

TX-500 San Antonio and Bexar County Continuum of Care Policies and Procedures

SARAH NONPROFIT AND CoC GOVERNANCE BYLAWS
SOUTH ALAMO REGIONAL ALLIANCE FOR THE HOMELESS



South Alamo Regional Alliance for the Homeless

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Versions of this document:

<p>October 28, 2021</p>	<p>Added Youth Homelessness Demonstration Program Steering Committee Bylaws</p>
<p>August 26, 2021</p>	<p>Updated Section 5.11 Action Without a Meeting to specify process; Updated Section 7.03 to align bylaws with Street Outreach Written Standards.</p>
<p>June 24, 2021</p>	<p>Added page numbers and table of contents; Aligned voting process throughout; Updated membership application processes throughout; Special Meeting process simplified throughout; Moved Collaborative Applicant and HMIS Lead section to earlier in the document; Condensed HMIS Lead section; Clarified Section 5.01; Clarified Youth Action Board seat in Section 5.02; Added accountability measure to Section 5.03; Board proxy process explained in more detail; Edited Section 5.11 to simplify electronic voting process; Clarified Board of Directors nomination process in Section 5.08; Incorporated Committee bylaws into Article 7 as opposed to attachments; Added Committee description in Article 7; Committee Sections 7.04 – 7.09 consolidated from separate bylaws; Section 8.02 clarifies qualifications for Membership Council; Updated Membership Council requirements for Active status in Section 8.03; Updated number of voting representatives in Membership Council in Section 8.04; Renamed Membership Council Service Director At-Large to Vice Chair and dissolved Vice Chair position in Article 8; Updated Workgroup information in Section 8.11</p>
<p>June 25, 2020</p>	<p>Total CoC Board of Directors increased to 18</p>

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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 help place everyone in a home through funding, education, empowerment, and accountability throughout San Antonio and Bexar County. 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 rates of homelessness
- 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 benefit any private person, individual, 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: Collaborative Applicant and HMIS Lead

Section 4.01: Collaborative Applicant

The Continuum of Care designates an agency to serve as the Collaborative Applicant. The current designated Collaborative Applicant for the TX-500 region is the South Alamo Regional Alliance for the Homeless (“SARAH”).

Section 4.02: Homeless Management Information System (HMIS) Lead

The Continuum of Care 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

The Continuum of Care has designated Haven for Hope as the HMIS Lead for the TX-500 region.

CaseWorthy is the current designated vendor for the single Homeless Management Information System for the TX-500 geographic area.

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 (can be found on HMIS website).

Article 5: CoC Board of Directors

Section 5.01: 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:

- Work with the Executive Director to develop advocacy foci and strategies;
- Consider and approve CoC Committee bylaws;
- Provide direction and oversight through the development and periodic review and refinement of strategies, goals, bylaws, and objectives;
- Consider and approve actions regarding CoC strategies, funding allocations, funding awards, grant management, and grant performance;
- Serve as fiduciary agents of the organization and provide budget approval and audit reviews;
- Support fundraising efforts by helping identify funders and promoting SARAH's work;
- Serve on Committees or Workgroups as requested by the Board President;
- Hire and evaluate the SARAH Executive Director;
- Ensure uniform application of bylaws and adopted guidelines to all members of the Board;
- Consider and approve actions regarding CoC strategies, funding allocations, funding awards, grant management, and grant performance;
- Comply with conflict of interest requirements Ensure high performance of the Collaborative Applicant and the HMIS Lead Agency through regular monitoring; and
- Perform the above responsibilities with the highest level of integrity and caliber.

Section 5.02: 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
- Youth Action Board President

Elected Members

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

- Membership Council Chair
- Membership Council Vice Chair

One (1) Director is elected by the Youth Action Board (YAB)

Designated 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
- Victim Service Providers
- Faith-Based Organization
- Serving Homeless Veterans
- Public Housing Agency

- Mental Health
- Affordable Housing Developer
- Universities
- Community Advocate

Section 5.03: 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 at 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. Failure to do so will result in no formal representation for that entity until an individual is confirmed.

Section 5.04: 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 via written communication
- The SARAH Executive Director will share the interest of each candidate with the CoC Board Executive Committee.

Procedures for Elections

- The SARAH Executive Director will provide the CoC Board Executive Committee with a list of eligible candidates.
- The CoC Board Executive Committee will nominate a candidate (or candidates) for election by 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 5.05: 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 for the remainder of the year.
- If the Director is to be absent, a proxy must be designated in writing 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 majority vote of the CoC Board of Directors. Cause includes, but is not limited to:

- Fraud
- Conflict of Interest (refer to Attachment A for Conflict of Interest policy)
- Personal Conduct (refer to Attachment B for Code of Conduct policy)
- Failure to Perform Duties

Section 5.06: 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 meetings each calendar year. Meetings may be conducted virtually, if necessary.

Section 5.07: 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 e-mail. Notice will be deemed 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 5.08: 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 within 30 days of the start of their term. A Board member must notify SARAH staff in writing when a proxy will be sent in a member's absence 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 all Board members.

If a quorum is not present at any meeting, the CoC Board of Directors may not consider any voting items.

A quorum consists of a total of 9 voting members. In the event that there are vacancies on the board, quorum will adjust accordingly.

Section 5.09: 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 5.10: 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 5.11: 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 members of the CoC Executive Committee individually consent in writing to such an action. Actions without a meeting will follow the same manner of acting described in Section 5.09. 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 5.12: 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 majority of the number of directors of the Corporation.

Section 5.13: 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 6: 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. 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 6.01: 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 6.02: 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 6.03: 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 SARAH's records. The Secretary is responsible for assisting with drafting and reviewing meeting minutes and signing the updated bylaws. The Secretary may sign with the SARAH Executive Director, the CoC Board President or with the Treasurer any contracts, deeds, mortgages, bonds, or other instruments.

Section 6.04: Treasurer

The Treasurer is the fourth officer in seniority. The Treasurer is the principal accounting and financial officer of SARAH. The Treasurer shall be responsible for the maintenance and accurate accounting of the books of SARAH and will have responsibility of funds and securities 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.

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.

Section 6.05: Tenure

Officers shall serve no more than two (2) consecutive two-year (2) terms in the same role. Following such service, Officers may serve in another capacity on the CoC Board of Directors.

Section 6.06: Elections

Elections for Officers of the Board will follow the same procedures for nomination and election as established in Section 5.04.

Section 6.07: Removal

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

Section 6.08: Disbursements, Contracts, and Tax Documents

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 bi-monthly Board meeting in the financial report.

The SARAH Executive Director is authorized to sign tax documents.

Article 7: Committees

Committees are created by the CoC Board of Directors to ensure essential functions of the CoC are community-driven. Committees are formal governing bodies and make policy recommendations to the CoC Board of Directors. Committees consist of CoC Board-appointed community members and are co-chaired by two (2) members of the CoC Board of Directors.

Section 7.01: Homeless Management Information System (HMIS) Advisory Committee

Purpose

- The purpose of the Homeless Management Information System (HMIS) Advisory 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.

Activities

- Recommend the HMIS Lead Agency to the CoC Board for Approval,
- Provide recommendation for selection of HMIS Vendor to CoC Board for Approval,
- Provide monitoring and oversight of HMIS Lead and HMIS Vendor,
- Review and approve all proposed HMIS Policies and Procedures prior to CoC Full Board Approval,
- Create a venue for regular status updates from HMIS Lead to CoC Board,
- 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,
- Collaborate and support HMIS activities,
- Create a venue for the communication of community needs and the setting of HMIS priorities,
- Provide on-going constructive feedback regarding the Tiered Priorities as they relate to all agreed upon and approved HMIS Strategies,
- Responsible for taking recommendations to the board.

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 membership. 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
- Youth Homelessness Demonstration Program 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

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

Section 7.02: Point-in-Time Count Committee

Purpose

- As the Continuum of Care (CoC) Lead Agency, SARAH is required by HUD to conduct an annual PIT Count and report on the number of persons experiencing homelessness in the TX-500 San Antonio/Bexar County geographic area. The purpose of the Point-in-Time (PIT) Count Committee is to recommend an annual PIT Count methodology to the CoC Board of Directors.
- The committee's goals are to ensure the events related to the PIT Count are trauma-informed, dignified and that data is gathered accurately. Seats on the committee aim to equitably represent stakeholders related to the homeless response system in the CoC.

Activities

- Recommend the annual methodology to the CoC Board for approval,
- Provide input and expertise on survey questions with a focus on trauma-informed care and accurate data collection,
- Create avenue for the communication of community needs and the setting of CoC priorities,
- Increase community-wide understanding of homelessness by utilizing expertise to inform methodology, volunteer trainings, and community reporting,
- Recommend venue for unsheltered PIT Count to the CoC Board for approval,
- Recommend items and resources for supply kits to the CoC Board for approval,
- Assist SARAH with volunteer trainings, as applicable,
- Serve as a team lead or volunteer, as applicable,
- Create and serve on PIT Count Subcommittees, as applicable.

Representation

Standing Seats

- CoC Funded Agency Seat – Must be affiliated with a CoC-funded agency.
- Youth and Young Adult Seat – Must be affiliated with an agency that provides homeless services to youth and young adults or be an active Youth Action Board member/advisor.
- Street Outreach Seat – Must be affiliated with an agency with experience in homeless outreach programs, particularly regarding homeless encampments.
- Centro Representative – Must be employed by Centro San Antonio with knowledge and expertise in Centro’s operations with the Public Improvement District to help inform planning efforts.
- Haven for Hope Representative – Must be employed by Haven for Hope with knowledge and expertise of Haven’s Courtyard and street outreach operations.
- City of San Antonio Representative – Must be employed by the City of San Antonio with knowledge and expertise in the Department of Human Services as it relates to homeless encampment abatements, media relations, and San Antonio City Council homelessness priorities.
- Bexar County Representative – Must be employed by Bexar County with knowledge and expertise in consolidated plan jurisdiction planning and Bexar County Commissioner homelessness priorities.
- San Antonio Police Department (SAPD) Representative – Must be employed by SAPD with knowledge and expertise in GIS mapping, safety techniques, and known locations and have the decision-making authority to assign officers to PIT Count teams.
- Bexar County Sheriff’s Office (BCSO) Representative – Must be employed by BCSO with knowledge and expertise in safety techniques and known locations and have the decision-making authority to assign officers to PIT Count teams.
- Health and Wellness Care Seat – Must be a health professional with knowledge and expertise in physical and/or mental health.
- Community Seat #1 – Open to community members.
- Community Seat #2 – Open to community members.
- Community Seat #3 – Open to community members.

Non-Voting Seats

- Collaborative Applicant
- HMIS Lead Representative

Section 7.03: Coordinated Entry and Outreach Advisory Committee

Purpose

The purpose of the Coordinated Entry and Outreach Advisory Committee is to collaborate with program stakeholders to identify and discuss community efforts that will improve service and housing connection for people at-risk of and experiencing homelessness. Furthermore, this body will serve as the initial point of communication for policy and evaluation updates from the Coordinated Entry Lead, SARA, to the CoC Board of Directors.

Activities

- Review and approve community wide, universal definitions used for the Coordinated Entry referral system, which will be reflected in local CoC policies and procedures.
- Ensure local street outreach efforts are coordinated and ensure access for all people experiencing unsheltered homelessness.
- Revise local Street Outreach Protocols and Coordinated Entry policies as needed to improve system performance.
- Provide oversight to the implementation and subsequent monitoring of HUD-mandated Coordinated Entry requirements.
- Review and approve standard operating procedures at Coordinated Entry Access Points.
- 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.
- Provide ongoing constructive feedback regarding the community priorities agreed upon to make system improvements.
- Make community and operational updates and recommendations to the CoC Board of Directors.
- Allow for public comment at meetings on a quarterly basis.

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.

Appointed Seats

- Case Conferencing Chair
- Case Conferencing Co-Chair

Elected Seats

- Permanent Supportive Housing (PSH)
- Transitional Housing (TH)
- Rapid Rehousing (RRH)
- Homeless Prevention (HP)
- Emergency Shelter (ES)
- Street Outreach (SO) or Day Center
- Youth Homelessness Demonstration Program (YHDP) Steering Committee Liaison
- Consumer Seat
- Haven for Hope
- Homeless Access Hub
- Community Partner (2) – VA, Public Housing Authority (PHA), Healthcare, Criminal Justice, etc.

Non-Voting Seats

- Coordinated Entry Lead Agency (SARAH)
- HMIS Lead Agency

Section 7.04: Committee Composition

Requirements

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.

To be considered, all applicants must have the following criteria met:

- Authorization/Signature of the Agency's Executive Director,
- Seniority with the agency to be able to vote and effectively speak on behalf of the participating agency,
- A working and high-level strategic knowledge of HMIS and the role it plays with respect to the agency's operations.

Membership Registration

Potential members must fill out and return an application SARAH via Google Forms. The CoC Board will approve the final slate of members. 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 who hold an active committee seat and those officially designated as a proxy can vote.

Section 7.05: Committee Meetings

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

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 by email, or other appropriate electronic means to the address provided by each.

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.

Section 7.06: Committee Voting

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.

Section 7.07: Committee Officers

Chair (voting)

The committee Chair is responsible for overseeing the meetings, leading monthly agenda development, and ensuring, along with SARAH staff, that the process is community-led and inclusive. The Chair will report committee business to the CoC Board of Directors.

Co-chair (voting)

The committee Co-Chair is responsible for supporting the Chair and leading in their absence.

Section 7.08: Committee Term Limits

Chair/Co-Chair

The Chair, a member from the CoC Board, may not serve for more than two (2) consecutive one year terms before taking a minimum one 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.

Voting Member

Each chosen agency may not hold their category seat for more than two (2) consecutive one (1) year terms before taking a minimum one (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.

Section 7.09: Committee Resignation or Removal

Removal for Absence

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.

Removal for Cause

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 (as outlined in SARAH Code of Conduct Policy), Conflict of Interest (as outlined in SARAH Conflict of Interest Policy), and/or Failure to Perform Duties

Article 8: Youth Homelessness Demonstration Program Steering Committee

Purpose:

The purpose of the YHDP Steering Committee is to support system-level evaluation of YHDP. This group also provides quantitative and qualitative input for the YHDP implementation process with the purpose of informing continuous quality improvement (CQI).

Activities:

- Ensure that youth voice and lived experience are represented in all parts of YHDP decision-making
- Provide feedback on new processes and proposals in YHDP (i.e. lived experience feedback mechanism; process by which changes are made to the Coordinated Community Plan)
- Problem-solve barriers in YHDP and propose solutions
- Elevate issues or barriers with YHDP
- Monitor/track YHDP progress over time
- Develop priorities for YHDP

Leadership

The YHDP Steering Committee is led by three co-chairs who share equal authority and responsibility for meeting facilitation, developing agendas with SARAH staff, and monitoring progress. The YAB will serve as one of the co-chairs.

Co-Chair (YAB)

The YAB will appoint a YAB member to serve as one of the Co-Chairs of the YHDP Steering Committee. This representative is responsible for taking voting items and updates to the YAB.

Co-Chair (YHDP Partner)

The Active Membership of the YHDP Steering Committee will elect, through simple majority, the YHDP Co-Chair.

Co-Chair (Board of Directors)

The CoC Board of Directors will appoint a Board Member to serve as one of the Co-Chairs of the YHDP Steering Committee. This representative is responsible for taking voting items and updates to the CoC Board of Directors.

Terms:

Co-Chairs serve for one-year terms.

The YAB Co-Chair requires a re-appointment from the YAB no sooner than 10 months of the original appointment date and no later than 13 months.

The YHDP Partner Co-Chair must be re-elected through a simple majority of Active Members no sooner than 10 months of the original election date and no later than 13 months.

The CoC Board Member Co-Chair requires a re-appointment from the CoC Board of Directors no sooner than 10 months of the original appointment date and no later than 13 months.

Coordinated Entry and Outreach Advisory Committee Representation

The Co-Chairs will appoint one member of the YHDP Steering Committee to serve on the Coordinated Entry and Outreach Advisory Committee as the YHDP Steering Committee representative. This representative will ensure that the YHDP is represented in decisions concerning Coordinated Entry and help build a more youth-inclusive homeless response system.

The Co-Chairs must re-appoint the Coordinated Entry and Outreach Advisory Committee Representative annually. Interested parties should communicate their interest to the Co-Chairs. There are no term limits for this role. However, this representative is subject to the CE and Outreach Advisory Committee bylaws.

Membership/Decision-Making

Members will include local thought leaders in evaluation, data, grant monitoring, at least one YYA with lived expertise, YHDP partners, members of the YAB, and other community members invested in continuous quality improvement and system-level problem solving for YHDP.

Active Membership

Regular meeting attendance and commitment to continuous quality improvement for YHDP constitutes Active Membership and confers the ability to vote on matters.

Inactive Membership

Missing two YHDP Steering Committee meetings in a row will result in an Inactive Membership. Inactive Members may still attend meetings but cannot vote. Upon missing two subsequent meetings, SARA staff will inform individual of membership status and process of reinstating Active Membership. Active Membership may be reinstated following a conversation with SARA staff about commitment and plans to maintain regular attendance moving forward.

Article 9: CoC Membership Council and Workgroups

Section 9.01: General Powers

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

- Strategic planning for the CoC
- Establishing workgroups and taskforces 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

SARA 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 9.02: Qualifications for Membership

Active 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 and Bexar County homeless population may be considered for Active Membership and have a voting seat on the Membership. 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:

- HUD-funded Agencies
 - Continuum of Care (CoC) (required)
 - Emergency Solutions Grant (ESG) (required)
 - Youth Homelessness Demonstration Program (YHDP) (required)
 - Runaway Homeless Youth (RHY)
 - Projects for Assistance in Transition from Homelessness (PATH)
 - Supportive Services for Veteran Families (SSVF)
 - Other as applies
- Health Care Services
 - Agencies that provide medical and health care services.
- 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 buildings or who are couch surfing or living in other unstable conditions.
- Domestic Violence Agencies / Victim Service Providers
 - Agencies that primarily serve individuals impacted by domestic violence.
- Legal Assistance
 - Agencies who represent clients or give legal advice 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.
- Older Adults
 - Agencies who work with older adults who are primarily over the age of 55.
- Affordable Housing
 - Agencies who work to provide safe, affordable housing with supportive services for people formerly experiencing or at-risk of homelessness.
- 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.

Associate Membership

Any agency, individual, business, organization, or group that wishes to contribute to the dialogue and activities of SARA, but who is unable to meet the membership requirements of Active Membership, may register or be designated as an Associate Member. The following are eligible for associate membership:

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

Section 9.03: Active Membership Requirements

To maintain Active status, an agency cannot miss more than two (2) consecutive meetings.* After 2 consecutive absences, the agency will be transitioned to Associate status and will no longer have a vote. If an agency requests reinstatement of their Active status, the agency will be required to meet with SARA staff and develop a plan to fulfill attendance requirements moving forward. If it has been over a year since the agency's Active status was removed, they will be required to submit a new application.

Active Members are encouraged to maintain membership in at least one workgroup and participate in CoC activities (e.g. Point-in-Time Count).

*CoC and YHDP-funded agencies must refer to their contracts for Membership Council requirements

Section 9.04: Active Membership Voting

Each agency must designate one (1) member of their agency that will represent that agency's vote during Membership Council meetings. Each voting member may designate a proxy in their application for Active Membership.

In all elections, unless otherwise provided for in these Bylaws, a majority of the votes cast shall control.

Section 9.05: Applying for Membership

Potential members must fill out and return an application to SARA via Google Forms. The CoC Board of Directors will either approve an agency for Active Membership, offer an agency an Associate Membership, or deny the application. Active Members are required to keep the SARA 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 via a CoC Membership Council Renewal Application on Google Forms.

Section 9.06: CoC Membership Council Meetings

Membership Council meetings will be held at least once quarterly. SARA will annually post the meeting calendar on the SARA website.

Special Meetings

Special meetings may be called by the Membership Council Chair, CoC Board of Directors President, or SARA Executive Director at any time that they 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 by email, or other appropriate electronic means to the address provided by each.

Informal Meetings

The Membership Council Chair, CoC Board of Directors President, or SARA Executive Director call informal, nonvoting, non-required meetings for distributing information, or for specific training opportunities.

Section 9.07: CoC Membership Council Chair

The Membership Council will elect a Chair from the Active Membership who will provide leadership and guidance to the council and serve a non-voting position on the CoC Board of Directors and cannot participate in the discussion of project ranking in the Continuum of Care funding process. The Chair must be employed at an Active Membership agency.

The Chair is responsible for directing the meetings, presenting agenda items, monitoring workgroup performance, establishing and determining goals and priorities of the workgroups, and assigning duties for workgroup members.

The Chair must be employed at a CoC or YHDP-funded agency if the Vice Chair is not. The Chair and Vice Chair may not be employed at the same agency.

Section 9.08: CoC Membership Council Vice Chair

The Membership Council Vice Chair presides over Membership Council if the Chair is unable to act and serves a non-voting position on the CoC Board of Directors and cannot participate in the discussion of project ranking in the Continuum of Care funding process. The Vice Chair must be employed at an Active Membership agency.

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.

The Vice Chair must be employed at a CoC or YHDP-funded agency if the Chair is not. The Chair and Vice Chair may not be employed at the same agency.

Section 9.09: CoC Membership Council Officer Terms

The Chair and Vice Chair will serve a two (2) year term with no officer serving more than three (3) consecutive two (2) year terms.

Section 9.10: 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 9.11: CoC Workgroups

Workgroups are open to the community. Workgroups are created by a vote of the Membership Council and are chaired by Chair and Co-Chair positions. The Membership Council may, by resolution, create any standing or temporary workgroups the Council deems necessary to fulfill the purpose of SARAH. .

Workgroups may meet as often as necessary to fulfill their designated purpose. The Membership Council Officers may require a workgroup to meet more frequently. Workgroups are required to report on their projects to the Membership Council.

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 workgroup will, to the extent possible, act through consensus. Failing consensus, the vote of a majority of the workgroup members present, assuming a quorum, shall constitute the act of the workgroup.

Chair & Co-Chair

An Active or Associate Member of the Membership Council may apply through SARAH to chair or co-chair a workgroup. The Chair and Co-Chair are elected by Membership Council as community members and thus their term is not dependent on the position held at their respective agency although they must continue to be employed at an Active Member Agency. The chairpersons will serve a one (1) year term to be voted on annually by Membership Council.

The chairpersons shall be responsible for encouraging representation within their respective workgroup, scheduling and facilitating meetings, drafting meeting agendas, writing meeting minutes, and reporting at least bi-monthly to the Membership Council. SARAH will assign lead staff to support any workgroups created by the Membership Council. A chairperson may resign by submitting a letter to the Membership Council Chair.

Article 10: Amendments and Revisions

Section 10.01: Power to Amend Bylaws

The Bylaws of SARAHA 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 SARAHA staff and made available upon request.

Section 10.02: 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 11: Duties of the CoC Board of Directors

Section 11.01: 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 SARAHA) 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 SARAHA or the SARAHA staff whom the Director believes to be reliable and competent in the matters presented;
- Counsel, independent accountants, or other persons retained by SARAHA, 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 SARAHA, or assets held by it, are dedicated.

Section 11.02: 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 11.03: 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 11.04: 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, 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 11.05: 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 11.05.

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 12: Records and Reports

Section 12.01: 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 12.02: 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 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 12:03: 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 13: Fiscal Year

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

Article 14: 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