

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>December 15, 2022</p>	<p>Added details regarding nonprofit status, CoC Program, and Collaborative Applicant; Removed information regarding HMIS Governance Charter; Reduced severity for absences throughout; Removed “Designated” Board of Director seats; Expanded agency categories; Updated tenure for Appointed Board seats to reduce administrative burden; Added CoC Advisory Boards section; Updated Committees (removed PIT Count Committee; renamed Coordinated Entry and Outreach Committee to Homeless Response System Oversight Committee; renamed HMIS Advisory Committee to HMIS and Data Advisory Committee; renamed YHDP Steering Committee to Youth Homelessness Steering Committee; added Homeless Strategic Plan Oversight Committee; added language regarding subcommittees, ad hoc groups, and case conferencing); Updated Membership Council section (removed workgroup language; updated purpose; removed Associate status); Moved miscellaneous sections to Article 8; Added Code of Conduct and Conflict of Interest Policy as attachments.</p>
<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</p>

	<p>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>

CoC Policies and Procedures: SARAH Nonprofit and CoC Governance Bylaws

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Article 1. Name

1.01. Name

The name of this corporation is the South Alamo Regional Alliance for the Homeless (hereinafter “SARAH”). The name of this Continuum of Care (CoC) is TX-500, which encompasses San Antonio and Bexar County, Texas (hereinafter “CoC”).

Article 2. Purpose and Legal Powers

2.01. Purpose

SARAH is a nonprofit corporation and shall be operated exclusively within the meaning of [Section 501\(c\)\(3\) of the Internal Revenue Code of 1986](#), or the corresponding section of any future Federal tax code. SARAH also serves as the CoC’s Collaborative Applicant. The purpose of SARAH is to coordinate and collaborate strategies, data, resources, and best practices to prevent and end homelessness in San Antonio and Bexar County.

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 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

2.02. Powers

SARAH exists for performing all things incidental to, or appropriate in, achieving its purposes. However, SARAH 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. SARAH 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 SARAH, provided, however, that in no event will SARAH 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 Legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

SARAH is a nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.



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 SARAH will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

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 3. Continuum of Care Requirements

3.01. Continuum of Care (CoC)

The term Continuum of Care (CoC) is used multiple ways:

- CoC means the group organized to carry out the responsibilities required under the CoC Program Interim Rule (24 CFR Part 578) and comprises representatives of organizations, including nonprofit homeless providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, and law enforcement, and organizations that serve homeless and formerly homeless persons to the extent that these groups are represented within the geographic area and are available to participate.
- CoC Program refers to the federal funding source which provides housing and/or service grant dollars. For more details on the TX-500 CoC Program policies, refer to the CoC Program Policies and Procedures document.
- CoC Project refers to a distinct unit of an organization, which may or may not be funded by HUD or a federal partner, that provides services and/or lodging for people experiencing homelessness and is identified by the CoC as part of its service system. (Note: a project funded by the HUD's CoC Program may be referred to then as a "CoC Program-funded continuum project".)

As designated by the federal department of Housing and Urban Development (HUD), the TX-500 CoC encompasses the region of San Antonio and Bexar County. The CoC Board of Directors acts on behalf of the CoC as outlined in CFR 578.7(a)(3) and in accordance with these bylaws. The CoC Board of Directors is responsible for designating a Collaborative Applicant and a Homeless Management Information System (HMIS) Lead

3.02 Collaborative Applicant Designation

The designated Collaborative Applicant for the TX-500 region is SARAH.

The CoC Board of Directors is responsible for managing the following responsibilities of the Collaborative Applicant:

- Designing and carrying out a collaborative process for the development of an application to HUD for CoC Program funds; and
- Evaluating the outcomes of projects for which funds are awarded in the geographic area under the CoC and the Emergency Solutions Grant (ESG) programs; and
- Participating in the consolidated plan(s) for the geographic area.

3.03. Homeless Management Information System (HMIS) Lead and Vendor Designation

The designated HMIS Lead for the TX-500 region is Haven for Hope. CaseWorthy is the current designated vendor.

The CoC Board of Directors is responsible for managing the following responsibilities of the HMIS Lead:

- The designation and operation of a single HMIS that serves the designated geographic area; and
- Manage and implement privacy, security, and data quality plans; and
- Ensure consistent participation of service providers in HMIS;
- Ensure that the HMIS is administered in compliance with HUD requirements.

Article 4. CoC Board of Directors

4.01. General Powers and Duties

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. SARAH as the Collaborative Applicant will manage the administration of the CoC Board of Directors.

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.

To contribute to the purpose of SARAH and the CoC, the CoC Board of Directors shall have the following roles and responsibilities:

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

4.02. Board Composition

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



Due to the HUD requirements of a CoC Board of Directors, there are specific seats that are appointed by City and County officials and the Youth Action Board; elected by the general CoC Membership Council; and elected from the community.

Appointed Directors

Five 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

Membership Council Elected Directors

Two Directors are elected by the CoC Membership Council:

- Membership Council Chair
- Membership Council Vice Chair

Community Elected Directors

Eleven Directors are nominated by the CoC Board Executive Committee and elected by the CoC Board of Directors from the following categories:

- McKinney Vento School District Liaison*
- Consumer/Lived Expertise*
- Nonprofit homeless assistance providers
- Corporate or private sector
- Education
- Military
- Housing
- Media
- Legal
- Finance
- Hospitals
- Victim Service Provider (VSP)
- Faith-Based organization
- Veteran-serving agency
- Youth-serving agency
- Disability service organization
- LGBTQ+ service organization
- Public Housing Agency (PHA)
- Mental health organization
- Substance use organization
- Affordable housing developer
- Universities
- Community advocate
- Philanthropy
- Trade service organization
- Social entrepreneur

*Required

4.03. Executive Committee and Officer Positions

The CoC Board Executive Committee is composed of four Officer positions: President, Vice President, Treasurer, and Secretary. In addition to the specific duties for each Officer position

below, the Executive Committee is responsible for overseeing the administration of the CoC Board, finalizing agendas, and developing recommendations for Board vacancies.

President

The President oversees the business and affairs of SARAH while providing strategic direction to accomplish the organization's mission and vision. 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 facilitates CoC Board meetings, leads the Executive Committee, and ensures the Board is compliant with HUD CoC requirements along with these bylaws. 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.

Vice President

The Vice President is the second officer in seniority. 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. The Vice President may sign with the SARAH Executive Director, the CoC Board President or with the Treasurer any contracts, deeds, mortgages, bonds, or other instruments.

Secretary

The Secretary is the third officer in seniority. The Secretary ensures that 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.

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 financial accounts of SARAH and will have responsibility of funds, 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.

4.04. Manner of Acting

A majority of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board. If a quorum is not present at any meeting, the CoC Board of Directors may not consider any voting items. If there are vacancies on the board, quorum will adjust accordingly. The consensus of the Directors at which a quorum is achieved will be the act of the CoC Board of Directors.

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.

4.05. Election and Appointment Process

Elected Directors

The CoC Board Executive Committee shall nominate elected Directors to the CoC Board of Directors, except for Membership Council Directors, who are nominated by the Membership Council. Any eligible individual who wishes to run for an elected Director position shall express interest to the SARAH Executive Director via written communication. The Executive Committee will receive a list of eligible applicants, of which they will choose their nomination(s) to present to the full CoC Board of Directors for vote.

Appointed Directors

Appointed Directors must be confirmed through a letter signed by a representative of the respective agency and delivered to the President and Executive Director.

Officers

When an Officer position becomes vacant, the Board of Directors will receive access to the application for consideration. The Executive Committee will be presented with the list of applicants, of which they will choose their nomination(s) to present to the full CoC Board of Directors for vote.

4.06. Tenure

Each Director of the CoC Board shall hold office for a two-year tenure.

Elected Directors

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

Appointed Directors



There are no term limits for Appointed Directors, however, the named position must confirm the seat at least every two years. At the two-year expiration, the appointer will be notified they have six months to appoint a new representative. If a new representative is not appointed, the current appointee will serve another two-year term. The appointee can only serve three two-year terms for a total of six years. Failure to appoint a new representative after three two-year terms will result in no formal representation for that entity until an individual is confirmed.

Officers

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.

4.07. Meeting Requirements

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 regular meetings each calendar year. Meetings may be conducted virtually, if necessary, and adequate accommodations will be made for persons who cannot attend in-person. Notice of regular meetings will be provided at the start of the calendar year by e-mail.

Special meetings may be called by the President or SARAH Executive Director with the approval of one Officer. If the President or SARAH Executive Director is unavailable, the next senior Officer may call a special meeting, with the approval of one Officer. Notice of any special meeting of the CoC Board of Directors must be provided no later than one day prior to such meeting by e-mail. Notice will be deemed delivered when there is a successful transmission of the notice.

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.

4.08. 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 the CoC Board President approves in writing. Actions without a meeting will follow the same manner of acting described in Section 4.04. 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.

4.09. 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 of the CoC Board of Director's meetings during the calendar year without sending notification of absence shall be considered for removal from the CoC Board of Directors by the Executive Committee. 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 or other such emergency 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 Executive Committee for consideration of the removal of a Director for cause. Removal for cause requires a majority vote of the CoC Board of Directors. Cause includes, but is not limited to: fraud; failure to Perform Duties; conflict of Interest (refer to Attachment A for Conflict of Interest policy); personal conduct (refer to Attachment B for Code of Conduct policy).

Article 5. CoC Advisory Boards

5.01. Purpose

The purpose of a CoC Advisory Board is to ensure people with expertise in homelessness and/or housing insecurity are authentically involved in the policy and decision making of the CoC. In [24 CFR 578.75](#), HUD outlines the requirements of the CoC Program regarding participation of homeless individuals on the board of directors or other equivalent entity. The TX-500 CoC is committed to partnering with those with lived expertise and ensuring their voices are authentically incorporated into policymaking.

5.02. Youth Action Board (YAB)

The San Antonio and Bexar County Youth Action Board (YAB) is comprised of youth and youth adults ages 17-25, of whom the majority must have lived expertise in homelessness or housing insecurity. The YAB is an advisory board that represents youth and youth adults experiencing homelessness in the CoC independent of SARAH's operations. The YAB has a voting seat on the CoC Board of Directors that is appointed from the YAB by the YAB President.

SARAH's role in the YAB is to conduct administrative duties, such as assist in developing agendas, record meeting minutes, locate meeting sites, administer paid stipends, provide technology solutions, promote the YAB, co-organize events, and connect the YAB to professional development opportunities.

5.03. Lived Expertise Advisory Board (LEAB)

The San Antonio and Bexar County Lived Expertise Advisory Board (LEAB) is comprised of adults who have lived expertise in homelessness or housing insecurity, with an emphasis of

those with expertise in unsheltered homelessness. The LEAB is an advisory board that represents adults experiencing homelessness in the CoC independent of SARAH's operations.

SARAH's role in the LEAB is to conduct administrative duties, such as assist in developing agendas, record meeting minutes, locate meeting sites, administer paid stipends, provide technology solutions, promote the LEAB, co-organize events, and connect the LEAB to professional development opportunities.

Article 6. CoC Board Committees

6.01. Purpose

Committees are created by the CoC Board of Directors to ensure essential functions of the CoC are community-led and 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 members of the CoC Board of Directors. Board chairs serve one-year terms with no term limits.

SARAH as the Collaborative Applicant will manage the administration of the CoC Board Committees and will represent with a non-voting seat.

6.02. Homeless Management Information System (HMIS) and Data Advisory Committee

Purpose

The purpose of the HMIS and Data Advisory Committee is to collaboratively manage the strategic direction, implementation, and administration of the HMIS. Furthermore, this committee will oversee the CoC's strategy to collect, analyze, and report data to HUD and to the community. 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. This committee will operate in alignment with the priorities of the CoC Board of Directors and the community's Homeless Strategic Plan.

Activities – HMIS Lead

- Recommend the HMIS Lead Agency to the CoC Board for Approval; and
- Provide recommendation for selection of HMIS Vendor to CoC Board for Approval; and
- Provide monitoring and oversight of HMIS Lead and HMIS Vendor; and
- Review and approve all proposed HMIS Policies and Procedures prior to CoC Full Board Approval; and
- Create a venue for regular status updates from HMIS Lead to CoC Board; and
- 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; and
- Collaborate and support HMIS activities; and
- Create a venue for the communication of community needs and the setting of HMIS

- priorities; and
- Provide on-going constructive feedback regarding the Tiered Priorities as they relate to all agreed upon and approved HMIS Strategies; and
- Responsible for taking recommendations to the Board.

Activities – Data

- Advise CoC on data collection, analysis, and reporting strategy to improve system and agency performance; and
- Discuss data strategy, data policy changes, and funding impacts for data systems and the HMIS Lead; and
- Recommend methodology for the annual Point-in-Time Count; and
- Ensure the events related to the unsheltered Point-in-Time Count are trauma-informed and dignified, and that data is gathered accurately;

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 or who has a vested interest in data collection, analyses, and reporting 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.

Committee Chairs (2 Total) – The following seats are elected from and by the CoC Board of Directors and follow the requirements outlined in 6.07.

- CoC Board Member Chair – 1 Seat
- CoC Board Member Co-Chair – 1 Seat

Standing Seats (5 Total) – The following organizations and entities listed below shall have one voting seat on the committee.

- Homeless Service Provider – 1 Seat
- City of San Antonio – 1 Seat
- Bexar County – 1 Seat
- Veteran’s Affairs (VA) – 1 Seat
- Haven for Hope – 1 Seat

Elected Seats (4 Total) – The following represents examples of potential resources for additional membership. Additional organizations may be considered at the discretion of the CoC Board of Directors.

- Data-focused organizations and coalitions (non-HMIS users)
- Community partners
- Funders

Non-Voting Seats (2 Total) – The following entities will have representation available at each committee meeting to present and respond to inquiries from committee members.

- Collaborative Applicant (SARAH)
- HMIS Lead Agency (Haven for Hope)

6.03. Homeless Response System Advisory Committee

Purpose

The purpose of the Homeless Response System Advisory Committee is to collaborate with homeless program stakeholders to identify and discuss community efforts that will improve service and housing connection for people at-risk of and experiencing homelessness. This committee will operate in alignment with the priorities of the CoC Board of Directors and the community's Homeless Strategic Plan.

Activities

- Implement system-level priorities for improving the homeless response system, including equitable access to housing with no barriers; rapid placement into permanent housing; quick and efficient Coordinated Entry referral process; problem-solving service and resource gaps; coordinating amongst providers and funding sources; system performance.
- Review and approve communitywide, universal definitions used for the homeless response system, including the Coordinated Entry referral system, which will be reflected in local CoC policies and procedures; and
- Ensure client access is coordinated, including local street outreach, to ensure equitable access for all people experiencing unsheltered homelessness; and
- Suggest revisions to local policies and Written Standards, including Coordinated Entry, as needed to improve the homeless response system, including system performance; and
- Provide oversight to the implementation and subsequent monitoring of HUD-mandated program requirements, including Coordinated Entry; and
- 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; and
- Provide ongoing constructive feedback regarding the community priorities agreed upon to make system improvements; and
- Ensure connection between homeless response system and systems where people are exiting into homelessness, including jails/correctional facilities, health care/hospitals, foster care, and education; and
- Make community and operational updates and recommendations to the CoC Board of Directors.

Representation

Any Agency, composed of one or more employees from such, which commits resources or whose activities encompass the spectrum of services housed within the CoC may be considered for active membership.

Committee Chairs (2 Total) – The following seats are elected from and by the CoC Board of Directors and follow the requirements outlined in 6.07.

- CoC Board Chair – 1 Seat
- CoC Board Co-Chair – 1 Seat

Community Seats (15 Total) – The following organizations and entities listed below shall have one voting seat on the committee.

- Community Case Conferencing Chair – 1 Seat
- Veteran Case Conferencing Chair – 1 Seat
- Permanent Supportive Housing (PSH) Provider – 1 Seat
- Transitional Housing (TH) Provider – 1 Seat
- Rapid Rehousing (RRH) Provider – 1 Seat
- Homeless Prevention (HP) Provider – 1 Seat
- Emergency Shelter (ES) Provider – 1 Seat
- Street Outreach (SO) or Day Center Provider – 1 Seat
- Lived Expertise – 1 Seat
- Haven for Hope – 1 Seat
- Homeless Access Hub – 1 Seat
- Community Partner – VA, Public Housing Authority (PHA), Healthcare, Criminal Justice, Victim Services Provider, youth provider, etc. – 4 seats

Non-Voting Seats (2 Total) – The following entities will have representation available at each committee meeting to present and respond to inquiries from committee members.

- Coordinated Entry Lead Agency/Collaborative Applicant (SARAH)
- HMIS Lead Agency (Haven for Hope)

6.04. Youth Homelessness Steering Committee

Purpose

The purpose of the Youth Homelessness Steering Committee is to support system-level evaluation of the youth homelessness response system. This committee will operate in alignment with the priorities of the CoC Board of Directors and the community's Homeless Strategic Plan.

Activities

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

Representation

Committee Chairs (3 Total) – The following seats are elected from and by the CoC Board of Directors and follow the requirements outlined in 6.07.

- Youth Action Board – 1 Seat
- Board of Directors – 1 Seat
- Youth Homelessness Demonstration Program (YHDP) Grantee – 1 Seat

Community Seats (10 Total)

- Youth Homelessness Demonstration Program (YHDP) Grant Recipient – Housing – 1 Seat
- YHDP Grant Recipient – SSO – 1 Seat
- YHDP Grant Recipient – Drop-in Center – 1 Seat
- Youth and young adult shelter organization – 1 Seat
- Youth and young adult street outreach organization – 1 Seat
- Youth and young adult education service organization – 1 Seat
- Foster care system representative – 1 Seat
- Healthcare system representative – 1 Seat
- Department of Family Protective Services (DFPS) representative – 1 Seat
- Juvenile justice system representative – 1 Seat

Non-Voting Seats (1 Total) – The following entities will have representation available at each committee meeting to present and respond to inquiries from committee members.

- Collaborative Applicant (SARAH)

6.05. Homeless Strategic Planning Oversight Committee

Purpose

The purpose of the Homeless Strategic Planning Oversight Committee is to ensure coordination across funders in executing strategic plans related to preventing and ending homelessness in San Antonio and Bexar County. This committee will operate in alignment with the priorities of the CoC Board of Directors and the community's Homeless Strategic Plan.

Activities

- Develop implementation goals and monitoring process for strategic plans, including the Homeless Strategic Plan; and
- Coordinate and regularly review performance metrics for program grantees through HUD-funded programs; and
- Review and revise the community's Written Standards and ensure compliance of requirements with HUD program grantees; and
- Review data regarding homelessness to inform policymaking; and
- Coordinate funding to reduce service gaps; and
- Share information on upcoming grant competitions, RFPs, and funding announcements.

Representation



- Collaborative Applicant
- City of San Antonio
- Bexar County
- Texas Department of Housing and Community Affairs

6.06. Committee Manner of Acting

Each member who has met the requirements set out for Active Membership shall have one vote. In all items that require action, unless otherwise provided for in these Bylaws, a majority of the votes cast shall control. A member may designate a proxy to vote on their behalf in advance of a committee meeting by providing notice to SARAH staff.

6.07. Committee Chairs/Officers

Each committee will have at least one chair and up to three. Chairs are voting members responsible for overseeing the meetings, leading monthly agenda development, and ensuring that the process is community-led and inclusive.

At least one chair must be represented by and elected from the CoC Board of Directors. This chair will be responsible for reporting committee business to the CoC Board of Directors. Each committee will elect other chairs from the pool of current active committee members, as deemed necessary.

6.08. Committee Member Term Limits

Committee members may not hold their category seat for more than two consecutive one-year terms before taking a minimum one year break before rejoining the committee. This does not preclude a committee member from applying for an alternative seat if they fit the requirements of that seat designation.

6.09. Committee Member Application Process

Potential members must fill out and return an application to SARAH. The CoC Board must vote to approve each voting member. 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.

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

- Agency is an active Membership Council member; and
- Authorization/Signature of the Agency's Executive Director; and
- Seniority with the agency to be able to vote and effectively speak on behalf of the participating agency; and
- A completed application submitted to SARAH.

6.10. Committee Attendance



Active Members are required to attend all meetings or to send a proxy in their place. To be considered “participating”, members must attend at least 75% of meetings in one calendar year. A proxy must have the ability to speak on behalf of the organization and be of equal seniority within the agency.

6.11. 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 business day prior to the meeting with the goal of three business days prior for adequate time to review. If a special meeting is needed, the committee chairs will coordinate with SARAH staff to schedule and send notice to committee members.

6.12 Committee Member Resignation or Removal

Removal for Absence

Any voting member who misses more than two consecutive Meetings during the year, and without providing a proxy, shall be reviewed by the committee chair(s), who will determine if the member will be allowed to continue service. An absence may be excused if related to illness or emergency and submitted to the Committee Chair or SARAH prior to the meeting.

Removal for Cause

A member may submit a request to the Chair or SARAH to consider the removal of a member for cause. Removal for cause requires a majority vote of the active members of the committee. Cause includes, but is not limited to fraud, personal conduct, conflict of interest, and/or failure to perform duties.

6.13. Subcommittees

A subcommittee may be created under the authority of a committee by the chair(s). The purpose of a subcommittee is to complete work on a specific committee priority outside of the regular committee meetings. Subcommittees are composed of committee members who have an interest in the priority and voluntarily choose to attend. Each subcommittee will informally elect a leader to represent the subcommittee at committee meetings and voice recommendations. Subcommittees may be indefinite in length or be designated to meet for a specific time based on the demand of project; however, the expectation is that the subcommittee will meet for at least one year and convene at least quarterly. There are no requirements related to attendance for subcommittees.

6.14. Ad-Hoc Groups

An ad-hoc group may be created under the authority of a committee by the chair(s). The purpose of an ad-hoc is a temporary meeting space for specific work to be completed outside of the committee. Ad-hoc groups have a time-limited goal and often are seasonal (i.e., Point-in-Time Count). Ad-hoc members do not have to be voting members on the committee. Ad-hoc

group activity will be led and reported by SARAH staff. There are no requirements related to attendance for subcommittees.

6.15. Case Conferencing

Case conferencing is a meeting space designated for direct staff to case manage specific clients on their caseload. This space allows for streamlining the Homelink referral and housing process as it connects front door partners with referral partners to focus on the needs to the client. There may be case conferencing for special populations, such as veterans or youth. Specific system issues, barriers, challenges, and/or gaps arising from case conferencing will be shared with committees by SARAH staff. Those who attend case conferencing must show proof of HMIS access before participating in the meeting and must follow confidentiality requirements. For more details on case conferencing, please refer to the Homelink policies in the CoC Program Policies and Procedures.

Article 7. CoC Membership Council

7.01. Purpose

It is a responsibility of the CoC to create a membership council that is representative of the homeless response system in the geographic region. The purpose of the TX-500 CoC Membership Council is to convene a diverse and representative group of agencies committed to preventing and ending homelessness at least semi-annually to coordinate, share resources, learn best practices, and network.

7.02. General Powers and Duties

The Membership Council has the authority to recommend coordination strategy, service gaps, and resource needs to the CoC Board of Directors. Two Membership Council members will be elected by the Council to the CoC Board of Directors to represent their interests, referred to as the Chair and Vice Chair. Furthermore, the Membership Council may request trainings and suggest collaboration with agencies who are not active in the matters of the CoC.

SARAH as the Collaborative Applicant will manage the administration of the CoC Membership Council and will represent with a non-voting seat.

7.03. Qualifications for Membership

Membership to the Membership Council allows an agency the ability to represent their organization's interest in the community's homeless response system. Members have one vote on the Council and are eligible to apply for Chair or Vice Chair. To maintain active status, members must reapply annually and designate one voting representative. Members have access to trainings, collaboration opportunities, networking, and CoC updates and announcements, such as funding opportunities and CoC leadership vacancies.

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 membership. The agency must identify in the application as being part of one of the following categories to be considered for membership status:

- Advocate (i.e., decriminalization of homelessness, racial equity, lived expertise in decision-making)
- Affordable Housing Developer
- Agency serving survivors of human trafficking
- Business/For-Profit Leader
- CDBG/HOME/ESG Entitlement Jurisdiction
- Community Foundation
- CoC-Funded Victim Service Provider
- CoC-Funded Youth Homeless Organization (includes YHDP)
- Data Coalition
- Disability Advocate
- Disability Service Organization
- Domestic Violence Advocates
- Early Childhood Service Provider
- Emergency Shelter Provider
- Employment Services Organization
- EMS/Crisis Response Team(s)
- Foster Care System
- Government Agency
- Health Care System
- Homeless Management Information System (HMIS) Lead Agency
- Homeless or Formerly Homeless Person
- Hospital
- Infectious Disease Planning
- Tribal Organization
- Law Enforcement
- Local Education Agency (LEA)
- LGBTQ+ Advocate
- LGBTQ+ Service Organization
- Local Government Staff/Official
- Local Jail
- Mainstream Benefits Agency (e.g., SSI/SSDI, TANF)
- Mental Health Service Organization
- Mental Illness Advocate
- Non-CoC Funded Youth Homeless Organization
- Non-CoC-Funded Victim Service Provider
- Organization led by and serving Black, Brown, Indigenous, and other People of Color
- Organization led by and serving LGBTQ+ persons
- Organization led by and serving people with disabilities
- Other homeless subpopulation advocate
- Permanent Housing Provider
- Policy Advocate
- Public Housing Authority
- Researcher
- School Administrator/Homeless Liaison/School District
- State Domestic Violence Coalition
- State Sexual Assault Coalition
- State Education Agency (SEA)
- Street Outreach Team
- Substance Use Advocate
- Substance Use Service Organization
- Transitional Housing Provider
- TX-500 Collaborative Applicant (non-voting)
- Youth Advocate
- Youth Education Provider
- Youth Service Provider

7.04. CoC Membership Council Officers

The Membership Council will elect a Chair and Vice Chair from the Active Membership who will provide leadership and guidance to the council as well as represent the council at the CoC Board of Directors with non-voting seats. Either the Chair or the Vice Chair must be a CoC or YHDP-funded agency to ensure representation. Officers will serve a two-year term with no officer serving more than three consecutive two year terms.

Officers are responsible for directing the meetings, developing and presenting agenda items, choosing meeting locations, outreaching to potential members, recommending new members, and representing the interests of the council at the CoC Board of Directors.

7.05. Manner of Acting

Each member is encouraged to attend meetings and will have one vote to represent their agency. Members may designate a proxy in their absence prior to a meeting. In elections, a majority of the votes cast shall control. The Chair and Vice Chair are responsible for ensuring members act in compliance with these bylaws. SARAH will disseminate agenda items and meeting minutes to members and post records on their website.

7.06. Application and Election Process

Potential members must fill out and return an application to SARAH, which includes the designation of a voting representative. The Membership Council Officers, in consultation with the council, will provide their recommendation of acceptance or rejection to the CoC Board of Directors, who will make the final decision. To maintain active status, members are required to renew their seats every two years.

SARAH as the Collaborative Applicant is dedicated to ensuring the representation of a diverse group of stakeholders on the CoC Membership Council. In alignment with the HUD requirements listed in the CoC Program Notice of Funding Opportunity (NOFO), 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 the Membership Council application on the CoC website; and
- Directing non-member meeting participants to the application during CoC meetings.

7.07. Meetings

Membership Council meetings must be held semi-annually. SARAH will post the meeting calendar on the SARAH website along with information on how to connect with the CoC Membership Council.

Special and informal meetings may be called by the Membership Council Chair, CoC Board of Directors President, or SARAH Executive Director at any time that a vote or gathering of the Membership Council is required, by providing members with at least one day's notice prior to

such meeting by written notice delivered personally by email, or other appropriate electronic means to the address provided by each.

7.08. Removal of Active Status

There are no attendance requirements for members. Due to their enhanced responsibilities, Officers may be removed from the Membership Council if they have a pattern of absences that are not related to sickness or other emergencies.

Members and Officers are expected to conduct themselves appropriately and perform their duties as necessary. Any member or Officer may submit a request to the CoC Board President and SARAH Executive Director for consideration of the removal of a member or Officer for cause. Removal for cause requires a majority vote of the Membership Council and final approval by the CoC Board of Directors. Cause includes, but is not limited to, fraud, conflict of interest, personal conduct, or failure to perform duties.

Article 8. Miscellaneous

8.01. 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.

8.02. 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.

8.03. 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.

8.04. 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.

8.05. 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.

8.06. 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.

8.07. 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.

8.08. Fiscal Year

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

Article 9. Records and Reports

9.01. 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.

9.02. 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.

9.03. 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 10. Amendments and Revisions

10.01. Power to Amend Bylaws

These Bylaws 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. The bylaws will be posted publicly on the SARAH website.

As required by HUD, the CoC Board of Directors will review these bylaws at least every five years.

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 day in advance of the general or special meeting.

Attachment A. Conflict of Interest Policy

SARAH and TX-500 CoC Board of Directors Conflict of Interest Policy

Purpose

South Alamo Regional Alliance for the Homeless, SARAH, is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of SARAH, a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between SARAH and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of SARAH honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of SARAH. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with SARAH or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

Persons Concerned

This statement is directed not only to directors and officers, but to all employees who can influence the actions of SARAH. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning SARAH.

Areas in which Conflict May Arise

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

- Persons and firms supplying goods and services to SARAH.
- Persons and firms from whom SARAH leases property and equipment.
- Persons and firms with whom SARAH is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
- Competing or affinity organizations.
- Donors and others supporting SARAH.
- Agencies, organizations and associations which affect the operations of SARAH.
- Family members, friends, and other employees.

Nature of Conflicting Interest

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in the previous section. Such an interest might arise through:

- Owning stock or holding debt or other proprietary interests in any third party dealing with

SARAH.

- Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with SARAH.
- Receiving remuneration for services with respect to individual transactions involving SARAH.
- Using SARAH's time, personnel, equipment, supplies, or good will for other than SARAH-approved activities, programs, and purposes.
- Receiving personal gifts or loans from third parties dealing or competing with SARAH. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

Interpretation of this Statement of Policy

The areas of conflicting interest listed above, and the relations in those areas which may give rise to conflict are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily averse to the interests of SARAH.

However, it is the policy of the board that the existence of any of the interests shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Disclosure Policy and Procedure

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. The board has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if they are the one with the conflict, then to the Board President), who shall bring the matter to the attention of the board. Disclosure involving directors should be made to the board chair, (or if they are the one with the conflict, then to the Board Vice President) who shall bring these matters to the board.

The board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to SARAH. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of SARAH and the advancement of its purpose.

Conflict of Interest Disclosure Statement

Preliminary note: To be comprehensive, this statement of disclosure/questionnaire also requires you to provide information with respect to certain parties that are related to you. These persons are termed “affiliated persons” and include the following:

- a. your spouse, domestic partner, child, mother, father, brother or sister;
- b. any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and
- c. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. Name of Board Member or Employee: _____

2. Capacity (check all that apply)

- Board of Directors
- Executive Committee
- Membership Council
- Staff and Position

3. Have you or any of your affiliated persons provided services or property to SARAH in the past year? Yes _____ No _____

If yes, describe the purchased services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

If yes, please describe the nature of the services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

4. Did you or any of your affiliated persons have any direct or indirect interest in any business transaction(s) in the past year to which SARAH was or is a party?

Yes _____ No _____

If yes, describe the transaction(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

Were you or any of your affiliated persons indebted to pay money to SARAH at any time in the past year (other than travel advances or the like)?

Yes _____ No _____

If yes, please describe the indebtedness and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person.

5. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from SARAH or as a result of your relationship with SARAH, that in the aggregate could be valued in excess of \$1,000 that were not or will not be compensation directly related to your duties to SARAH?

Yes _____ No _____

If yes, please describe the benefit(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving SARAH? Yes _____ No _____

If yes, please describe the proceeding(s) and if an affiliated person is involved, then identify the affiliated person and your relationship with that person:

Are you aware of any other events, transactions, arrangements, or other situations that have occurred or may occur in the future that you believe should be examined by SARAH Board in accordance with the terms and intent of SARAH's conflict of interest policy?

Yes _____ No _____

If yes, please describe the situation(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

Gift Policy and Disclosure Form

SARAH requires that directors, officers and employees decline to accept certain gifts, consideration or remuneration from individuals or companies that seek to do business with SARAH or are a competitor of it. This policy and disclosure form is intended to implement that prohibition on gifts.

- “Responsible Person” is any person serving as an officer, employee or a member of the SARAH Board.
- “Family Member” is a spouse, domestic partner, parent, child or spouse of a child, or a brother, sister, or spouse of a brother or sister, of a Responsible Person.
- “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, receipt of a loan or grant, or the establishment of any other pecuniary relationship. The making of a gift to SARAH is not a “contract” or “transaction.”
- Prohibited gifts, gratuities and entertainment. Except as approved by the Board President or his designee or for gifts of a value less than \$50 which could not be refused without discourtesy, no Responsible Person or Family Member shall accept gifts, entertainment or other favors from any person or entity which:

- a. Does or seeks to do business with SARAH or,
- b. Does or seeks to compete with SARAH or,
- c. Has received, is receiving, or is seeking to receive a Contract or Transaction with SARAH.

Acknowledgement and Signature

I HERBY CONFIRM that I have read and understand SARAH's code of conduct and conflict of interest policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify the Board President or the Executive Director immediately.

Print Name

Signature

Date

Attachment B. Code of Conduct Policy

SARAH and TX-500 CoC Board of Directors Code of Conduct

The South Alamo Regional Alliance for the Homeless (SARAH) and its Board of Directors and employees must comply with all applicable laws and regulations. SARAH will not condone the activities of employees who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. SARAH does not permit any activity that fails to stand the closest possible public scrutiny.

All business conduct should be well above the minimum standards required by law, especially with regard to the United States Department of Housing and Urban Development (HUD) guidelines and regulations. Accordingly, board members and employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing SARAH's operations.

Board Members and employees uncertain about the application or interpretation of any legal requirements should refer the matter to their supervisor, who, if necessary, should seek appropriate legal advice.

General Employee Conduct

SARAH expects its board and employees to conduct themselves in a businesslike manner. Drinking, gambling, fighting, swearing, and similar unprofessional activities are strictly prohibited while on the job.

Board members and employees must not engage in sexual harassment or conduct themselves in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials in their work area, or accessing inappropriate materials on their computer.

Board members and SARAH employees must not discriminate against others based off race, color, national origin, sexual orientation, gender, age, ancestry, or any other legally protected class.

Conflicts of Interest

SARAH expects that board members and employees will perform their duties conscientiously, honestly, and in accordance with the best interests of SARAH. Employees must not use their positions or the knowledge gained as a result of their positions for private or personal advantage. Regardless of the circumstances, if board members or employees sense that a course of action they have pursued, or are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with their employer, they should immediately communicate all the facts to the Board President or their supervisor.

Outside Activities, Employment, and Directorships



All board members and employees share a serious responsibility for SARAH's good public relations, especially at the community level. Their readiness to help with religious, charitable, educational, and civic activities brings credit to SARAH and is encouraged.

Board members and employees must, however, avoid acquiring any business interest or participating in any other activity outside SARAH that would, or would appear to:

- Create an excessive demand upon their time and attention, thus depriving SARAH of their best efforts on the job.
- Create a conflict of interest - an obligation, interest, or distraction - that may interfere with the independent exercise of judgment in SARAH's best interest.

Relationships with Clients and Suppliers

Board members and employees should avoid investing in or acquiring a financial interest for their own accounts in any business organization that has a contractual relationship with SARAH, or that provides goods or services, or both, to SARAH if such investment or interest could influence or create the impression of influencing their decisions in the performance of their duties on behalf of SARAH.

Gifts, Entertainment, and Favors

Board members and employees must not accept entertainment, gifts, or personal favors that could, in any way, influence, or appear to influence, business decisions in favor of any person or organization with whom or with which SARAH has, or is likely to have, business dealings. Similarly, board members and employees must not accept any other preferential treatment under these circumstances because their positions with SARAH might be inclined to, or be perceived to, place them under obligation to return the preferential treatment.

Kickbacks and Secret Commissions

Regarding SARAH business activities, board members and employees may not receive payment or compensation of any kind, except as authorized under SARAH's business and payroll policies. In particular, SARAH strictly prohibits the acceptance of kickbacks and secret commissions from suppliers or others. Any breach of this rule will result in immediate termination and prosecution to the fullest extent of the law.

SARAH Funds and Other Assets

Board members and employees who have access to SARAH funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in SARAH's policies and procedures or other explanatory materials, or both. SARAH imposes strict standards to prevent fraud and dishonesty. If employees become aware of any evidence of fraud and dishonesty, they should immediately advise their supervisor or seek appropriate legal guidance so that SARAH can promptly investigate further.

When a board member's or employee's position requires spending SARAH funds or incurring any reimbursable personal expenses, that individual must use good judgment on SARAH's

behalf to ensure that good value is received for every expenditure.

SARAH funds and all other assets of SARAH are purposed for only and not for personal benefit. This includes the personal use of organizational assets, such as computers.

SARAH Records and Communications

Accurate and reliable records of many kinds are necessary to meet SARAH's legal and financial obligations and to manage the affairs of SARAH. SARAH books and records must reflect in an accurate and timely manner all business transactions. The employees responsible for accounting and recordkeeping must fully disclose and record all assets, liabilities, or both, and must exercise diligence in enforcing these requirements.

Board members and employees must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to:

- False expense, attendance, production, financial, or similar reports and statements.
- False advertising, deceptive marketing practices, or other misleading representations.

Dealing with Outside People and Organizations

Board members and employees must take care to separate their personal roles from their SARAH positions when communicating on matters not involving SARAH business. Board members and employees must not use SARAH identification, stationery, supplies, and equipment for personal or political matters.

When communicating publicly on matters that involve SARAH business, board members and employees must not presume to speak for SARAH on any topic, unless they are certain that the views they express are those of SARAH, and it is SARAH's desire that such views be publicly disseminated.

When dealing with anyone outside SARAH, including public officials, board members and employees must take care not to compromise the integrity or damage the reputation of either SARAH, or any outside individual, business, or government body.

Prompt Communications

In all matters relevant to customers, suppliers, government authorities, the public and others in SARAH, all board members and employees must make every effort to achieve complete, accurate, and timely communications - responding promptly and courteously to all proper requests for information and to all complaints.

Privacy and Confidentiality

When handling financial and personal information about customers or others with whom SARAH has dealings, observe the following principles:

- Collect, use, and retain only the personal information necessary for SARAH business. Whenever possible, obtain any relevant information directly from the person concerned.

- Use only reputable and reliable sources to supplement this information.
- Retain information only for as long as necessary or as required by law. Protect the physical security of this information.
 - Limit internal access to personal information to those with a legitimate business reason for seeking that information. Use only personal information for the purposes for which it was originally obtained. Obtain the consent of the person concerned before externally disclosing any personal information, unless legal process or contractual obligation provides otherwise.