



SARAH
South Alamo Regional Alliance for the Homeless

1 Haven for Hope Way – San Antonio – Texas – 78207

MINUTES

General Membership/Council Meeting

Travis Pearson, President

Texas Diabetes Institute
701 S Zaramora (Auditorium)
San Antonio, TX 78207

March 3, 2016
10:00 a.m. – 12:00 p.m.

The following agenda items may not necessarily be considered in the order they appear.

1. Call to Order

President Travis Pearson called to order the **March 3, 2016 General Membership & Membership Council Meeting** of the South Alamo Regional Alliance for the Homeless at **10:08 a.m.**

2. Welcome & Introductions

Present

Board of Directors: Travis Pearson (Family Endeavors), Edward Gonzales (City of San Antonio), Scott Ackerson (Center for Healthcare Services), Tammi Woodard (Family Endeavors), Monica Martinez proxy for Nancy Taguacta (Bexar County), Katherine Herrera (VA—Healthcare for Homeless Veterans), M. Estella Garza (San Antonio ISD), Gay Lynn Schwenk (Family Violence Prevention Services), Robert Blanton (SAPD), and Carlos Martinez (AGIF-NVOP).

SARAH Staff: Bill Hubbard (Executive Director), Katie Vela (CoC Programs Manager), Luke Leppla (Coordinated Entry Program Manager), Audrey Rendon (Administrative Assistant)

Additional Attendees: Sergio Dickerson (AGIF-NVOP), Maria Weseloh (HMIS-Haven for Hope), Kevin Charoenworawat (HMIS-Haven for Hope), Lori Stinson (SA Chamber of Commerce), Rebecca Brune (Methodist Healthcare Ministries), Gary Chance (Haven for Hope), Bashar Ahmed (Bexar County), Craig Hopkins (USAA), Yolanda Tarango (Visitation House), Tyler Shoemith (Northeast ISD), Devon Maddox (St. Vincent de Paul), Robert Galan (The Salvation Army), Navarra Williams (SAMMinistries), Jim Gipson (Strong Foundation), Angelica Cervantes (Seton Home), Michelle Dado (Healthy Start-COSA), Heather Wood (St. PJ's), Imelda Vasquez (St. PJ's), Angela Carrizales (St. PJ's), Corey Weber (Family Endeavors), Valerie Finley (SVDS), Mario Cuevas (The Salvation Army), Stephanie Smith (SA Food Bank), Delma Ochoa (Centro Med), Marta Martinez (Northside ISD), Dianetta Young (Judson ISD), Trenton Clark (SAMMinistries), Sarah Williams (Healthy Start-COSA), Mary Almeria (CHCS), Sabrina Bailey (Family Endeavors—SSVF), Adrianna Gongora (FVPS), Lisa Senteno (APS—DFPS), Nancy Williams (COSA), Mario Resendiz (COSA) and Michele Glaze (USAA).

Absent

Board of Directors: Deborah Kuyrkendall, Greg Matula, Dianne Talbert, Charlie Landy

3. Public Comment

No public comment made.

4. Approval of Prior Meeting Minutes

The Membership Council reviewed the November 18, 2015 General Membership Meeting minutes.

Membership Action: *Moved by Carlos Martinez and seconded by Tammi Woodard to approve prior membership minutes. Motion carried – unanimous decision.*

5. SARAH Bylaws (Review and Approve)

Motion to Approve effective 3/29/2016, or the next Sarah Board meeting

In accordance with HUD policy, in order to maintain continued HUD funding, San Antonio must implement a CoC (Continuum of Care). The CoC's intended makeup as outlined in HUD regulations would consist of a group of invested community members, public and private, working together to align resources, collect data, measure effectiveness of community homeless services or emergency services. The CoC is in charge of proper distribution of the 7.5-8 million annual HUD grants. In addition, the expectation of a CoC would be not only distribute the HUD grants but to effectively strategize methods to gain more funding for the community. A true collaboration of the community. The Bylaws have been discussed and distributed to the board for editing and input.

Currently, the standing SARAH board, consists of 15 board seats which all vary such as police, county, public health, mental health, providers, private service providers and public service providers. The largest objective for approving the bylaws is board restructure and reorganization. The new bylaws will incorporate board seats such as corporations, mental health, hospitals, businesses, and housing associated who will be capable of bringing in more resources to the community.

Major adjustments to the bylaws:

- *Number of board seats will increase (15 to 17)*
- *Specific board seat criteria and requirements (listed below)*

Seven Appointed Directors: Chamber of Commerce, City of San Antonio government, Bexar County government, public health, mental health and a school district director.

Ten Elected Directors: Consumer Director, two community advocates, two nonvoting service providers, two business and/or corporations, military and veterans, housing associations, media and communications.

- *Board roles and duties were adjusted (listed below)*

Board members will be the voice and advocate for the homeless, judiciary agents, support fundraising efforts, provide governance and policy guidelines, serve on committees and workgroups, direction and oversight, hire and evaluate the Executive Director, inform bylaws uphold accountability of organization success, agree to an annual monetary contribution, consider and approve CoC strategies, HUD awards and grant management.

The board application procedures for interested parties is to send their application to SARAH for Executive Director review. The Executive Director will review the application and determine any actual or perceived conflict of interests. A conflict of interest statement will be created and presented to the board for acknowledgement and signature of each board member.

Membership Action: *Moved by Mario Cuevas and seconded by Scott Ackerson to approve SARAH Bylaws, Edited (March 2016). Motion carried– unanimous decision.*

6. Vote to change title of "General Membership" to "Membership Council" in accordance with newly approved bylaws

Any agency or organization wishing to join may submit a membership application to SARAH. All members will be required to participate in a CoC committee and/or workgroup. Each agency is

*granted one vote. Per the presented bylaws, the General Membership will convert to Membership Council. The Membership Council has the authority to elect their **Chair, Vice Chair, Secretary and two At-Large service providers.***

Membership Action: *Moved by Tammi Woodard and seconded by Carlos Martinez to approve change of language from General Membership to Membership Council. Motion carried – unanimous decision.*

7. Announcements - Write in Candidates for Membership Council Positions

The Board President opens the floor to allow for new nominations.

8. Membership Council Transition Procedures

Mrs. Katie Vela gave an overview of how the voting process will work and informed the Membership Council of their voting rights. Mrs. Vela explained that each agency would be given one vote on behalf of their entire agency regardless of size or agency attendance.

9. Membership Council Guidelines – Katie Vela (see attachments)

Mrs. Katie Vela reviewed the new Membership Council Guidelines that were distributed as an attachment in the agenda packet. Topics of review were membership roles and responsibilities, overview of committees and required participation, and implementation of a Membership Council Executive Committee. The Executive Committee would consist of a Chair, Vice Chair, Secretary and two At Large service providers who are elected by the Membership Council.

10. Agency Roll Call

Every Agency will designate their Agency Representative for the Membership Council

Roll Call by Agency and POC:

Alamo Area Mutual Housing Association – NOT PRESENT

Alamo Area Resource Center – NOT PRESENT

American G.I. Forum – Carlos Martinez

Bexar County – Monica Martinez

BEAT Aids – NOT PRESENT

Catholic Charities – NOT PRESENT

Center for Health Care Services – Scott Ackerson

City of San Antonio – Edward Gonzales

Healthy Start, City of San Antonio – Vanessa Rodriguez

Family Endeavors – Travis Pearson

Family Violence Prevention Services – Gaylynn Schwenk

George Gervin – NOT PRESENT

Haven for Hope – Gary Chance

Veterans Affairs, Healthcare for Homeless Veterans– Katherine Herrera

Northside Independent School District – Tyler Shoes

Northeast Independent School District – Marta Martinez

Pay it Forward – NOT PRESENT

SAHA – NOT PRESENT

San Antonio Police Department – Robert Blanton

San Antonio Independent School District – M. Estella Garza

SAMMinistries – Navarra Williams

Seton Home – Angelica Cervantes

Society of St Vincent de Paul – Devon Maddox

St. Peter-Joseph’s Children’s Home – Heather Wood

St. Mary's University – Marie Herrera
Strong Foundation – Jim Gipson
The Salvation Army – Robert Galan
Visitation House – Yolanda Tarango
Texas Department of Family Protective Services – Lisa Senteno
United Way – NOT PRESENT
San Antonio Food Bank – Stephanie Smith
Centro Med – Delma Ochoa

11. Membership Council Elections

All agencies are given one vote for electing their Membership Council Executive Committee.

- **Chair**

- Nominee Speech (*speech by sole Chair nominee, Mr. Scott Ackerson*)
- Vote (*ballots not counted till completion of speeches*)
- Announce Chair (*announcement held till completion of nominee speeches*)

- **Vice Chair**

- Open Floor for Additional Nominations (*no new nominees*)
- Nominee Speech (*speech by sole Vice Chair nominee, Mr. Robert Galan*)
- Vote (*ballots not counted till completion of speeches*)
- Announce Vice Chair (*announcement held till completion of nominee speeches*)

- **Secretary**

- Open Floor for Additional Nominations (*no new nominees*)
- Nominee Speeches (*speech by sole Secretary, Mrs. Gay Lynn Schwenk*)
- Vote (*ballots not counted till completion of speeches*)
- Announce Secretary (*election results held till completion of nominee speeches*)

- **At-Large Service Provider**

- *Eliminate Candidates if Chair selected is not CoC-funded*
- Open Floor for Additional Nominations (*no new nominees*)
- Nominee Speeches (*speeches given by Navarra Williams and Tammi Woodard*)
- Vote (*ballots were counted upon completion of nominee speeches*)
- Announce At-Large Service Provider

Membership Council election results were announced by Board President.

Chair: Scott Ackerson

Vice Chair: Robert Galan

Secretary: Gay Lynn Schwenk

At-Large Service Provider: Tammi Woodard

12. Membership Council Meetings

Suggested Meeting Time: April 7, 2016, 10:00 am

A tentative Membership Council meeting is in place for April 7, 2016 to discuss next steps.

- a. Discuss Venues
- b. Time of Meetings
- c. Frequency of Meetings (Monthly, Bi-Monthly, Quarterly)

13. Announcements

- a. **SARAH Committees - Scheduled Meetings/Committee Updates**

- *All committees will continue to conduct monthly program status reports before the*

Membership Council.

- *Mrs. Katie Vela announced Luke Leppa and herself, will visit Houston’s Coordinated Entry program on March 24, 2016. The visit will center around information gathering and structure of a successful coordinated entry program.*
- *The Performance Committee is a consolidation of APR Committee Ranking and Rating Committee, and will have their first meeting March 8, 2016.*
- *The Point-in-Time Count Committee conducted a debriefing of lessons learned of the past homeless count conducted. There are currently no upcoming Point-in-Time Count Committee meetings. However, the SARAH Staff is currently working on data from the PIT Count that is required to be submitted to HUD NLT April 31, 2016.*

Committee	Date	Time	Address
Coordinated Entry	March 28	1:30 - 3:30 pm	206 San Pedro
Performance Committee	March 8	8:30 - 9:30 am	521 W. Elmira
Point in Time Count	TBD	TBD	TBD
HMIS Development & Implementation	March 17	3:00 – 4:00 pm	5922 Blanco Road

b. Membership Council Workgroups - Scheduled Meetings/Workgroup Updates

Committee	Chair	Dat	Time	Address
Ending Veteran Homelessness Task Force	Edward Gonzales	March 30	1:00 - 2:00 pm	1227 Brady Blvd

12. Introduce Slated Board Members – Bill Hubbard

- *Mrs. Rebecca Brune is introduced and will fill the SARAH Healthcare Director board seat.*
- *Mrs. Lori Stinson introduced herself on behalf of Mr. Dave Petersen. Mr. Petersen will fill the SARAH San Antonio Chamber of Commerce Director board seat.*
- *Mr. Craig Hopkins is introduced and intends to fill the SARAH Military and Veteran Director board seat.*

13. Adjournment

*The SARAH Membership Council Meeting was adjourned at **11:30 a.m.***



MINUTES

General Membership Meeting

Travis Pearson, President

Texas Rio Grande Legal Aid, Inc.
1111 N. Main
San Antonio, TX 78212

November 18, 2015
9:30 am - 10:00 am

*THE FOLLOWING AGENDA ITEMS MAY NOT NECESSARILY
BE CONSIDERED IN THE ORDER THEY APPEAR*

1. Call to Order

Meeting called to order at 9:40 am

2. Roll Call

Agencies Present: *American GI Forum, BEAT AIDS, Bexar County, Catholic Charities, Center for Health Care Services, Church Under the Bridge, City of San Antonio, Healthcare for the Homeless, Haven for Hope, NuStar Energy, San Antonio Police Department, San Antonio Food Bank, The Salvation Army, SAMMinistries, Seton Home, St. Peter-St. Joseph's Children's Home, THRIVE, Veterans Affairs, Society of St. Vincent de Paul, Family Endeavors, Family Violence Prevention Services, Visitation House Ministries.*

3. Public Comment

4. Board of Directors Elections

Speeches were given by Tammi Woodard, Evita Morin, Robert Galan, Dianne Talbert, and Carlos Martinez. Cruz Vallarta did not attend. Individual ballots were distributed for categories: Permanent Supportive Housing, Outreach, Faith-Based, and Emergency Services. Each agency was allotted one vote per category. The Board of Directors election results were:

Permanent Supportive Housing: Tammi Woodard, SAMMinistries

Emergency Services: Tiffany Walker, Seton Home

Faith Based: Dianne Talbert, Church Under the Bridge

Outreach: Evita Morin, Haven for Hope

5. 2016 Budget

Travis Pearson presented the 2016 Proposed Budget to the General Membership and Bill Hubbard provided background on several areas including how revenues and expenses were determined.

The Board asked that the budget be revised to add a note to explain the "Projected additional Grant Funding" and a note on projected cash reserve balances for the end of year (12/31/2015) in the event additional grant funding was not available.

Rachel Cavazos requested amendment to 2016 Budget in reference to Furniture. Ms. Cavazos suggested a reduction of the current \$9,000 furniture budget to \$4,000, and inquired if agencies could contribute with used furniture to reduce the cost of furniture purchases.

Rachel Cavazos also suggested that with the \$5,000 reduction in furniture expenses, it would be wise to invest in an Accounting and Auditing service. The Board consensus was to add a line item to the 2016 Budget for Accounting services to conduct a Certified Audit with an allocation of \$5,000.

Dianne Talbert requested actual amounts of Net from Cash Reserves reflect on the Budget.

Bill Hubbard announced new position of Coordinated Entry Manager was placed in the Budget but will be tentative on receiving HUD Coordinated Entry Grant. Both the grant and associated staff positions have been prorated to include only 6 months of revenue and expenses.

Aurora Sanchez inquired SARAH's intended annual salary raise percentage. There was consensus on up to a 3% salary increase to be based upon cost of living and/or performance. Tammi Woodard stated the policy and handbook would be referenced before making a concrete percentage. This topic will need to be reviewed prior to returning to adding it to the 2016 Budget. In the interim, a 3% allocation will be added to as a budget line item with a footnote describing the intent.

The Board directed Staff to develop fiscal policies and procedures for Board approval.

Board Action: Motion made by Carlos Martinez and seconded by Edward Gonzales to approve the 2016 SARAH budget. Motion passed unanimously with requested amendments.

6. Fair Housing Update – Deborah Vasquez

The City of San Antonio Fair Housing group spoke about how they have begun to bridge the gap between homeless veterans and landlords. Deborah and Annabelle work with service providers and homeless veterans needing immediate housing assistance. They have networked with Apartments Today to filter through San Antonio apartments and find willing landlords to take homeless veterans with barriers.

7. Announcements

- Dianne Talbert announced the Church Under the Bridge was hosting a special event, the Artisan Under the Bridge, November 21, 2015 all day, for the Thanksgiving season. Flyers were provided about the event and she requested everyone promote it to the extent possible.
- Bill Hubbard announced Audrey Rendon, SARAH's new Administrative Assistant.
- Sam Samani announced a new HMIS Manager is starting with Haven for Hope next week.

8. Adjournment

Meeting was adjourned at 10:15 am.

Bylaws of the South Alamo Regional Alliance for the Homeless



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 mission of SARAH is to plan and promote efficient and effective approaches for the delivery of services to homeless people and those at risk of becoming homeless in San Antonio and Bexar County.

In addition, the Corporation exists for the purpose of 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.

Section 1.03 Objectives. SARAH will strive to achieve the following objectives:

- a) Identify the scope of the homeless problem in San Antonio/Bexar County.
- b) Prioritize service needs for the homeless population in San Antonio/Bexar County.
- c) Identify the service gaps in the continuum of available services.
- d) Develop strategies to eliminate gaps in service.
- e) Develop and implement plans and timelines to make new services available to the community.
- f) Foster the development and implementation of community-wide advocacy, action and activity in response to emerging needs and issues of the target population.

- g) Develop and implement a community plan to streamline access to service.
- h) Enhance service integration, interagency collaboration and effective service coordination by providing regular opportunities for service providers to develop and enhance professional relationships, communications, and interagency networking.
- i) Identify and continuously update information on available community resources.
- j) Organize and coordinate training for service providers on needs of the homeless and those at-risk of homelessness, available services, and methods of access.
- k) Provide technical assistance to participating organizations.
- l) Outreach to agencies and organizations that are not Active Members and foster their participation.
- m) Review, rank and endorse agency grant requests and proposals in accordance with identified priorities of need.

ARTICLE 2 NONPARTISAN ACTIVITIES

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

ARTICLE 3 DEDICATION OF ASSETS

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

ARTICLE 4 BOARD OF DIRECTORS

Section 4.01 General Powers. Subject to the provisions and limitations of the Texas Non-Profit Corporation Act and any other applicable law, and subject to limitations in the Articles of Incorporation or Bylaws, the business affairs and powers of SARAH will be managed and exercised by the Board of Directors (“Board”). To the extent possible, the Board shall conduct its business through consensus and will resort to vote only when consensus fails or if required by these Bylaws. The 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 Board of Directors must be engaged and play an active part in achieving the mission of SARAH. In order to contribute to that success, from their unique position, Directors shall have the following roles and responsibilities:

- a) Be the voice and advocate for ending and preventing homelessness
- b) Provide direction and oversight through the development and periodic review and refinement of strategies, goals and objectives
- c) Serve as fiduciary agents of the organization and provide budget approval and audit reviews
- d) Support fundraising efforts
- e) Provide overall governance to the organization
- f) Provide policy guidance
- g) Serve on committees or workgroups as requested by the President
- h) Hire and evaluate the SARAH Executive Director
- i) Ensure uniform application of bylaws and adopted guidelines to all members of the Board
- j) Hold themselves and other members of the board accountable for the success of the organization
- k) Board members agree to give SARAH an annual monetary contribution—or to get an equal or greater contribution from another source
- l) Consider and approve actions regarding CoC strategies, funding allocations, funding awards, grant management, and grant performance

Section 4.02 Number of members. The SARAH Board of Directors shall consist of 17 members. Voting Directors may not be affiliated with an entity that receives funding through the HUD Continuum of Care Program to avoid any perception of conflict of interest. City and County Law Enforcement Seats will not be considered affiliated with HUD CoC Funding based on grants held by other departments in government. Seven of the Directors are appointed, and ten of the Directors are elected by the membership of the Board of Directors who are qualified to vote, as follows:

- a) Seven Directors are appointed from each of the following categories:
 1. Chamber of Commerce Director: Appointed by the San Antonio Chamber of Commerce (1 Seat)

2. City of San Antonio Government Director: Appointed by the City Manager (1 Seat)
3. Bexar County Government Director: Appointed by the County Manager (1 Seat)
4. City Law Enforcement, Judicial, and/or Legal Director: Appointed by the San Antonio Police Department (1 Seat)
5. County Law Enforcement, Judicial, and/or Legal Director: Appointed by the County Sheriff (1 Seat)
6. Healthcare Director: Appointed by the Southwest Texas Regional Advisory Council - STRAC (1 Seat)

School District Director: Appointed by the San Antonio Independent School District (1 Seat)

- b) Ten Directors are elected (with the exception of the Service Provider Directors) from the following categories:

1. Consumer Director: must be currently homeless and receiving services or formerly homeless and represents the perspective of those receiving homeless services and may not be employed by or serve on the board of an agency receiving funding through the CoC (1 Seat)
2. Business/ Corporate Directors: represent the private sector or downtown business interests (2 Seats)
3. Community Advocate Directors: represent Universities, Foundations, Faith-Based Organizations, or Community Leaders with interest in the mission of SARAH (2 Seats)
4. Service Provider Directors: serve via their Active membership in the Membership Council. The Council Chair will serve automatically and the Active Members of the Council will elect one At-Large Director. The Service Provider Directors are Non-Voting (2 Seats)
5. Military/Veteran Director: represent the perspective of a veteran and may not be employed by Veterans Affairs (1 Seat)
6. Housing Association Director: represent affordable housing or bring expertise for housing solutions for people experiencing homelessness (1 Seat)
7. Media/Communications Director: has expertise in mass communications and media. Experience in marketing and messaging to large and small audiences (1 Seat)

Section 4.03 Tenure.

- a) Each elected Director of the Board shall hold office for a two-year tenure and shall hold office until his/her succeeding Director has been elected.
- b) There are no term limits for appointed Directors. Elected Directors shall serve no more than three consecutive two-year terms. Following such service, a person shall not serve on the Board in any capacity for least one year before he/she returns to service on the Board.

Section 4.04 Election of Directors. Elected Directors shall be elected by the Board.

- a) **Procedure for Nominations.** Any eligible individual who wishes to run for an Elected Director position shall submit his/her name to the SARAH Executive Director. The SARAH Executive Director shall determine eligibility of each candidate.
- b) **Procedure for Elections.** The candidate receiving a majority of the votes cast shall be declared Director-Elect. In the event that no candidate receives a majority of the votes cast, the candidate garnering the most votes and the candidate garnering the second most votes shall participate in a runoff election which shall be held at the same meeting. The candidate who receives a majority of the votes cast in the runoff shall be declared Director-Elect. Each voting member may cast as many votes as there are number of director slots to be filled, but may not cumulate the votes, that is, they may not cast more than one vote for any one candidate. The appropriate number of nominees with the highest numbers of votes shall fill open Director Slots. Candidates for Director Positions may run for multiple positions at the same time, provided they meet the eligibility criteria defined in section 5.02.
- c) **Specific Procedure for the 2 Service Provider Directors.** The elected Membership Council Chair will serve on the Board of Directors. The Membership Council will elect one additional Service Provider Director to serve on the Board of Directors. If the Membership Council Chair does not represent an active agency receiving HUD funding through the CoC process, the At-Large Director *must* receive HUD funding from the CoC.

Section 4.05 Removal. An Officer or Director may be removed from the Board for absence or for cause:

- a) **Removal for Absence.** Any Director who misses more than 30% of the Board meetings during the year shall be automatically removed from the Board of Directors. An absence may be excused if related to illness.
- b) **Removal for Cause.** Any Active Member, including a Director or Officer, may submit a request to the Board of Directors for consideration of the removal of an Officer or Director for cause. Removal for cause requires a 2/3's vote of the

Board. Cause is included, but not limited to: Fraud, Conflict of Interest, Personal Conduct, or Failure to Perform Duties.

Section 4.06 Vacancies. For elected Directors, any vacancies on the Board shall be filled by a majority vote of the Directors. For appointed Directors, vacancies should be re-appointed by the person identified in section 4.02(a). The person filling the vacancy shall serve until the end of the term of the director who they are replacing and the unexpired term shall count as one term.

Section 4.07 Place of Meetings. Regular meetings of the Board shall be held at an appropriate location chosen by the President or a majority of the Board. The frequency of regular meetings shall be decided by the Board, however, there shall be no less than one (1) regular meeting each calendar year.

Section 4.08 Special Meetings. Special meetings may be called by the President or SARAH Executive Director with the approval of one other Officer to conduct Board business. If the President or SARAH Executive Director is unavailable, the next senior officer may call a special meeting, with the approval of one other officer, to conduct the Board business.

- a) **Notice.** Notice of any special meeting of the Board of Directors must be provided at least five (5) days prior to such meeting by written notice delivered personally, or sent by mail, e-mail, facsimile, or other appropriate electronic means to each Director. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with proper postage prepaid. If notice is given by e-mail, facsimile or other electronic means, notice will be deemed to be delivered when there is a successful transmission of the notice.
- b) **Waiver of Notice.** Whenever notice is required to be given under Section 4.08, waiver of notice, in writing and signed by the person entitled to such notice will be deemed equivalent to giving notice whether before or after the required time of notice. Appearance at any meeting shall also constitute waiver of notice unless the appearance is made to contest proper notice. All such waivers will be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.09 Quorum, Proxy & Voting.

A majority of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board. A Board member may appoint a proxy. This action must be sent to the Secretary of the Board and SARAH staff, that identifies the proxy by name, prior to the Board Meeting. An email notification is sufficient. The named proxy will serve in full capacity for voting and attendance purposes. This privilege is offered to both elected and appointed board members. If a quorum is not present at any meeting, the Board of Directors may conduct a meeting in order to share information, receive reports from committees, make decisions concerning any activities of SARAH, but may not act in reference to budget decisions, or removal and replacement of officers or directors.

Section 4.10 Manner of Acting. The consensus of the directors present at a meeting at which a quorum is present will be the act of the 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 Roberts Rules of Order.

Section 4.11 Alternative Meetings. The Board of Directors may meet by telephone or conference call respecting the above requirements for a quorum and for voting.

Section 4.12 Action without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors will individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent will have the same force and effect as the unanimous vote of such directors.

Section 4.13 Merger; Consolidation; 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 of the property and assets of the Corporation otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/3) of the number of directors of the Corporation.

Section 4.14 Fees and Compensation. Directors and members of committees of the Board of Directors and members of other committees, may not receive any compensation for their services or reimbursement of expenses except where it is determined to be in good faith and in the best interest of the Corporation where such service is in conformity with the purposes of the Corporation and reimbursement is reasonable as may be fixed by resolution of the Board.

ARTICLE 5 OFFICERS

The Board of Directors shall have four Officers (President, Vice President, Secretary and Treasurer) who shall be elected by the Board, which election shall follow the same procedures set forth in Section 4.04 above. In addition to the duties specified below, officers will perform all other duties customarily incident to their offices and as instructed by the Board of Directors.

Section 5.01 President. The President is in charge of 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 Board of Directors except in those instances in which that responsibility is assigned to another person by the Board of Directors. The President, along with the SARAH Executive Director, may execute any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized and may accomplish such either individually or with the Executive Director, Secretary or Treasurer.

Section 5.02 Vice President. The Vice President is the secondary officer of the organization. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions of the President.

Section 5.03 Secretary. The Secretary is the third officer in seniority. The Secretary ensures that all notices are given in accordance with the provisions of these Bylaws, and serves as the custodian of the Corporation's records. The Secretary will review meeting minutes. The Secretary shall serve as Chair of the nominations committee.

Section 5.04 Treasurer. The treasurer is the fourth officer in seniority. The Treasurer is the principal accounting and financial officer of the Corporation. The Treasurer shall be responsible for the maintenance and accurate accounting of the books of the Corporation; and will have responsibility of all funds and securities of the Corporation and for receipt and accounting of disbursements. The Treasurer or the Executive Director will prepare statements of accounts on a monthly basis and financial reports as requested by the Board of Directors or officers of the Corporation. The Treasurer may sign with the SARAH Executive Director, the Board President or with the Secretary any contracts, deeds, mortgages, bonds or other instruments. The Treasurer will act as liaison to the SARAH staff for all financial matters. The Executive Director is authorized to sign tax returns required by the Federal government.

Section 5.05 Tenure. Officers shall serve no more than two consecutive two-year terms in the same role. Following such service, Officers may serve in another capacity on the Board of Directors.

Section 5.06 Elections. Elections for Officers of the Board will follow the same procedures for nomination and election as established in Section 4.04 above.

Section 5.07 Removal. Removal of Officers of the Board will follow the same procedures established in Section 4.05 above.

Section 5.08 Disbursements. Only one (1) signature of an Officer or the SARAH Executive Director will be required on checks or similar disbursements, exclusive of contracts, deeds, mortgages, bonds or other similar instruments which shall require two (2) authorized signatures from the Officers (President, Vice President, Secretary, Treasurer) and/or the SARAH Executive Director.

1. Expenses that are outlined in the Board-approved budget may be paid as they incur without further Board approval. All expenses paid will be reviewed as part of the financial report by the Board during the monthly meeting.
2. 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 \$5,000.00 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. Expenses over \$5,000.00 and outside of normal operating costs and/or not outlined in the SARAH budget must be brought before the board for review and approval. All expenses will be reviewed by the Board at the regular monthly Board meeting in the financial report.

ARTICLE 6 MEMBERSHIP COUNCIL

Section 6.01 General Powers. The SARAH Membership Council serves as the primary source of expertise and program implementation for the Board of Directors (“Board”). Responsibilities include providing input, expertise, and council-approved recommendations to SARAH staff and the Board regarding all matters relating to Continuum of Care (“CoC”) responsibilities, policies, and procedures, including but not limited to:

- a) Strategic planning for the CoC
- b) Coordinated entry
- c) Homeless Management Information System (HMIS)
- d) Project compliance
- e) Project ranking
- f) Data quality
- g) Training
- h) Community planning
- i) Resource planning and allocation
- j) Housing Inventory count
- k) Point-In-Time count
- l) Coordination of CoC with other community resources
- m) Establishing workgroups as needed to perform CoC functions
- n) Selects the Service Provider positions on the Board (Membership Council Chair and One At-Large Member)

Section 6.02 Qualifications for Membership. According to the following qualifications, members shall be designated as either an ‘Active’ or ‘Associate’ member (“Member”). Any individual, business, organization or agency, or group (hereinafter any of which will be referred to as “Agency”) wishing to join shall register with the Executive Director of SARAH by submitting a completed membership application.

- a) 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/Bexar County homeless population may be considered for Active Membership. Each Agency will have one vote on the Membership Council.
- b) SARAH Membership will be suspended if unpaid dues become 60 days in arrears. Suspension of an Agency’s membership will prohibit it from voting on

the Membership Council. Once membership is suspended an Agency must both renew/reinstate its membership and bring its account up to date.

Suspension of membership will not affect access to HMIS.

Section 6.03 Active Members.

- a) **Requirements.** Active Members must pay the yearly dues, if any, no later than March of each year in order to maintain membership for that calendar year. Active Members are expected to attend all Membership Council meetings. Active Members are encouraged to maintain membership in at least one committee and participate in CoC activities (ex: Annual PIT Count).
- b) **Registration.** Active Members are required to keep the SARAH staff informed of the physical and e-mail address at which they will receive notice. More than one individual associated with an Active Agency may attend, and participate at any and all meetings. However, if they wish to receive notice of meetings they must provide the SARAH staff with a physical and e-mail address for the purpose of notices.
- c) **Voting.** Each Agency who has met the requirements set out for Active Membership shall have one vote. Failure to meet any requirement of membership shall immediately result in the Agency being disqualified to vote at all meetings until the Agency is reinstated. In all elections, unless otherwise provided for in these Bylaws, a majority of the votes cast shall control. It is the intent that each member Agency has one vote, regardless of the number of participants from that Agency.

Section 6.04 Associate Members. Any Agency who wishes to contribute to the dialogue and activities of SARAH but who is unable to meet the membership requirements (dues, attendance) of Active Membership may register as Associate Members. Individuals who are experiencing homelessness are eligible for Associate Membership. Any other individuals concerned with developing resources and addressing the needs of the San Antonio homeless population and who are not associated in any way with an Agency eligible for Active Membership may be considered for Associate Membership. Associate Members

- a) are non-voting members of the Membership Council;
- b) may attend Membership Council meetings and engage in discussion;
- c) may participate in other activities unless limited by the Board of Directors; and
- d) may participate in a committee with the ability to vote on decisions made within the committee.

Section 6.05 Membership Council Meetings. Membership Council meetings will be held at least quarterly. It is expected that committee meetings and workgroups will occur more frequently.

- a) Special Meetings - Special meetings may be called by the Membership Council Chair, Board President, or SARAH Executive Director at any time that he or she deems that a vote of the Membership Council is required, by providing members with five (5) days' notice prior to such meeting by written notice delivered personally, or sent by mail, email, facsimile, or other appropriate electronic means to the address provided by each.
- b) Informal Meetings - The Membership Council Chair, Board of Directors President, or SARAH Executive Director may from time to time call informal, non-voting, non-required meetings for the purpose of distributing information, or for specific training opportunities.

Section 6.06 Membership Council Leadership. The Membership Council leadership will consist of a Chair, Vice Chair, and Secretary for a two-year term elected from the Active Membership of the Membership Council. Elections for the positions will be held every two years with no officer serving more than three consecutive two year terms. Upon election, the Chair will assume a nonvoting position on the Board of Directors. In addition, the Membership Council will select one individual from the Active Membership to serve as a nonvoting member of the Board of Directors. This individual must be employed by an agency receiving CoC HUD funding if the Chair represents a non-CoC HUD funded agency.

Section 6.07 Dues. The amount of dues, if any, shall be determined by a majority vote at the first meeting held during the calendar year. The Membership Council may vote to waive all or part of the dues of any member, upon their own motion or at request of a member.

ARTICLE 7 COMMITTEES AND WORKGROUPS

Section 7.01 Standing Committees. Committees are chaired by SARAH staff to solicit input from the membership on policy and planning decisions. SARAH staff maintains the following standing committees of the Membership Council:

- a) Performance Committee – This committee will be responsible for ongoing follow-up with grantees to make sure they are successful in achieving intended program and system performance outcomes. The Performance Committee will cover the process of rating and ranking grantees, focusing on ensuring that the rating and ranking process is fair and objective.
- b) Point-in-Time Count Committee – The Point in Time Count Committee supports the Annual Point in Time Count of the homeless population (sheltered and unsheltered) of San Antonio/Bexar County.
- c) HMIS Development and Implementation Committee – The HMIS Committee will provide input and approve a privacy plan, security plan, and data quality plan for the HMIS. The committee will also ensure consistent participation, that the

HMIS is administered in compliance with requirements by HUD, and use HMIS data to better serve the homeless population.

d) Coordinated Entry Committee - This committee provides input on the CoC's Coordinated Entry Process.

Section 7.02 Workgroups. The SARAH Membership Council may, by resolution, create any other standing or temporary workgroups as the Council deems necessary to fulfill the purpose of SARAH. Upon creation of any workgroup, the Membership Council will elect an initial Chairperson to organize the workgroup, and such workgroup may meet as often as necessary to fulfill its designated purpose. The workgroup may be chaired by SARAH staff or any agency member of SARAH. The chairperson shall be responsible for encouraging representation within their respective workgroup. There is no term limit for a workgroup chair.

Section 7.03 Committee and Workgroup Meetings. Each committee or workgroup may meet as often as necessary to fulfill its designated purpose.

Section 7.04 Terms of Office. There are no term limits with respect to committee and workgroup membership.

Section 7.05 Committee and Workgroup Rules. The committees and workgroups may adopt rules not inconsistent with the provisions of these Bylaws. Unless otherwise provided in the resolution of the Membership Council, a majority of the workgroup or committee members will constitute a quorum. Each committee or workgroup will, to the extent possible, act through consensus. Failing consensus, the vote of a majority of the committee or workgroup members present, assuming a quorum, shall constitute the act of the committee or workgroup.

ARTICLE 8 AMENDMENTS AND REVISIONS

Section 8.01 Power to Amend Bylaws. The Bylaws of SARAH may be amended, and/or repealed, or new Bylaws may be adopted by the majority vote of the Board of Directors. Any repeal and/or amendment of a Bylaw shall be maintained by SARAH staff and made available upon request.

Section 8.02 Notice of Amendment in Writing. Proposed amendments to these Bylaws must be in writing and sent to the Board of Directors at least five (5) days in advance of the general or special membership meeting.

ARTICLE 9
DUTIES OF THE BOARD OF DIRECTORS

Section 9.01. General. The duties of the Directors of the Board, and of any committee of the Board on which s/he serves, 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:

- a) One or more officers of SARAH or the SARAH staff whom the Director believes to be reliable and competent in the matters presented;
- b) 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
- c) 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 9.03, a person who performs the duties of a Director in accordance with the above will have no liability based upon any failure or alleged failure to discharge that person's obligations as Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which SARAH, or assets held by it, are dedicated.

Section 9.02. 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 9.03. Self-Dealing Transactions. Except as approved in Section 9.04 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 9.04 herein, in good faith and without unjustified favoritism.

Section 9.04. Approval. The 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 Board of Directors, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the majority of the Directors then in office, provided that a quorum is present, and the presence of the interested Director can be counted for purpose of the quorum but such Director's vote will not be counted for the matter at hand.

Section 9.05. 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 9.05.

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 10 RECORDS AND REPORTS

Section 10.01. 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 10.02. 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 Board of Directors, and committees of the Board of Directors; and a record of each Director and Officer's name and address, and such record keeping shall be the obligation of the Secretary and the Treasurer of SARAH. All such records will be kept at such place or places designated by the 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 SARAH 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 SARAH.

Section 10.03. Annual Reports. The Board of Directors will cause an annual report to be sent to all Directors of the SARAH, within 120 days after the end of the SARAH's fiscal year, containing the following information:

- a) The assets and liabilities, including the trust funds, of the SARAH at the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The revenues or receipts of the SARAH, both unrestricted and restricted for particular purposes, for the fiscal year; and
- d) The expenses or disbursements of the 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 were prepared without audit from the books and records of SARAH.

ARTICLE 11 FISCAL YEAR

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

ARTICLE 12 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 so far as is reasonable and possible (i) the remainder of these Bylaws will be considered valid and operative, and (ii) effect will be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF THE SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the SARAH, and the above Bylaws, are the Bylaws of the Corporation as adopted by the Board of Directors on December 6, 2005, and approved by the membership on December 15, 2005, and amended on April 6, 2006, July 23, 2009, July 12, 2012, August 27, 2015, and **March 3, 2016** and that they have not been amended (except for correction of the name in 11-06) or modified since that date.

Secretary



March 3rd, 2016 Meeting

1. All members wishing to run for an officer position will sign in under the appropriate category (Chair, Vice Chair, Secretary, At-Large Board Member). If you registered ahead of time, your name should already appear on the list. Members are encouraged to run for more than one category if they are interested.
2. The current SARAH Board President will preside over the meeting to elect Officers of the Membership Council. The Membership Council officer terms will take effect at the next SARAH Board Meeting
3. The Membership Council will be established: Every SARAH Member will identify one person to represent their agency on the Membership Council. This member will be responsible for voting for Membership Council Officers. The SARAH Administrative Assistant will document the representative for each agency.
4. SARAH Staff will review the Membership Council Guidelines with the newly established Membership Council.
5. **CHAIR:** Once the Membership is established, voting will begin for the Chair of the Membership Council. Every agency representative is eligible to run for Chairperson. Every person running for an officer position should speak to the group for two minutes. The Chair will also serve as an Ex-Officio member of the Board of Directors.
6. **VICE CHAIR:** Once the Chair is selected, the floor will be open for additional nominations for Vice Chair before voting takes place.
7. **SECRETARY:** Once the Vice Chair is selected, the floor will be open for additional nominations for Secretary before voting takes place.
8. **AT-LARGE BOARD MEMBER:** Once the Secretary is selected, the list of candidates running for At-Large Board Member will be edited and the floor will be open for nominations. **If the Chairperson selected is NOT part of an agency that receives HUD Continuum of Care (CoC) funding, then any At-Large candidates NOT part of a CoC funded Agency will be disqualified.**



MEMBERSHIP COUNCIL GUIDELINES

The following shall serve as procedures for the Membership Council of the South Alamo Regional Alliance for the Homeless (SARAH).

These procedures comply with the Bylaws effective March 29th, 2016.

Responsibilities

The SARAH Membership Council serves as the primary source of expertise and program implementation for the SARAH Board of Directors.

Responsibilities include providing input, expertise, and council approved recommendations to the SARAH staff and Board of Directors regarding all matters relating to CoC responsibilities, policies, and procedures, including but not limited to:

- Input regarding Direction and Strategic Planning for the CoC
- Coordinated Entry
- HMIS
- Project Compliance
- Project Ranking
- Data Quality
- Training
- Community Planning
- Resource Planning and Allocations
- Housing Inventory Count
- Point-In-Time Count
- Coordination of CoC with other community resources
- Establish workgroups as needed to perform CoC functions
- Selects the Service Provider Board positions (must meet board criteria)

Membership

- Every member agency of the South Alamo Regional Alliance for the Homeless may appoint one individual to serve on the Membership Council.
- Every member agency is required to pay appropriate dues. If payment is not received by SARAH, voting rights on the Membership Council will be suspended until dues are up-to-date. Dues must always be paid by March 31st of every year.



Officers of the Membership Council

There will be three officers of the Membership Council – Chairman, Vice Chairman, and Secretary. These positions will be filled by a vote of the Membership Council Representatives (appointed by their agency).

Term of Officers

The terms of officers are defined by the By-Laws. Terms are two years, with a three-term limit.

Statutory Officers to be Elected

The following statutory positions shall be elected, in the following order:

Chair – The Chair will preside at all meetings of the Membership Council. Subject to the direction of the Membership Council, the Chair shall give oversight to the development of policies and execution of the policies and programs of the Continuum of Care. The Chair of the Membership Council will also serve as an Ex Officio, non-voting member of the SARAH Board of Directors, and will provide advisement on behalf of the Membership Council to the Board of Directors on decisions impacting the Continuum of Care.

Vice Chair – The Vice Chair will preside over meetings of the Membership Council in the absence of the Chairman and assist the Chair and the Membership Council on matters as requested. The Vice Chair may run for the At-Large Board of Directors seat, but will not automatically be appointed.

Secretary – The Secretary will approve and maintain all meeting minutes of the Membership Council. The Secretary will perform duties incident to the office of the Secretary and such other duties as may be assigned by the Chair or Membership Council. The Secretary may run for the At-Large Board of Directors seat, but will not automatically be appointed.

At-Large Board Member – The Membership Council will vote for one member to serve as a non-voting, advisory role of the SARAH Board of Directors. This position **MUST** be filled by a HUD Continuum of Care funded agency **IF** the Chair selected is a non-HUD CoC recipient. This ensures that the HUD Continuum of Care funding recipients have at least one expert to advise to the Board on matters relating to the CoC program.

Members are encouraged to run for more than one category if they are interested. **Note: Members wishing to run for the At-Large Board position may be disqualified if a Chair is elected that does not receive HUD CoC funding.**



Committees and Workgroups

SARAH (CoC Lead Agency) will establish committees and the Membership Council will establish workgroups:

Committee – A Committee is chaired and organized by a SARAH staff member. Meetings are typically held monthly. Examples of Committees are:

- HMIS Committee
- Coordinated Entry Committee
- PIT Committee
- Performance Committee

Workgroup – A workgroup is chaired by a representative of the Membership Council or agency staff. Workgroups may meet monthly, or less frequently. Workgroups will typically be focused on a project with a completion date. Examples of Workgroups are:

- Ending Veteran Homelessness Workgroup
- Chronic Homelessness Workgroup

Meetings

The Membership Council is required to meet at least quarterly, but may meet more frequently.