

**BYLAWS OF THE CLEVELAND/CUYAHOGA COUNTY
OFFICE OF HOMELESS SERVICES
ADVISORY BOARD**

**ARTICLE I
LEGAL STATUS AND PURPOSE**

The creation of the Cleveland/Cuyahoga County Office of Homeless Services (OHS) Advisory Board was provided by an agreement between the City of Cleveland and the Board of County Commissioners on May 26, 1992 pursuant to the Ohio Revised Code Section 307.15. The OHS Advisory Board shall be the governing body of the Cuyahoga County Continuum of Care (CoC) in accordance with the Governance Charter of the CoC.

**ARTICLE II
MISSION AND GOALS**

The goals of the Advisory Board as stated in the Board's Mission and Goals Statement are consistent with the Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act and the priorities of the U.S. Interagency Council on Homelessness (USICH) as follows:

1. To assist the Office of Homeless Services (OHS) to reduce and end homelessness through advocacy, policy review, priority setting, coordination, and the alignment of community resources.
2. Facilitate interagency and intergovernmental cooperation, and promote private sector collaboration and participation.
3. Clarify and prioritize the goals of the Cleveland/Cuyahoga County Continuum of Care.
4. Identify and review local, state, and federal public policy issues impacting individuals and families experiencing homelessness.
5. Develop financial priorities for the distribution of public funds, and influence the distribution of private funds.
6. Establish criteria to monitor and evaluate delivery of services.
7. Develop avenues to communicate concerns regarding policy issues.

**ARTICLE III
MEMBERSHIP**

Section I: Representation. The Advisory Board shall be broadly based with representation from all sectors of the community, in compliance with the HEARTH Act, 24 CFR Subpart B, 578.5 -7. The HEARTH Act requires that the governing body of the CoC be comprised of “relevant” organizations and provides examples of what is considered “relevant organizations”. This list includes, but is not limited to, the following: nonprofit homeless assistance 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, law

enforcement, and organizations that serve veterans. The only required category of representation is a homeless or formerly homeless person.

Section II: Board Composition. The Advisory Board shall be composed of a minimum of 25 and a maximum of 27 members. The Advisory Board membership shall consist of 20-22 standing seats and 5 at-large seats.

STANDING/DESIGNATED SEATS

The standing/designated seats will be:

- a. Two Cuyahoga County representatives to be recommended by the County Executive from the following County Departments and Offices: Children and Family Services, Employment and Family Services, Development, Health, Office of Re-entry, Senior and Adult Services, and Law Enforcement.
- b. One representative of Cuyahoga County Council appointed by the President of Council who is either a County Council member or staff person.
- c. Two City of Cleveland representatives to be recommended by the Mayor from the following City Departments: Community Development, Health, Office on Aging, Public Safety/Law Enforcement, and Minority Affairs.
- d. One representative of Cleveland City Council who is either a City Council member or a staff person.
- e. One representative from Cuyahoga Metropolitan Housing Authority.
- f. One representative from the Veterans Administration.
- g. One representative from the Alcohol Drug Addiction and Mental Health Services Board
- h. One representative from the Cleveland Metropolitan School District Basic Education for Homeless Children and Youth Act activities.
- i. One representative from Care Alliance Health Center, the federally-funded Health Care for the Homeless grantee (HRSA 330 (h))
- j. One representative from the Northeast Ohio Coalition for the Homeless.
- k. Two to Four persons who are presently homeless or have previously experienced homelessness.
- l. Six persons selected by providers who receive any CoC targeted funding.

AT-LARGE SEATS

Five at-large seats will be filled by persons who have skills, expertise or influence that can help achieve the goals of the CoC, and are not staff members of a recipient of CoC funds, from the following examples but not limited to:

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| a. Housing Agency | m. Development/Cognitive Disability Agency |
| b. Behavioral Health Care | n. Regional Transit Authority |
| c. Non-profit Housing Developer | o. Victim Service Provider |
| d. Community Development Corporation | p. Legal |
| e. Health Care Provider | q. Local Governmental Units |
| f. Faith Based Group | r. Higher Education |
| g. Advocacy Group | s. Law Enforcement |
| h. Philanthropy | t. Reentry |
| i. Youth Serving Agency | |
| j. Employment Agency | |
| k. HIV/AIDS Provider | |
| l. Senior Services | |

Section III: Terms of Service. All Advisory Board members shall be elected for a board term of three (3) years. Advisory Board members may be elected to any number of additional three (3) year terms. For the first Advisory Board to be elected upon approval of these Revised By-Laws there will be a staggering of terms with one-third (1/3) of the board members to be elected to a two year term, one-third (1/3) elected to a three year term, and one-third (1/3) elected to a four year term. All subsequent terms shall be three (3) years.

- Standing/designated members shall be recommended by designating authority in consultation with the Governance Committee for election to the board.
- All At-large members shall be recommended by the Governance Committee for election to the board.

Section IV: Proxies. A member of the Advisory Board may designate one person as a proxy to represent him/her/ the seat, to attend and vote at Advisory Board meetings, by notifying the Co-Chairs in writing prior to the meeting(s) that the Proxy will attend. If a proxy is designated, the same person should be the proxy representative for any future Advisory Board meetings, when necessary.

Section V: Vacancies. Vacancies will be filled as follows:

- Designated members-
 - The Designating Authority will be responsible for designating another representative to be elected to fill a vacant seat, whether at the end of a term or during a term;
- Elected members –
 - Any elected member unable to fulfill a term may recommend another person from their own membership category to be elected to fill the remaining time of the term. At the end of the term, a member would be identified through the nomination/election process described in Article IV, Section II.

ARTICLE IV SELECTION AND REMOVAL OF MEMBERS

Section I: Designation Process. No less than eight weeks prior to the month in which a new Advisory Board term is to begin, designating authorities will be contacted in writing by Governance committee to meet and determine the designees recommendation to the Advisory Board. Designating authorities in consultation with the Governance Committee may either recommend the current designee or recommend another designee. Appointees will be contacted to determine their willingness and ability to serve. If willing and able, the appointment will be ratified at the beginning of the term of office. If not willing or able, the appointing authority will be contacted and asked to select a new appointee.

Section II: Nomination and Election Process for At-Large seats. No less than eight weeks prior to the month in which elected terms begin, the Governance Committee, shall determine whether current at-large Advisory Board members will be recommended for a subsequent term or will circulate a "Call for Nominations" to organizations and parties deemed appropriate. The "Call for Nominations" will:

- set forth the criteria for nomination to the Advisory Board,
- set a deadline for the receipt of said nominations.

Advisory Board members may recommend nominees to the Governance Committee.

The Governance committee will:

- develop a screening process

- interview selected candidates to evaluate their willingness and ability to serve;
- prepare brief synopses of the candidates' qualifications for the Board; and
- recommend a slate of candidates to the Board for election.

The Governance Committee will provide in writing the full list of names of those who applied for Advisory Board membership, as well as a slate of recommended candidates no later than two weeks prior to the next regularly scheduled meeting at which the vote for electing members will be taken.

Section III: Removal. Failure to attend three (3) consecutive Advisory Board meetings without excused absences may be grounds for removal. If the member is a designee to the Board, the designating authority and the designee will be notified in writing after two (2) unexcused absences that three (3) consecutive unexcused absences is grounds for removal. If the member is an at-large member of the Board, the member will be notified in writing after two (2) unexcused absences that missing three (3) meetings constitutes grounds for removal.

At the next regularly scheduled meeting, the Advisory Board will take action that may include voting to remove. If removed, the member, and appointing authority if applicable, will be notified. If either an at-large or designated member must be replaced the process will follow the appropriate procedures described in Article II Section V above.

ARTICLE V

OFFICERS AND COMMITTEES

Section I: Officers. The Advisory Board shall elect two co-chairpersons from among its members. The Advisory Board will annually elect one of the co-chairpersons for a two year term. A Co-Chair may serve for no more than two consecutive two year terms. To insure staggered terms, for the initial election of co-chairs, one will be elected for a one year term and one for a two year term, with subsequent terms being two years.

Section II: Responsibilities of Officers. The Co-Chairs will serve as leaders of the Office of Homeless Services Advisory Board and at least one Co-Chair will represent the Board in all public venues. The Co-Chairs will convene Advisory Board meetings for the purpose of fulfilling the Board Responsibilities stated in the Cuyahoga County Continuum of Care Charter Section C.

Section III: Committees.

The Advisory Board shall have four standing committees and additional ad hoc committees and work groups as deemed necessary. The four standing committees with respective roles are as follows:

- 1) Executive Committee
- 2) Emergency Solutions Grant (ESG) Committee
- 3) Review & Ranking Committee
- 4) Governance Committee

- a) The Executive Committee shall be comprised of the co-chairs of the Advisory Board and the co-chair(s) of the ESG Committee, the co-chair(s) of the Governance Committee and the co-chair(s) of the Review & Ranking Committee.

The role of the Executive Committee is to:

- serve in an advisory capacity to the Office of Homeless Services staff between Advisory Board meetings,

- identify issues for deliberation by the Board as a whole,
 - vote on matters that require immediate resolution between regularly scheduled Advisory Board meetings;
 - Determine bi-monthly meeting and special meeting agendas
- b) The ESG Committee shall be comprised of Advisory Board members and general CoC members. The Committee co-chairs, at least one of whom must be a Board member and the voting members of the committee will be appointed by the Advisory Board Co-Chairs.

The **role** of the Committee is to

- Establish ongoing CoC oversight and input for ESG Program implementation
 - Review ESG best practices and support the implementation of the same,;
 - Review policies and standards and submit as necessary proposed changes to the Advisory Board
 - Help evaluate program effectiveness and report program outcomes to the Advisory Board.
- c) The Review & Ranking Committee shall be comprised of Advisory Board members and other CoC members who are free of conflicts of interests related to the work of the Committee. The Committee co-chairs, at least one of whom is an Advisory Board member and the voting members of the committee will be recommended by the OHS staff and voted in by the Advisory Board.

The role of the Review and Ranking Committee is to:

- Develop a transparent, objective and fair project review process for the HUD NOFA process;
- Submit the proposed process to the Advisory Board for approval;
- Review renewal, new, and Bonus project applications for the annual NOFA process
- Develop and submit to the Advisory Board, recommendations about project acceptance or rejection, reallocations, and ranking for the NOFA application.

- d) The Governance Committee shall be comprised of members of the Advisory Board who are not up for re-election. The Committee co-chairs will be appointed by the Advisory Board Co-Chairs.

The role of the Committee is to:

- Assure there is sufficient and appropriate Advisory Board membership
- Assure Advisory Board and the CoC compliance with Governance requirements
- Complete the work of nominations to the Advisory Board as defined in Article IV, Section II above.

- e) Additional Committees: The Board may establish additional committees/work groups for specific purposes, chaired by a member of the Advisory Board and open to general CoC membership. The membership, role, and specific tasks of these work groups/committees will be defined by the Advisory Board and included in the Advisory Board Minutes.

Section IV: General Committee Responsibilities.

All committees are responsible for the following:

- Recruiting members
- Acting as a conduit for information sharing between the Advisory Board and CoC membership
- Establishing procedures as directed by the Advisory Board
- Recording minutes/attendance and providing them for publication
- Ensuring transparency of meetings and processes

**ARTICLE VI
MEETINGS**

Section I: Frequency of Meetings. The Advisory Board shall have a minimum of six meetings in a calendar year, with “Special” meetings on an as-needed basis.

Section II: General CoC Membership Meetings. The Advisory Board will assure that a minimum of two Advisory Board meetings annually meet the requirements to be considered as a CoC Membership meeting as required by the HEARTH Act.

Section III: Notice of Meetings. The staff of the OHS shall provide email notification of all CoC Membership, Advisory Board, ESG, Governance, and Executive Committee meetings, through distribution via the OHS email list serve. In addition, the CoC Membership Meetings Calendar will be posted on the OHS website, <http://ohs.cuyahogacounty.us> by January 3rd of each year. The location and time of the meetings will be included on the OHS website. Notice of any “Special” meetings shall be distributed at least seven (7) days prior to the meeting and in the same manner as provided herein for all meetings.

Section IV: Quorum. The presence of a majority of the Advisory Board members shall constitute a quorum. The Board shall conduct business only if a quorum is present.

Section V: Open Meetings. The Advisory Board Meetings are open to the CoC members and non CoC members.

Section VI: Action without a Meeting. Any action that may be taken at any meeting of the Advisory Board may be taken without a meeting if that action is approved in writing (e.g. letter, email) by a majority of all Advisory Board members who would be entitled to vote at a meeting held for such a purpose. The outcome of the Vote will be communicated to all Advisory Board and CoC Members through email and web posting.

Section VII: Conflict of Interest:

- A representative having a conflict of interest or a conflict of responsibility on any matter shall refrain from voting on such matter. Members of the OHS Advisory Board will sign a Conflict of Interest policy statement annually.
- No member of the Continuum will participate in the review, ranking, selection, or award of any grant funds in which they have a financial or oversight interest; or in which any member of their immediate family (such as parent, sibling, child, or person with whom they cohabit) has a financial oversight or interest.
- Members of the CoC will disclose potential conflicts of interest that they may have regarding matters that come before it in full session at the Advisory Board or in a work group.

**ARTICLE VII
RULES OF ORDER**

Section I: Whenever not in conflict with these Bylaws the deliberations of the Advisory Board shall be governed by Revised Roberts Rule of Order.

**ARTICLE VIII
AMENDMENTS**

Section I: The Bylaws will be reviewed at a minimum, every 5 years. The Bylaws may be amended, altered, or repealed by majority vote of the Advisory Board at a meeting of which a quorum is present, provided written notice of the proposed action has been given in the notice of the meeting.