submit a request to the Membership Council Chair or SARAH Executive Director for consideration of the removal of an Officer for cause. Removal for cause requires a 2/3 vote of the Active Members of the Membership Council. Cause includes, but is not limited to:
 - Fraud
 - Conflict of Interest
 - Personal Conduct
 - Failure to Perform Duties

Section 7.09: CoC Workgroups

Workgroups are open to anyone in the community. Workgroups are created by a vote of the Membership Council and are chaired by Chair and Co-Chair positions elected initially and annually by the Membership Council. The CoC Membership Council may, by resolution, create any other standing or temporary workgroups the Council deems necessary to fulfill the purpose of SARAH. Workgroups are created to target a specific issue pertaining to homelessness in San Antonio/ Bexar County through community collaboration and are aligned in goals with target population benchmarks established by the United States Interagency Council on Homelessness (USICH).

- Chair & Co-Chair:
 - An active or associate member of SARAH may chair the workgroup. The chairperson shall be responsible for encouraging representation within their respective workgroup. These positions are elected by the Membership Council and reaffirmed every year by the workgroup. A Chair/Co-Chair may resign at any time by submitting a letter to the Membership Council Chair. The Chair and Co-Chair are elected as community members

and their term is ~~not~~ dependent on the position held at their respective agency. The Chair and Co-Chair are responsible for execution of the group to include scheduling meetings, facilitating meetings, writing meeting agendas, writing meeting minutes and any other duties that are necessary to run the workgroup successfully. SARAH will assign lead staff to support any workgroups created by the Membership Council.

Section 7.10: Committees and Workgroup Meetings

Each committee or workgroup may meet as often as necessary to fulfill its designated purpose.

Section 7.11: Terms of Office

There are no term limits with respect to workgroup membership, however the Chair and Co-Chair must be annually re-elected and confirm their positions as Chair and Co-Chair.

Section 7.12: Committee and Workgroup Rules

The committees and workgroups may not adopt rules that are inconsistent with the provisions of these Bylaws. Unless otherwise provided in the resolution of the Membership Council, a majority of the workgroup or committee members will constitute a quorum. Each committee or workgroup will, to the extent possible, act through consensus. Failing consensus, the vote of a majority of the committee or workgroup members present, assuming a quorum, shall constitute the act of the committee or workgroup.

Article 8: Collaborative Applicant and HMIS Lead

Section 8.01: Collaborative Applicant

The current applicant for the TX-500 region is the South Alamo Regional Alliance for the Homeless ("SARAH").

Section 8.02: Designation of HMIS Lead

- The CoC is responsible for:
 - The designation and operation of a single Homeless Management Information System (HMIS) that serves the designated geographic area and designate an eligible applicant to manage HMIS.
 - Review, revise, and approve privacy, security, and data quality plans
 - Ensure consistent participation of service providers in HMIS
 - Ensure that the HMIS is administered in compliance with HUD requirements

Section 8.03: HMIS Lead

Haven for Hope serves as the CoC's current HMIS Lead.

Section 8.04: HMIS Designation

CaseWorthy is the current designated vendor for the single Homeless Management Information System

for the TX-500 geographic area.

Section 8.05: HMIS Governance Charter

The duties and responsibilities of the CoC, the HMIS Lead, the HMIS Advisory Committee and Contributing HMIS Organizations are set forth in further detail in the HMIS Policies and Procedures and HMIS Governance Charter (see appendix for attachment).

Article 9: Amendments and Revisions

Section 9.01: Power to Amend Bylaws

The Bylaws of SARAH may be amended, and/or repealed, or new Bylaws may be adopted by the majority vote of the CoC Board of Directors. Any repeal and/or amendment of a Bylaw shall be maintained by SARAH staff and made available upon request.

Section 9.02: Notice of Amendment in Writing

Proposed amendments to these Bylaws must be in writing and sent to the CoC Board of Directors at least one (1) day in advance of the general or special membership meeting.

Article 10: Duties of the CoC Board of Directors

Section 10.01: General

The duties of the CoC Board of Directors, and of any committee on which they serve, will include the duty of good faith (acting in a manner such as the Director believes to be in the best interest of SARAH) and, including reasonable inquiry, the duty of care (acting as the ordinarily prudent person would in a like situation under similar circumstances).

In performing the duties of a Director, a Director will be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- One or more officers of SARAH or the SARAH staff whom the Director believes to be reliable and competent in the matters presented;
- Counsel, independent accountants, or other persons retained by SARAH, as to matters which the Director believes to be within such person's professional or expert competence; or
- A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Section 10.03, a person who performs the duties of a Director in accordance with the above will have no liability based upon any failure or alleged failure to discharge that person's obligations as Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which SARAH, or assets held by it, are dedicated.

Section 10.02: Loans

SARAH will not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that SARAH may advance money to a Director or Officer of SARAH or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such so long as such individual would be entitled to be reimbursed for such expenses absent such advance.

Section 10.03: Self-dealing Transactions

Except as approved in Section 10.04 below, no Member of SARAH may approve a self-dealing transaction. A self-dealing transaction is one to which SARAH is a party and in which one or more of the Directors has a material financial interest or a transaction between the Corporation and any person (other than a nonprofit corporation, tax exempt under Internal Revenue Code Section 501 (c) (3)) in which one or more of the Directors has a material financial interest. A Director will not be deemed to have a material financial interest in a contract or transaction that implements a charitable program of SARAH solely because the contract or transaction results in a benefit to a director or his or her family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by SARAH, in accordance with Section 10.04 herein, in good faith and without unjustified favoritism.

Section 10.04: Approval

The CoC Board of Directors may approve a self-dealing transaction if it determines that the transaction is in the best interests of, and is fair and reasonable to, SARAH and, after reasonable investigation into the facts and circumstances, determines that SARAH could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the CoC Board of Directors, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the majority of the Directors then in office, provided that a quorum is present, and the presence of the interested Director can be counted for purpose of the quorum, but such Director's vote will not be counted for the matter at hand.

Section 10.05: Indemnification

To the fullest extent permitted by law, SARAH will indemnify its Directors and Officers, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of SARAH, by reason of the fact that the person is or was a director or officer of SARAH. Such right of indemnification will not be deemed exclusive of any other rights to which such person may be entitled apart from this Section 10.05.

SARAH will have power to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers and Directors against any liability asserted against or incurred by them in such capacity or arising out of their status as such.

Article 11: Records and Reports

Section 11.01: Maintenance and Inspection of Articles and Bylaws

Every Director will have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of SARAH and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney and will include the right to copy and make extracts of documents at the expense of the requesting director.

Section 11.02: Maintenance and Inspection of Other Corporate Records

SARAH will keep adequate and correct books and records of accounts, written minutes of the proceedings of its CoC Board of Directors and committees of the CoC Board of Directors, and a record of each Director and Officer's name and address, and such record keeping shall be the obligation of the Secretary and the Treasurer of the CoC Board of Directors. All such records will be kept at such place or places designated by the CoC Board of Directors, or, in the absence of such designation, at the principal office of the Corporation. The minutes will be kept in written or typed form, and other books and records will be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer of the CoC Board of Directors will turn over to his or her successor or the President in good order, such corporate monies, books, records, minutes, lists, documents, contracts, or other property of SARAH as have been in the custody of such officer, employee, or agent during his or her term of office and the President shall then turn over such items to the successors of the CoC Board of Directors.

Section 11:03: Annual Reports

The CoC Board of Directors will cause an annual report to be sent to all Directors of SARAH, within 120 calendar days after the end of SARAH's fiscal year, containing the following information:

- The assets and liabilities, including the trust funds, of SARAH at the end of the fiscal year;
- The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- The revenues or receipts of SARAH, both unrestricted and restricted for purposes, for the fiscal year; and
- The expenses or disbursements of SARAH, for both general and restricted purposes, during the fiscal year

The report will be accompanied by any pertinent report(s) of independent auditors, or, if there is no such report, the certificate of an authorized officer of SARAH that such statement was prepared without audit from the books and records of SARAH.

Article 12: Fiscal Year

The fiscal year of SARAH will run from January 1st to December 31st.

Article 13: Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Texas Non-Profit Corporation Act as amended from time to time will govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender

includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law will deem any portion of these Bylaws invalid or inoperative, then as far as is reasonable and possible:

- The remainder of these Bylaws will be considered valid and operative
- Effect will be given to the intent manifested by the portion deemed invalid or inoperative

Appendix A: HMIS Advisory Committee Bylaws

1. Purpose
 - a. The purpose of the Data Strategy Committee is to collaboratively manage the strategic direction, implementation, and administration of the HMIS. Furthermore, this body will be charged as the initial point of communication for the HMIS Lead to the CoC Board, second only to regular strategic and operational meetings held between the HMIS Lead and Collaborative Applicant staff.
2. Activities
 - a. Recommend the HMIS Lead Agency to the CoC Board for Approval,
 - b. Provide recommendation for selection of HMIS Vendor to CoC Board for Approval,
 - c. Provide monitoring and oversight of HMIS Lead and HMIS Vendor,
 - d. Review and approve all proposed HMIS Policies and Procedures prior to CoC Full Board Approval,
 - e. Create a venue for regular status updates from HMIS Lead to CoC Board,
 - f. Adopt policies and procedures that set baseline requirements for compliance with HUD Data Standards for the management and operation of HMIS, including but not limited to, Privacy, Security and Data Quality Plans,
 - g. Collaborate and support HMIS activities,
 - h. Create a venue for the communication of community needs and the setting of HMIS priorities,
 - i. Provide on-going constructive feedback regarding the Tiered Priorities as they relate to the all agreed upon and approved HMIS Strategies,
 - j. Responsible for taking recommendations straight to the board
3. Representation: Any Agency, composed of one or more employees from such, which commits resources or whose activities encompass the spectrum of services housed within HMIS may be considered for ACTIVE MEMEBERSHIP. Each Agency must apply for membership to the SARAH Planning Coordinator. Candidates will be brought to the Membership Council to recommend representatives for each seat. The CoC Board will approve the final slate of Data Strategy Committee members. Each approved agency will have one vote on the Data Strategy Committee. The agency must identify in the application as being part of one of the following categories to be considered for active membership and to vote.

Standing Seats: Apply through SARAH, approved by CoC Board (12 Total)

- Continuum of Care funded Agency: 1 Seat
- Emergency Solutions Grant funded Agency: 1 Seat
- Runaway Homeless Youth funded Agency: 1 Seat
- Supportive Services for Veteran Families funded Agency: 1 Seat
- HOPWA-funded Agency: 1 Seat
- PATH-funded Agency: 1 Seat
- Haven for Hope: 1 Seat

- City of San Antonio: 1 Seat
- Bexar County: 1 Seat
- Domestic Violence: 1 Seat
- Veteran's Affairs: 1 Seat
- SARAH Board Member: 1 Seat

Elected Seats: Additional Community Representatives, Approved by CoC Board (3 Total)

Healthcare, Mental Health Provider, Public Housing Authority, Education, Legal Assistance, Child and Family Services, Substance Abuse Recovery, Faith-Based, Elderly, Foundations, Universities, Other Community Partners

Non-Voting Seats: Collaborative Applicant & HMIS Lead Agency Team

4. Composition

a. Requirements

- i. **Active Members are required to attend all meetings.** To be considered participating, a member agency must attend at least 75% of Meetings in one year. Each agency must designate one person to represent and vote on behalf of their agency. Each agency may, with advance notice provided to the Chair, provide an alternate person to vote as proxy for the member in the event the original member cannot be present. The alternate must have the ability to speak on behalf of the organization and be of equal seniority within the agency. **Each Active Member has one (1) vote per agency.**
- ii. **Application Requirements.** To be considered, all applicants must have the following criteria met:
 1. Authorization/Signature of the Agency's Executive Director,
 2. Seniority with the agency to be able to vote and effectively speak on behalf of the participating agency,
 3. A working and high-level strategic knowledge of HMIS and the role it plays with respect to the agency's operations.

b. Membership Registration:

Potential members must fill out and return an **application** to the Executive Director of SARAH. The Executive Director will bring a list of the applicants to the Membership Council to recommend a slate of candidates for CoC Board Approval. Active Members are required to keep the SARAH staff informed of the physical and e-mail address at which they will receive notices. More than one individual associated with an Active Agency may attend, and participate at all meetings, however only those listed as representatives can vote.

5. Meetings

- a. Meetings will be held at least quarterly. SARAH will publish the meeting agendas to committee members no later than one (1) business day prior to the meeting.
 - b. **Special Meetings:** *Special meetings* may be called by the Committee Chair, Board President, or SARAH Executive Director at any time that he or she deems that a vote of the Advisory Committee is required, by providing members with at least one (1) days' notice prior to such meeting by written notice delivered personally, or sent by mail, email, facsimile, or other appropriate electronic means to the address provided by each.
 - c. **Informal Meetings:** The Committee Chair, Board of Directors President, or SARAH Executive Director may from time to time call informal, nonvoting, non-required meetings for distributing information, or for specific training opportunities.
6. Voting
- a. Each Agency who has met the requirements set out for Active Membership shall have one (1) vote through their specified delegates. In all items that require action, unless otherwise provided for in these Bylaws, a majority of the votes cast shall control. It is the intent that each member Agency has one vote, regardless of the number of participants from that Agency.
7. Officers
- a. Chair (voting)
 - b. Co-Chair (voting)
 - c. HMIS Lead (non-voting)
 - d. Collaborative Applicant Lead (non-voting)
8. Term Limits:
- a. Chair: The Chair, a member from the CoC Board, may not serve for more than two consecutive 1 year terms before taking a minimum 1 term break before rejoining the committee. Only under a special vote by the CoC Board can this be over-ruled for special circumstance such as a lack of Board representation or expertise regarding HMIS Strategies and Operations.
 - b. Voting member: Each chosen agency may not hold their category seat for more than 2 consecutive 1 year terms before taking a minimum 1 year break before rejoining the committee. This does not preclude the agency from applying and filling an alternative category during the break or for a new set of 2 years.
9. Resignation or Removal
- a. **Removal for Absence:**
 - i. Any voting member who misses more than two (2) consecutive Meetings during the year, and without providing a proxy, shall be automatically removed from their elected Committee position. An absence may be excused if related to illness and submitted to the Committee Chair or Collaborative Applicant Lead prior to the meeting.
 - b. **Removal for Cause:**
 - i. Any committee elected Member may submit a request to the Chair or SARAH Executive Director for consideration of the removal of a Member for cause. **Removal for cause requires a 2/3's vote of the Active Members of the Committee.** Cause includes, but is not limited to: Fraud, Personal Conduct, Conflict of Interest, Failure to Perform Duties

Appendix B: Coordinated Entry Advisory Committee Bylaws

1. Purpose

- a. The purpose of the Coordinated Entry Advisory Committee is to offer a forum for program stakeholders to communicate their opinions, share their expertise and collaboratively manage the strategic direction, implementation, and administration of the Coordinated Entry system; to include, at minimum, an annual evaluation of the Coordinated Entry process. Furthermore, this body will serve as the initial point of communication for all policy and evaluation updates for the Coordinated Entry Lead to the CoC Board, second only to regular strategic and operational meetings held by the Coordinated Entry Lead; operational updates will be reported to the CoC Board by the Coordinated Entry Lead.

2. Activities

- a. Review and approve community wide, universal definitions used for the Coordinated Entry referral system; Coordinated Entry Lead will reflect in local CoC policies and procedures
- b. Inform the creation and implementation of a community wide by-name list of people experiencing and at-risk of homelessness; to be reviewed quarterly upon implementation
- c. Provide oversight to the implementation and subsequent monitoring of new HUD mandated Coordinated Entry requirements
- d. Review and approve standard operating procedures, to include signed Memorandum of Understanding, for the Coordinated Entry hub locations
- e. Adopt policies and procedures that set baseline requirements for compliance with HUD Data Standards for the management and operation of Coordinated Entry, including but not limited to, Access, Assessment, Prioritization, Referral
- f. Provide on-going constructive feedback regarding the priorities agreed upon and approved by Coordinated Entry Committee
- g. Responsible for taking recommendations straight to the CoC board
- h. Meeting will be open for public comment on a quarterly basis

3. **Representation:** Any Agency, composed of one or more employees from such, which commits resources or whose activities encompass the spectrum of services housed within Coordinated Entry may be considered for ACTIVE MEMBERSHIP. Each Agency must apply for membership to the SARAH Executive Director. The CoC Board will approve the final slate of COORDIANATED ENTRY Advisory Committee members. Each approved agency will have one vote on the COORDIANATED ENTRY Advisory Committee. The agency must identify in the application as being part of one of the following categories to be considered for active membership and to vote.

Standing Seats: Apply through SARAH, approved by CoC Board (12 max)

- Continuum of Care funded Agency: 8 Seats
- Emergency Solutions Grants: 1 Seat
- Haven for Hope: 1 Seat

- SARAH Board Member: 1 Seat
- Consumer: 1 Seat

Elected Seats: Additional Community Representatives, Approved by CoC Board (5 max)

City of San Antonio, Bexar County, Veteran's Affairs, Public Housing Authority, Healthcare, Jail, Foster Care

Non-Voting Seats: Coordinated Entry Lead Agency

Addition of Voting Seats can be considered for those that accept 100% of referrals through Coordinated Entry; those operating a hub for a minimum of 10 hours per week

4. Composition

a. Requirements

- i. **Active Members are required to attend all meetings.** To be considered participating, a member agency must attend at least 75% of Meetings in one year. Each agency must designate one person to represent and vote on behalf of their agency. Each agency may, with advance notice provided to the Chair, provide an alternate person to vote as proxy for the member in the event the original member cannot be present. The alternate must have the ability to speak on behalf of the organization and be of equal seniority within the agency. **Each Active Member has one (1) vote per agency.**
- ii. **Application Requirements.** To be considered, all applicants must have the following criteria met:
 1. Authorization/Signature of the Agency's Executive Director,
 2. Seniority with the agency to be able to vote and effectively speak on behalf of the participating agency,
 3. A working and high-level strategic knowledge of COORDIANATED ENTRY and the role it plays with respect to the agency's operations.

b. Membership Registration:

Potential members must fill out and return an **application** to the Executive Director of SARAH. The Executive Director will bring of list of the applicants to the Membership Council to recommend a slate of candidates for CoC Board Approval. Active Members are required to keep the SARAH staff informed of the physical and e-mail address at which they will receive notices. More than one individual associated with an Active Agency may attend, and participate at all meetings, however only those listed as representatives can vote.

5. Meetings

- a. Meetings will be held at least monthly. SARAH will publish the meeting agendas to committee members no later than one (1) business day prior to the meeting.

- b. **Special Meetings:** *Special meetings* may be called by the Committee Chair, Board President, or SARAH Executive Director at any time that he or she deems that a vote of the Advisory Committee is required, by providing members with at least one (1) days' notice prior to such meeting by written notice delivered personally, or sent by mail, email, facsimile, or other appropriate electronic means to the address provided by each.
 - c. **Informal Meetings:** The Committee Chair, Board of Directors President, or SARAH Executive Director may from time to time call informal, nonvoting, non-required meetings for distributing information, or for specific training opportunities.
6. Voting
 - a. Each Agency who has met the requirements set out for Active Membership shall have one (1) vote through their specified delegates. In all items that require action, unless otherwise provided for in these Bylaws, a majority of the votes cast shall control. It is the intent that each member Agency has one vote, regardless of the number of participants from that Agency.
7. Officers
 - a. Chair (voting)
 - b. Co-Chair (voting)
 - c. Coordinated Entry Lead (non-voting)
 - d. Collaborative Applicant Lead (non-voting)
8. Term Limits:
 - a. Chair: The Chair, a member from the CoC Board, may not serve for more than two consecutive 1 year terms before taking a minimum 1 term break before rejoining the committee. Only under a special vote by the CoC Board can this be over-ruled for special circumstance such as a lack of Board representation or expertise regarding COORDIANATED ENTRY Strategies and Operations.
 - b. Voting member: Each chosen agency may not hold their category seat for more than 2 consecutive 1 year terms before taking a minimum 1 year break before rejoining the committee. This does not preclude the agency from applying and filling an alternative category during the break or for a new set of 2 years.
9. Resignation or Removal
 - a. **Removal for Absence:**
 - i. Any voting member who misses more than two (2) consecutive Meetings during the year, and without providing a proxy, shall be automatically removed from their elected Committee position. An absence may be excused if related to illness and submitted to the Committee Chair or Collaborative Applicant Lead prior to the meeting.
 - b. **Removal for Cause:**
 - i. Any committee elected Member may submit a request to the Chair or SARAH Executive Director for consideration of the removal of a Member for cause. **Removal for cause requires a 2/3's vote of the Active Members of the Committee.** Cause includes, but is not limited to: Fraud, Personal Conduct, Conflict of Interest, Failure to Perform Duties

1. Purpose

a. The purpose of the Point in Time (PIT) Count Committee is to gather all relevant stakeholders in the community related to the annual PIT Count event to designate seats, roles, and tasks to ensure an accurate and successful PIT Count.

2. Activities

a. The PIT Count Committee collaboratively plans and executes the PIT Count.

3. Representation: Each individual must apply for membership to the SARAH Executive Director. Candidates will be brought to the Membership Council to recommend representatives for each seat. The CoC Board will approve the final slate of PIT Count Committee members. Each approved individual will have one vote on the committee. The individual must identify in the application as being part of one or more of the following categories to be considered for active membership and to vote.

a. Standing Seats

i. CoC Board Chair (1)

ii. Youth Count (2)

1. Coordination (1)

— 2. Youth Action Board (1)

— iii. Encampment Count (1)

— iv. Downtown Count (1)

— v. Courtyard Count (1)

— vi. City of San Antonio Coordination (1)

— vii. Bexar County Coordination (1)

— viii. San Antonio Police Department (1)

— ix. Bexar County Sheriff's Office (1)

x. Consumer Experience (3)

1. Connecting to Resources (1)

— 2. Incentive to Participate (1)

— 3. Health & Wellness Care (1)

b. SARAH and HMIS Staff Support Roles

i. Operations

ii. Event Planning

iii. Data Collection & Analysis

iv. Training

— v. Team Lead Cultivation

— vi. Media

- vii. Shelter Count
- viii. Donations
- ix. Map Coordination

4. Composition

a. Requirements

i. Due to the time-sensitive nature of the PIT Count Committee, members are encouraged to attend all meetings or send a proxy in their place.

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— b. **Membership Registration** i. Potential members must fill out and return an application to the Executive Director of SARAH. The Executive Director will bring of list of the applicants to the Membership Council to recommend a slate of candidates for CoC Board Approval. Active Members are required to keep the SARAH staff informed of the physical and e-mail address at which they will receive notices. More than one individual associated with an Active Agency may attend, and participate at all meetings, however only those listed as representatives can vote.

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5. Meetings a. Meetings will generally occur September through February as the PIT Count is a seasonal event. The committee will meet monthly with a few special meetings if deemed necessary.

b. **Special Meetings:** Special meetings may be called by the Committee Chair, Board President, or SARAH Executive Director at any time that he or she deems that a vote of the Committee is required, by providing members with at least one (1) days' notice prior to such meeting by written notice delivered personally, or sent by mail, email, facsimile, or other appropriate electronic means to the address provided by each.

c. **Informal Meetings:** The Committee Chair, Board of Directors President, or SARAH Executive Director may from time to time call informal, nonvoting, non-required meetings for distributing information, or for specific training opportunities.

6. Voting a. Each Agency who has met the requirements set out for Active Membership shall have one (1) vote through their specified delegates. In all items that require action, unless otherwise provided for in these Bylaws, a majority of the votes cast shall control. It is the intent that each member Agency has one vote, regardless of the number of participants from that Agency.

7. Officers

a. Chair (voting)

8. Term Limits a. The terms will be designated each separate PIT Count.

9. Resignation or Removal a. Removal for Absence: i. Any voting member who misses more than two (2) consecutive Meetings during the year, and without providing a proxy, shall be automatically removed from their elected Committee position. An absence may be excused if related to illness and submitted to the Committee Chair or SARAH prior to the meeting.

b. Removal for Cause: i. Any committee elected Member may submit a request to the Chair or SARAH Executive Director for consideration of the removal of a Member for cause. **Removal for cause requires a 2/3's vote of the Active Members of the Committee.** Cause includes, but is not limited to: Fraud, Personal Conduct, Conflict of Interest, Failure to Perform Duties.