

**CENTRAL FLORIDA CONTINUUM OF CARE, INC.
ORGANIZATIONAL GOVERNANCE CHARTER AND BYLAWS**

**ARTICLE I
IDENTIFICATION**

1.1 Name.

The name of this corporation shall be the Central Florida Continuum of Care, Inc. (hereinafter, the “CoC”), d/b/a Central Florida Commission on Homelessness (“CFCH”).

1.2 Definitions.

For purposes of these Amended and Restated Bylaws (hereinafter “Bylaws”):

- a. “The Act” means the McKinney-Vento Homeless Assistance Act, as amended by P.L. 107-110 and S.896, The Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act of 2009, and as may be further amended.
- b. “HUD” means the U.S. Department of Housing and Urban Development.
- c. “DCF” means the Florida Department of Children and Families.
- d. “CoC Interim Rule” means 24 CFR Part 578, as may be amended or superseded, together with applicable sub-regulatory guidance issued by HUD.
- e. “ESG Interim Rule” means 24 CFR Part 576, as may be amended or superseded, together with applicable sub-regulatory guidance issued by HUD.
- f. “Coordinated entry system” or “CES” means the centralized or coordinated process described in §578.7(a)(8) of the CoC Interim Rule and used by the Central Florida CoC to coordinate program participant intake assessment and provision of referrals to housing and services.
- g. “Local jurisdictions” means the jurisdictions of Kissimmee (HUD geographic code 121572), Sanford (HUD geographic code 122754 Orlando (HUD geographic code 122292), Osceola County (HUD geographic code 129097), Seminole County (HUD geographic code 129117), and Orange County, Florida (HUD geographic code 129095).
- h. “Applicant” means a corporation or unit or instrumentality of government that is selected to apply for and, if approved, receive funding through a grant or other resource allocation process administered by the CoC.
- i. “Project” means a group of eligible activities, such as a permanent supportive housing program, rapid rehousing program, an outreach program, or HMIS activity, where such programs or activities have been identified in an application to HUD or other funding source administered by the CoC.
- j. Terms defined in the CoC Interim Rule or ESG Interim Rule but not otherwise defined in these Bylaws shall have the same meanings as defined therein.

1.3 Geographic Coverage Area.

The geographic coverage area for the CoC shall include Orange County, Osceola County, and Seminole County, along with all of their constituent municipalities, including but not limited to, the City of Kissimmee, the City of Orlando, and the City of Sanford (hereinafter “CoC Coverage Area.”)

1.4 Nature of the CoC.

The CoC is a collective composed of individuals and representatives of organizations, including but not limited to, homelessness assistance providers, victim service providers, faith-based organizations, organizations that serve veterans, homeless youth providers, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, colleges and universities, affordable housing developers, law enforcement agencies, employers, employment and training providers, children’s services organizations, homeless and formerly homeless persons, and representatives from other disciplines and sectors identified by HUD, DCF, or jurisdictions within the CoC Coverage Area, to the extent that these groups are represented within the CoC Coverage Area and are available to participate.

1.5 Place of Business.

The principal place of business and other offices deemed necessary for the transaction of business shall be located in such other places as may be determined by the Operating Board of the CoC (hereinafter “Operating Board”), except that the principal place of business shall be located within the CoC Coverage Area. The Operating Board shall provide notice of any changes to these locations to the CoC membership as defined in these Bylaws.

1.6 Organizational Year.

The organizational year (hereinafter “Organizational Year”) for the CoC shall run from July 1 to June 30.

1.7 Governance.

- a. The CoC shall be governed by its articles of incorporation, these Bylaws, and any policies that may be adopted by the Operating Board and incorporated by reference herein from time to time (collectively hereinafter “Governing Documents.”) To the extent that any such policy or portion thereof is determined to be in conflict with these Bylaws or the articles of incorporation, these Bylaws shall control. To the extent that any provision of these Bylaws is determined to be in conflict with the articles of incorporation, the articles of incorporation shall control.
- b. As of March 13, 2017, the Governing Documents of the Corporation superseded the Amended and Restated Central Florida Continuum of Care Governance Charter (adopted 9/6/16) as the governance charter required pursuant to §578.7 of the CoC Interim Rule,

except that all actions taken under the auspices of the CoC prior to such effective date shall remain in full force and effect to the extent allowed by law, any conflict between such prior actions and the Governing Documents notwithstanding.

- c. As of November 1, 2019, CoC shall have a CFCH Leadership Council that sets overall policy regarding priorities for CoC and an Operating Board to carry out such policies and manage the affairs of the CoC.

ARTICLE II ORGANIZATIONAL PURPOSE AND POWERS

2.1 Mission.

The purpose of the CoC shall be to organize a region-wide response and commitment to the goal of ending homelessness within the CoC Coverage Area, to maximize the availability of and optimize the use of available resources to that end, and to plan for the development and implementation of a comprehensive and integrated system of housing and services.

2.2 Primary Functions and Responsibilities.

The primary functions and responsibilities of the CoC are to:

- a. Determine service and housing priorities to promote the optimal use of limited resources across the CoC Coverage Area;
- b. Identify service- and housing-related needs and gaps in the homeless assistance delivery system and develop or assist in the development of mechanisms to most effectively address such needs and gaps throughout the CoC Coverage Area;
- c. Promote access to and effective utilization of mainstream (*i.e.*, outside of the homelessness assistance system) benefit programs and resources by homeless individuals and families;
- d. Promote and maximize self-sufficiency among individuals and families experiencing and at-risk for homelessness;
- e. Advise or facilitate planning and funding decisions made within the CoC Coverage Area, including the strategic allocation and coordination of available resources, in support of efforts to assist homeless individuals and families by nonprofit providers, State and local governments, and other stakeholders;
- f. Maintain a diverse and engaged membership that can be mobilized to work in support of the CoC mission as set forth in Section 2.1; and
- g. Perform such other functions and fulfill such other responsibilities as set forth in the Act; the CoC Interim Rule; the ESG Interim Rule; Part VI of Chapter 420, Florida Statutes; and jurisdictional priorities.

2.3 Powers.

The CoC shall have the power, directly or indirectly, alone or in conjunction or in cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the

charitable purposes for which the CoC is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

2.4 Legal Status.

The CoC is organized as a Florida not-for-profit corporation under Chapter 617, Florida Statutes, and shall obtain recognition as a charitable exempt organization under Section 501(c)(3) of the Internal Revenue Code (hereinafter "Code") at the earliest possible date.

2.5 Activity.

a. Exempt Activities Limitation.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this CoC shall take any action or carry on any activity by or on behalf of the CoC that is not permitted for an organization that is exempt from taxation under Section 501(c)(3) of the Code or to which contributions are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the CoC shall inure to the benefit or be distributable to any director, officer, member, or other individual, except that the CoC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation or in these Bylaws.

b. Specific Activities.

The minimum set of specific activities to be performed and responsibilities to be carried out by the CoC, together with any associated requirements, standards, objectives, and structures are set forth herein. This section shall not be construed to preclude the CoC from performing additional activities and carrying out other responsibilities consistent with this Article II or the Articles of Incorporation.

2.6 Lead Agency.

The Operating Board shall designate a lead agency (hereinafter "Lead Agency") to perform or provide for the performance of administrative, clerical, operational, logistical, and technical functions of the CoC as set forth in Article XIII of these Bylaws or as assigned from time to time by the Operating Board. Such provisions or assignments notwithstanding, the Lead Agency shall be responsible for scheduling, staffing, facilitating, reporting, recordkeeping, credentialing, and completing other support functions associated with the performance of any action or duty required or anticipated by these Bylaws.

ARTICLE III
AFFILIATE MEMBERSHIP

3.1 Affiliate Membership Generally.

a. Classes of Affiliate Membership.

The CoC affiliate membership shall consist of two (2) classes: individual affiliate members (hereinafter "Individual Members") and organizational affiliate members (hereinafter "Organizational Members").

b. Individual Members.

Affiliate membership in the CoC as an Individual Member shall be open to any individual who:

- i. Resides or works within the CoC Coverage Area and expresses interest in supporting the goal of eliminating homelessness within the CoC Coverage Area;
- ii. Works in his or her individual capacity or as part of a group or organization that is an Organizational Member; or
- iii. Is currently experiencing or has formerly experienced homelessness in the CoC Coverage Area.

c. Organizational Members.

Affiliate membership in the CoC as an Organizational Member shall be open to any public, quasi-public, or private corporation, organization, or entity that:

- i. Has a physical presence in the CoC Coverage Area and expresses interest in supporting the goal of eliminating homelessness within the CoC Coverage Area; or
- ii. Works in some capacity to directly or indirectly respond to or prevent homelessness in the region.

3.2. Requirements for Affiliate Membership.

- a. Effective April 1, 2017, affiliate membership shall be contingent upon submission to the Lead Agency of a completed membership application approved by the Operating Board.
- b. Neither membership dues nor subsequent submission of membership applications shall be required for affiliate membership, except as described in Sections 3.3 and 3.4 below.

3.3 Membership Unit.

- a. Any Organizational Member shall be considered a membership unit for purposes of these Bylaws.
- b. Applications for affiliate membership submitted by an Organizational Member or its designated representative shall exhaustively list all individuals who participate in the CoC by virtue of or in relation to their employment by, volunteer service for, or other connection with the Organizational Member, except that clients or tenants of the Organizational Member shall not be listed Any such individual shall also be deemed an Individual Member.
- c. Membership applications submitted by an Individual Member shall exhaustively list all Organizational Members for which they serve as employees, volunteers, or contractors, or with which they are otherwise connected.

- d. Each Organizational Member shall be responsible for amending or updating its membership application to reflect the current set of individuals participating in the CoC as set forth in paragraph b.
- e. Each Individual Member shall be responsible for amending or updating their membership application to include an exhaustive list of all Organizational Members with which it is affiliated.

3.4. Expiration of Affiliate Membership.

Any Individual Member who attends fewer than two (2) general membership or advisory committee meetings during any 12-month period will have their affiliate membership revoked. Membership shall be reactivated upon submission of a new membership application that names the individual as an Individual Member or in connection with an Organizational Member.

3.5 Recordkeeping.

- a. The Lead Agency shall maintain a current roster of the names, classes, and statuses of all affiliate members.
- b. Questions regarding affiliate members, their classes, and their connection to one or more membership units may be directed to the Lead Agency.

3.6 Rights of Affiliate Members.

An affiliate member of the CoC shall have the following rights:

- a. The right to participate in all general membership, special membership, and advisory committee meetings of the CoC;
- b. The right to self-identify as a member of the CoC for all non-business purposes;
- c. If an Individual Member, the right to vote on CoC business, if:
 - i. Named by an Organizational Member as a designated voting member; or
 - ii. Not listed by an Organizational Member on its membership application, where the Individual Member:
 - (A) has not indicated affiliation with any Organizational Member on their own membership application, and
 - (B) is not determined to be affiliated with a corporation, organization, or entity that would be an Organizational Member but for its failure to submit a membership application.
- d. The right to hold any elected or appointed office or position in the CoC, if also named by an Organizational Member as a designated voting member; and
- e. The right to have personal information safeguarded and neither shared with nor sold to other organizations or groups without his or her consent.

3.7 Removal of Affiliate Members.

The Operating Board shall reserve the right to deny, suspend, or revoke the affiliate membership of any Individual Member or Organizational Member for cause by a two-thirds (2/3) vote of all sitting members of the Operating Board, provided that the affiliate member receives notice of such proposed denial or revocation along with the specific justification for same, and is afforded the opportunity for an appeal to be considered by the Operating Board. Approval by two-thirds (2/3) of all sitting members of the Operating Board shall be required to overturn a denial, suspension or revocation upon appeal.

3.8 Public Invitation Promoting Affiliate Membership.

The Operating Board, by and through the Lead Agency, shall publicly issue an invitation to all available contacts in the categories listed in Section 1.4 and to the community at-large encouraging participation in the CoC and promoting affiliate membership. Such public invitations shall be issued at least twice in each Organizational Year via post on its publicly identified website, use of email distribution list and/or other method of broad distribution.

ARTICLE IV VOTING MEMBERSHIP

4.1 Voting Membership.

- a. For the purpose of conducting the business of the CoC, each Individual Member in good standing who meets the conditions set forth in section 3.6.c. shall be eligible to be a voting member of the CoC.
- b. Each Organizational Member in good standing may name up to five (5) Individual Members to serve as its designated voting members.
- c. No more than five (5) Individual Members affiliated with a corporation (staff, board, volunteer), regardless of CoC Organizational Member status, may vote.
- d. No employee of or contractor for the Lead Agency may be a voting member of the CoC.

4.2 Powers of Voting Membership.

In addition to any powers elsewhere enumerated herein, the voting membership shall have the right, by a majority of voting members present and voting at any duly noticed membership meeting, to take any of the following actions with regard to any germane matter:

- a. Refer to an advisory committee for study and recommendation;
- b. Forward recommendations for general policymaking for consideration by the Operating Board;
- c. Make an inquiry of or respond to any inquiry by the Operating Board;
- d. Respond to any inquiry by the Operating Board;
- e. Provide information to or respond to any request for information from any external entity;
- f. Take a non-binding position or issue a non-binding statement; and
- g. Elect two (2) representatives to the Operating Board.

4.3 Identification of Designated Voting Members.

- a. The primary method by which an Organizational Member shall identify its designated voting members shall be the CoC membership application, but the identification may also be made or modified in writing subsequent to membership application. The identification of the voting members shall remain effective unless or until specifically revoked by the Organizational Member in writing or the affiliate membership of the individual expires or is revoked, whichever occurs first.
- b. In the event that an Organizational Member has not designated its voting member, the Individual Members who have identified an affiliation with the Organizational Member on their membership applications shall be eligible to vote, except that no more than five (5) such Individual Members may cast a vote on any particular matter of CoC business. It shall be the responsibility of all such Individual Members to collectively reach an agreement as to which of them may vote.

4.4 Vote Stacking Prohibited.

No Individual Member shall have the ability to cast more than one (1) vote on any matter of business before the CoC. Any Individual Member who serves in such a capacity for multiple Organizational Members shall select the Organizational Member on behalf of whom he/she wishes to serve as a designated voting member.

4.5 Voting Processes and Procedures.

- a. The management of all processes and procedures pertaining to votes to be taken by the voting membership, including maintenance of the roster of voting members, shall be the responsibility of the Lead Agency and shall be in accordance with the Membership Approval Policy, which is hereby incorporated by reference.
- b. No additions to or modifications of the roster of voting members shall be made within 7 business days of the day a vote is to be taken on any CoC-related matter.

4.6 Dispute Resolution.

Any dispute regarding a membership vote or voting process shall be settled by the Operating Board based on an evaluation of all available pertinent information collected and compiled by the Lead Agency.

ARTICLE V CFCH LEADERSHIP COUNCIL

5.1 CFCH Leadership Council.

Effective November 1, 2019, the CoC establishes the CFCH Leadership Council (the "Leadership Council") to establish regional priorities regarding strategies, funding, public policy, legislative advocacy, and public relations to address the availability and delivery of housing and services to Central Floridians experiencing homelessness.

5.2 Number.

The Leadership Council shall consist of not less than twenty (20) nor more than forty (40) members.

5.3 Composition.

- a. The membership of the Leadership Council shall consist of:
 - i. The mayor of each of the following municipalities: City of Kissimmee, City of Orlando, and City of Sanford;
 - ii. One (1) member of the board of county commissioners of each of the following counties: Orange County, Osceola County, and Seminole County.
 - iii. One (1) member elected by the CoC Membership.
 - iv. Between thirteen (13) and thirty-three (33) members elected by the sitting members of the Leadership Council.
- b. At least one (1) member must be currently or formerly homeless.
- c. No fewer than eighty percent (80%) of the members must live or work in any of the following counties: Orange County, Osceola County, and Seminole County.

5.4 Method of Election or Appointment of Members.

- a. A Leadership Council member to be appointed from a board of county commissioners may be appointed at any time by its chief executive or the full board, which ever it deems appropriate.
- b. A Leadership Council member to hold the seat identified at Section 5.3.a.iii. shall be appointed by the CoC membership in accordance with procedures adopted by the Operating Board.
- c. Leadership Council members to hold the seats identified in Section 5.3.a.iv. may be appointed by a majority of the sitting members of the Leadership Council present and voting at any duly noticed Leadership Council meeting after the start of the Organizational Year in which a term has expired or a vacancy exists.

5.5 Terms.

- a. For purposes of this section:
 - i. "Regular term" of a Leadership Council member means the two (2)-year period beginning on the first day of the Organizational Year following their appointment or election, and ending on the last day of the next Organizational Year.
 - ii. "Interim term" of a Leadership Council member means the period beginning on the date of their appointment or election, and ending on the last day of the next Organizational Year.
- b. Any Leadership Council member elected or appointed during the last quarter of an Organizational Year shall serve a regular term.
- c. Any Leadership Council member elected or appointed prior to the last quarter of an Organizational Year shall serve an interim term.

5.6 Tenure.

- a. Each Leadership Council member representing a municipality or county shall be appointed for an initial regular or interim term, whichever is applicable, and may be re-appointed for additional regular or interim terms without limitation, except that they must continue to hold their elected office at the time of their reappointment.
- b. Each Leadership Council member holding a seat identified at Section 5.3.a.iii. or Section 5.3.a.iv. will serve for an initial regular or interim term, whichever is applicable, and may be re-elected for up to two (2) additional two (2)-year terms.
- c. Notwithstanding Section 5.5., a member appointed or elected to the Leadership Council for a regular term may assume their seat immediately, if such seat is currently vacant.
- d. All Leadership Council members shall continue to serve until their successors are elected or appointed and qualified, unless the position will not be filled.

5.7 Qualifications of Leadership Council Members Generally.

- a. In order to be eligible to serve as a Leadership Council member, an individual must be at least 18 years of age and a voting member of the CoC in good standing.
- b. Leadership Council members may serve multiple terms in succession, except as restricted by Section 5.6.

5.8 Method of Removal of Leadership Council Members.

a. Appointed Seats.

An appointed Leadership Council member may be removed from their seat for cause by any of the following methods:

- i. By the appointing entity, in the same manner as the appointment was made; or
- ii. By a two-thirds (2/3) vote of the full Leadership Council membership at any duly called Leadership Council meeting, provided that at least a fourteen (14) day notice has been provided to the appointing entity.

b. Elected Seats.

A Leadership Council member elected by the CoC membership may be removed from his or her position for cause by a two-thirds (2/3) vote of the CoC membership present at any duly called general membership meeting, provided that at least fourteen (14) days advance notice has been provided to the voting CoC membership.

5.9 Vacancies.

- a. At the last regular meeting of the organizational year, the sitting members of the Leadership Council shall determine the maximum number of seats identified in Section 5.3.a.iv. that may be occupied during the next organizational year, taking into consideration expiring terms.
- b. A seat on the Leadership Council that has previously been occupied shall be determined to be vacant in the event that individual holding such seat:
 - i. resigns his or her position;

- ii. is removed from his or her position;
 - iii. has three (3) or more unexcused absences from regular Leadership Council meetings within the same organizational year; or
 - iv. is a Leadership Council member whose election or change in status results in a violation of any provision of this article.
- c. In the event that an appointed seat on the Leadership Council is determined to be vacant, the seat may be filled in the same manner as the seat was filled previously.
 - d. In the event that an elected seat on the Leadership Council is determined to be vacant, the vacancy may be filled at any duly called meeting of the Leadership Council, provided that 14 days advance notice has been provided to the electing body.
 - e. A Leadership Council member elected or appointed to fill a vacancy during the first three (3) quarters of the organizational year shall serve an interim term. A Leadership Council member elected or appointed to fill a vacancy during the last quarter of the organizational year shall serve a regular term.

5.10 Compensation for Service on Leadership Council.

Members of the Leadership Council shall receive no compensation for carrying out their duties and responsibilities as set forth in these Bylaws. Leadership Council Members may nevertheless adopt policies providing for reimbursement of members for reasonable expenses incurred in the course of carrying out Leadership Council-related duties and responsibilities.

ARTICLE VI LEADERSHIP COUNCIL OFFICERS

6.1 Elected Officers.

The elected officers of the Leadership Council shall be the Leadership Council Chair, the Leadership Council Vice Chair, and the Leadership Council Secretary.

6.2 Qualifications for Officers.

- a. Officers may serve multiple terms in succession.
- b. No individual may hold two offices simultaneously.

6.3 Election of Officers.

Effective October 2019, Officers shall be elected biennially at the last regular Leadership Council meeting of each Organizational Year. Officers shall be elected by majority vote of the directors who are present and voting.

6.4 Term of Office.

Officers of the Leadership Council shall serve for a term of two (2) years. The term of office shall commence at the beginning of the Organizational Year. Officers shall continue to serve in their positions until their successors are elected and qualified.

6.5 Duties of Officers.

a. Leadership Council Chair.

The Leadership Council Chair shall preside at all Leadership Council meetings, and represent the Leadership Council in all public capacities, except that he or she may delegate or share responsibility for the performance of any such functions with the consent of the Leadership Council. The Leadership Council Chair shall also be the president of the Operating Board.

b. Leadership Council Vice Chair.

The Leadership Council Vice Chair shall serve as the vice-chair of the Leadership Council and, in the absence or incapacity of the Leadership Council Chair, perform the functions of the chair, assist and support the chair, and have such other powers and perform such other duties prescribed by the Leadership Council.

c. Leadership Council Secretary.

The Leadership Council Secretary shall ensure that records and minutes are kept of all meetings of the Leadership Council, take roll and mark the absentees at such meetings, report minutes from the previous meeting, notify committees of their appointments and business, take charge of all Leadership Council documents upon request, sign official documents of the Council upon request, preside over meetings in the absence or incapacity of the chair and vice chair, and serve as parliamentarian.

6.6 Removal from Office.

An individual may be removed from office for cause by a two-thirds (2/3) vote of the members present and voting at any Leadership Council meeting, provided that at least fourteen (14) days advance notice has been provided to the Leadership Council membership that such removal will be considered.

6.7 Officer Vacancies.

a. An office shall be determined to be vacant in the event that the individual holding the office:

- i. resigns his or her position; or
- ii. is removed from office for cause.

b. In the event that a vacancy is determined to exist in any office, with the exception of the office of chair, the Leadership Council members shall appoint a replacement to fill the office for the remainder of the organizational year. In the event of a vacancy in the office of chair, the vice chair shall assume the office of president.

ARTICLE VII
LEADERSHIP COUNCIL COMMITTEES

7.1 Executive Committee.

a. Designation.

There shall be an Executive Committee of the Leadership Council.

b. Number and Qualification.

The membership of the Executive Committee (Leadership Council) shall consist of the chair, the vice chair and the secretary of the Leadership Council, and up to three (3) additional Leadership Council members who are nominated by the chair and approved by the full Leadership Council.

c. Authority.

The Executive Committee (Leadership Council) may act on behalf of the Leadership Council between called meetings in accordance the policies established by the Leadership Council and with such additional authority as may be delegated by the Leadership Council, except in those matters reserved in these Bylaws for determination by the Leadership Council in full.

d. Meetings.

The Executive Committee (Leadership Council) may meet prior to each regularly scheduled Leadership Council meeting, at a time and a place to be determined by the Executive Committee (Leadership Council), or at any other such time as may be necessary, at the call of the Leadership Council Chair or a majority of the Executive Committee membership.

e. Action.

A majority of members of the Executive Committee (Leadership Council) shall constitute the quorum required for transaction of business at any meeting of the Executive Committee (Leadership Council). Action approved by a majority of committee members present and voting at any meeting at which a quorum is present shall be the act of the Executive Committee (Leadership Council), except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Executive Committee (Leadership Council), the members present may adjourn the meeting without notice, other than an announcement at the meeting, to be reconvened when a quorum is present. The Executive Committee (Leadership Council) shall keep regular minutes of its proceedings, which shall be placed into the minutes of the corporation. A report of any actions of the Executive Committee (Leadership Council) shall be made to the Leadership Council at its regularly scheduled meeting.

7.2 Nominating Committee (Leadership Council).

a. The Nominating Committee of the Leadership Council shall be responsible for:

- i. identifying and recruiting new members and officers for the Leadership Council and presiding over the nominating process for each;
- ii. identifying members for the Operating Board that shall represent a particular discipline, constituency, or sector identified by HUD or the CoC membership as defined in Section 1.4;

- iii. In alternate years, beginning in 2021, the Nominating Committee shall present a slate of proposed officers and members of the Leadership Council for the next term for consideration at the annual meeting of the Leadership Council as described herein, and may present a list of proposed Leadership Council officers and members for consideration at any regular Leadership Council meeting, whenever a vacancy exists in any elected office or seat on the Leadership Council, respectively;
- iv. In alternate years, beginning in 2022, the Nominating Committee shall prepare a slate of members of the Operating Board for the next term for consideration at the annual meeting of the Leadership Council as described herein, and may present a slate of proposed members of the Operating Board for consideration at any regular Leadership Council meeting, whenever a vacancy exists in any elected office or seat on the Operating Board, respectively;
- b. The Nominating Committee (Leadership Council) shall have a minimum of three (3) and a maximum of seven (7) members.
- c. The chair of the Nominating Committee must be a member of the Leadership Council and shall be nominated by the Chair of the Leadership Council and approved by the Executive Committee (Leadership Council).

7.3 Standing Committees.

- a. The following five (5) standing committees of the Leadership Council are established to promote, plan, or facilitate the work of the Leadership Council and the attainment of its goals:
 - i. Resource Development;
 - ii. Advocacy, Public Relations, Communication & Policy;
 - iii. Initiatives for At Risk (Precariously Housed);
 - iv. Faith Based Initiatives and Stakeholders; and
 - v. Governance (Leadership Council).
- b. The set of missions of and specific charges to the standing committees of the Leadership Council are hereby incorporated by reference, and may be revised by the Leadership Council from time to time as needed.
- c. Each standing committee shall have a chair appointed by the Leadership Council and may also have a vice-chair appointed by the Leadership Council if deemed necessary by same.
- d. Standing committee members shall be appointed by the Leadership Council and may include Leadership Council members or non-Leadership Council members except that a minimum of twenty percent (20%) of a standing committee's membership must be comprised of Leadership Council members.
- e. All recommendations and policies developed by a standing committee are subject to ratification by the Leadership Council, unless such final decision-making authority is specifically delegated. Any such delegation must be specific in its scope and time-limited.

7.4 Ad-Hoc and Special Committees of the Leadership Council.

The Leadership Council may, by motion adopted by a majority of the members then in office, establish or abolish one or more special or ad-hoc committees that serve at the pleasure of the Leadership Council and to perform such functions and tasks as they shall stipulate. The Leadership Council motion shall indicate the size or composition of the committee, specifically including whether committee membership is open to all Leadership Council members or a particular subset thereof, or non-Leadership Council members.

ARTICLE VIII
LEADERSHIP COUNCIL MEETINGS

8.1 General Leadership Council Meetings.

a. Regular Meetings.

The Leadership Council shall hold at least four (4) regular meetings during each organizational year at such times and places as determined by the Executive Committee (Leadership Council). The last meeting of the organizational year shall serve as the annual meeting of the Leadership Council.

b. Special Meetings.

Special meetings of the Leadership Council may be called by the Chair of the Leadership Council, two officers of the Leadership Council, or a majority of the Leadership Council members. Three (3) days' notice shall be required for all special Leadership Council meetings.

8.2 Quorum for Leadership Council Meetings.

Ten (10) members or a majority of all sitting members of the Leadership Council, whichever is less, must be present to conduct official business at a Leadership Council meeting.

8.3 Parliamentary Authority.

The conduct of the business portion of any Leadership Council shall be in accordance with Roberts Rules of Order, Newly Revised (hereinafter "Rules of Order") to the extent that said Rules of Order are consistent with the laws of the State of Florida. Said Rules of Order shall serve as the final parliamentary authority, unless otherwise provided for in these Bylaws.

8.4 Proxy.

A Leadership Council Member may designate a proxy who attends a meeting of the Leadership Council to represent him or her. Proxy voting, however, is not allowed.

8.5 Electronic Participation.

Except as required otherwise by law, the articles of Incorporation or these Bylaws, members of the Leadership Council may attend and participate in any regular or special Leadership Council meeting or committee meeting through the use of any means of communication by which all

members of the Leadership Council or committee participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or telephonic conference call.

ARTICLE IX OPERATING BOARD

9.1 Powers of the Operating Board.

All corporate powers shall be exercised by or under the authority of the Operating Board, and the affairs of the CoC shall be managed under the direction of the Operating Board, except as otherwise provided by law.

9.2 Number.

The Operating Board shall consist of not less than fifteen (15) nor more than twenty-five (25) members.

9.3 Composition.

The membership of the Operating Board shall consist of:

- a. Two (2) members elected by the voting membership as defined in Article IV of these Bylaws.
- b. Six (6) members appointed to represent particular jurisdictions, with one (1) member appointed by or through the chief executive of the following governmental jurisdictions: Orange County, Seminole County, Osceola County, City of Orlando, City of Sanford, City of Kissimmee.
- c. A maximum of seventeen (17) members that shall represent a particular discipline, constituency, or sector identified by HUD or the CoC membership as defined in Section 1.4.
- d. At least one (1) member who is a homeless or formerly homeless individual.

9.4 Method of Election or Appointment of Operating Board Members.

- a. Operating Board Members to be elected by the Voting Membership shall be elected at a regularly scheduled general membership meeting as defined at Section 12.1 of these Bylaws during the last quarter of the Organizational Year in which there is an expiring term or vacancy, provided that fourteen (14) days advance notice which includes a call for applications is provided to the voting membership.
- b. Operating Board Members to be appointed by a governmental jurisdiction or organization shall be appointed at any time by its chief executive or governing board, whichever it deems appropriate, or its designee.
- b. Operating Board Members to be appointed in accordance with Sections 9.3.a.iii. or 9.3.a.iv. shall be elected from a slate of nominees provided by the Leadership Council by a majority of the sitting members of the Operating Board present and voting at any duly noticed meeting of the members of the Operating Board after the start of an Organizational Year in which a term has expired or a vacancy exists.

9.5 Tenure.

- a. Each elected member of the Operating Board shall hold office for a two (2)-year term and may be re-elected for up to two (2) additional two (2)-year terms.
- b. Each appointed member of the Operating Board shall be appointed for a two (2)-year term and may be re-appointed for additional terms without limitations.
- c. Members of the Operating Board elected at the election meeting described at Section 9.4.a. shall assume their positions on the first day of the next Organizational Year. All other members of the Operating Board shall assume their positions as of the date of their appointment or election.
- c. All members of the Operating Board shall continue to serve until their successors are elected or appointed and qualified.
- d. The remainder of this section notwithstanding, a minimum of twenty-five percent (25%) and a maximum of fifty-four percent (54%) of the initial directors of the CoC (the "Founding Directors") shall serve as members of the Operating Board until July 1, 2017, at which time they will begin a three (3)-year term, after which they may be re-elected to serve for up to two (2) additional two (2)-year terms. The remaining Founding Directors shall serve until July 1, 2017, at which time they will begin an initial two (2)-year term, with eligibility to serve additional terms governed by paragraph a. or b. above, whichever is applicable. Assignment to the initial two (2) or three (3) year term will be made alphabetically by last name beginning with a three (3) year term assignment.

9.6 Qualifications of Members of Operating Board Generally.

- a. In order to be eligible to serve as a member of the Operating Board, an individual must be 18 years of age and a designated voting member of the CoC in good standing.
- b. Members of the Operating Board may serve multiple terms in succession except as restricted by Section 9.5.
- c. An individual may simultaneously represent multiple stakeholders on the Operating Board, except that no member of the Operating Board may hold two officer positions at one time or act in more than one capacity where action of two members of the Operating Board is required.

9.7 Duties of Members of the Operating Board Generally.

Each member of the Operating Board shall support the priorities established by the CFCH Leadership Council, organizational goals, objectives and policies of the CoC; recruit members that will help achieve the organizational goals and objectives; develop and adhere to an annual budget; develop and maintain an annual organizational event and project deadline calendar; and have such other powers and perform such other duties as deemed necessary and appropriate to carry out the organizational purpose of the CoC.

9.8 Removal from Operating Board.

a. Appointed Positions.

An appointed member of the Operating Board may be removed from his or her position for cause by a two-thirds (2/3) vote of the full Operating Board membership at any duly called meeting of the Operating Board, provided that at least fourteen (14) days' notice has been provided to the appointing entity.

b. Elected Positions.

A member of the Operating Board elected by the CoC membership may be removed from his or her position for cause by a two-thirds (2/3) vote of the membership present at any duly called general membership meeting, provided that at least fourteen (14) days' advance notice has been provided to the voting membership.

9.9 Vacancies on Operating Board.

a. A position on the Operating Board shall be determined to be vacant in the event that the individual holding such position:

v. resigns his or her position;

vi. is removed from his or her position for cause;

vii. has three (3) or more unexcused absences from regular Operating Board meetings within the same organizational year; or

viii. is the member of the Operating Board whose election or change in status results in a violation of any provision of this section.

b. In the event that a vacancy is determined in any position on the Operating Board elected pursuant to Section 9.3.a.i., the vacancy may be filled at any general membership meeting, provided that 14 days' advance notice and a thirty (30) day call for applications has been provided to the voting membership.

c. In the event that a vacancy is determined in any position on the Operating Board appointed pursuant to Section 9.3.a.ii., the appointing entity shall be notified, and it may fill the vacancy as set forth in Section 9.4.b.

d. In the event that a vacancy is determined in any position on the Operating Board appointed pursuant to Sections 9.3.a.iii. or 9.3.a.iv., the Operating Board shall appoint a replacement to fill the office for the remainder of the term.

9.10 Compensation for Service on Operating Board.

Members of the Operating Board shall receive no compensation for carrying out their duties as set forth in these Bylaws. The Operating Board may nevertheless adopt policies providing for reimbursement of members of the Operating Board for reasonable expenses incurred in conjunction with carrying out Operating Board-related responsibilities.

ARTICLE X
OFFICERS OF CORPORATION

10.1 Elected Officers of the CoC.

The elected officers of the CoC shall be the president, the vice president and the secretary.

10.2 Qualifications for Officers of the CoC.

- a. In order to be eligible to serve as an officer of the CoC, an individual must have been a sitting member of the Operating Board or its predecessor for at least twelve (12) months.
- b. Officers may serve multiple terms in succession.
- c. No individual may hold two offices simultaneously.

10.3 Election of Officers of the CoC.

Effective November 1, 2019, the chair of the CFCH Leadership Council shall serve as the president of CoC. Effective July 1, 2020, officers other than the president shall be elected biennially at a regularly scheduled meeting of the Operating Board held during the last calendar quarter of each Organizational Year and shall be elected by majority vote of the members of the Operating Board who are present and voting.

10.4 Term of Office.

Elected officers of the CoC shall serve for a term of two (2) years. The term of office shall commence at the beginning of the Organizational Year. Officers shall continue to serve in their positions until their successors are elected and qualified.

10.5 Duties of Officers of the CoC.

a. President.

The president of the CoC shall serve as the chief executive officer and Chair of the Operating Board, preside at all general membership and Operating Board meetings, and represent the CoC in all public capacities, except that he or she may delegate or share responsibility for the performance of any such functions with the consent of the Operating Board.

d. Vice President.

The vice president of the CoC shall serve as the vice-chair of the Operating Board and, in the absence or incapacity of the president, perform the functions of the president, assist and support the president, and have such other powers and perform such other duties prescribed by the Operating Board.

e. Secretary.

The secretary of the CoC shall ensure that records and minutes are kept of all meetings of the general membership and Operating Board, maintain a membership record of all affiliate and voting members, take roll and mark the absentees at such meetings, report minutes from the previous meeting, notify committees of their appointments and business, take charge of all CoC documents upon request, sign official documents of the CoC upon request, preside over

meetings in the absence or incapacity of the president and vice president, and serve as parliamentarian.

10.6 Removal from Office.

An individual (other than the president) may be removed from his or her office for cause by a two-thirds (2/3) vote of the members of the Operating Board present and voting at any meeting of the Operating Board, provided that at least fourteen (14) days advance notice has been provided to the members of the Operating Board that such removal will be considered.

10.7 Officer Vacancies.

- a. An office shall be determined to be vacant in the event that the individual holding the office:
 - iii. resigns his or her position;
 - iv. is removed from office for cause; or
 - v. has three (3) or more unexcused absences from regular meetings of the Operating Board during the same organizational year.
- b. In the event that a vacancy is determined in any office, with the exception of the office of president, the members of the Operating Board shall appoint a replacement to fill the office for the remainder of the term. In the event of a vacancy in the office of president, the vice president shall assume the office of president.

ARTICLE XI OPERATING BOARD COMMITTEES

11.1 Executive Committee (Operating Board).

a. Designation.

There shall be an Executive Committee of the Operating Board.

b. Number and Qualification.

The Executive Committee (Operating Board) shall consist of the president, the vice president, the secretary, and up to three (3) additional members of the Operating Board, selected from the Operating Board, appointed by the Chair and approved by the full Operating Board.

c. Authority.

The Executive Committee (Operating Board) may act for the Operating Board between meetings of the Operating Board, within the policies established by the Operating Board and with such additional authority as may be delegated by the Operating Board, except in those matters reserved in these Bylaws for determination by the Operating Board.

d. Meetings.

The Executive Committee (Operating Board) may meet prior to each regularly scheduled Operating Board meeting, at a time and a place to be determined by the Executive Committee, or at any other such time as may be necessary, at the call of the President or a majority of the Executive Committee membership.

e. Action.

A majority of members of the Executive Committee (Operating Board) shall constitute the quorum required for transaction of business at any meeting of the Executive Committee. Action approved by a majority of committee members present and voting at any meeting at which a quorum is present shall be the act of the Executive Committee, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Executive Committee, the members present may adjourn the meeting without notice, other than an announcement at the meeting, to be reconvened when a quorum is present. The Executive Committee shall keep regular minutes of its proceedings, which shall be placed into the minutes of the corporation. A report of any actions of the Executive Committee shall be made to the Operating Board at its regularly scheduled meeting.

11.2 Nominating Committee (Operating Board).

- a. The Nominating Committee (Operating Board) shall be responsible for identifying and recruiting new members of the Operating Board and officers for the Corporation from the slate of nominees submitted by the CFCH Leadership Council and presiding over the Operating Board's nominating and voting process.
- b. The Nominating Committee (Operating Board) shall present a slate of proposed officers (other than president) and members of the Operating Board for consideration at the annual meeting of the Operating Board described at Section 12.2.a. of these Bylaws, and may present other proposed officers (other than president) and members of the Operating Board for consideration at any regularly scheduled meeting of the Operating Board when a vacancy exists in any elected office or fewer than fifteen (15) members serve on the Operating Board and nominees have been submitted by the CFCH Leadership Council.
- c. The Nominating Committee (Operating Board) shall have a minimum of three (3) members.
- d. The chair of the Nominating Committee (Operating Board) must be a member of the Operating Board and shall be nominated by the president of CoC and approved by the Executive Committee.

11.3 Operating Board Advisory Committees.

- a. The following six (6) advisory committees are established to promote, plan, or facilitate the work of the CoC and the attainment of its goals:
 - i. Governance (Operating Board);
 - ii. Youth;
 - iii. Persons With Lived Experience;
 - iv. Homeless Management Information System (HMIS);
 - v. System Planning and Evaluation; and
 - vi. CES Advisory Committee, to monitor the system-wide single coordinated entry system in accordance with Article XV.
- b. The set of missions of and specific charges to the advisory committees (CoC Advisory Committee Missions and Charges) are hereby incorporated by reference, and may be revised by the Operating Board from time to time as needed.

- c. Membership in advisory committees of the Operating Board shall be made up of and open to all Individual Members.
- d. Policies developed by advisory committee of the Operating Board are subject to ratification by the Operating Board, unless such final decision-making authority is specifically delegated. Any such delegation must be specific in its scope and time-limited.

11.4 Operating Board Advisory Committee Chairs and Vice Chairs.

- a. Each committee of the Operating Board shall have a chair. The president shall nominate the chairs of all advisory committees at the beginning of each organizational year or in the event of a vacancy, with appointment subject to ratification by a majority of the officers. The president shall nominate chairs of all ad-hoc or special committee at the time of its establishment, with appointment subject to ratification by a majority of the Operating Board.
- b. The president of the Operating Board shall nominate committee chairs who will be approved by the full Operating Board.
- c. In the event that a committee chair indicates that he or she will be unavailable to perform or incapable of performing his or her duties for a period of time that has exceeded or is expected to exceed 90 days, the president may approve a request from the chair to appoint the vice chair to serve as acting chair during that period.

11.5 Operating Board Advisory Committees; Duties of Committee Chairs.

Each committee chair of an Operating Board advisory committee shall serve as the organizer and leader of the relevant committee, preside over committee meetings, assign tasks, follow up with committee members to ensure that all assignments are completed in a timely manner in an effort to fulfill the committee charge, keep the Operating Board apprised regarding the status of all projects and research performed by the committee, and inform the president whenever any committee member initiates communication to external parties on behalf of the CoC.

11.6 Ad-Hoc and Special Committees of the Operating Board.

The Operating Board may, by motion adopted by a majority of the members of the Operating Board then in office, establish or abolish one or more special or ad-hoc committees that serve at the pleasure of the Operating Board and to perform such functions and tasks as they shall stipulate. The Operating Board motion shall indicate the size or composition of the committee, specifically including whether committee membership is open to all Individual Members or a particular subset thereof.

ARTICLE XII
MEETINGS OF MEMBERSHIP AND OPERATING BOARD

12.1 General Membership Meetings.

a. Regular Meetings.

The CoC shall hold at least six (6) regular general membership meetings during each organizational year at times and places fixed by the Operating Board as outlined in the CoC Membership Meeting Schedule and Notification Policy, which is hereby incorporated by reference. The last meeting of the organizational year shall serve as the annual meeting of the Operating Board.

b. Special Meetings.

Special meetings of the general membership may be called by the president, three officers, a majority of the Operating Board, or 25 percent of the voting membership. Three (3) days' notice shall be required for all special general membership meetings.

12.2 Operating Board Meetings.

a. Regular Meetings.

The Operating Board shall meet at least four (4) times during each organizational year. At least a portion of each regular Operating Board meeting must be open to voting members, but the Operating Board shall reserve the right to meet in closed session for a portion of the meeting as it deems necessary and appropriate. Seven (7) days' notice shall be required for all regular Operating Board meetings.

b. Special Meetings.

Special meetings of the Operating Board may be called by the president or any five (5) members of the Operating Board. Two (2) days' notice shall be required for all special Operating Board meetings.

12.3 Quorum.

a. General Membership Meetings.

At least fifteen (15) voting members must be present in order to conduct official business at a general membership meeting.

b. Operating Board Meetings.

Ten (10) members of the Operating Board or a majority of all sitting members of the Operating Board, whichever is less, must be present to conduct official business at an Operating Board meeting.

12.4 Parliamentary Authority.

The conduct of the business portion of any CoC meeting shall be in accordance with Roberts Rules of Order, Newly Revised (hereinafter "Rules of Order") to the extent that said Rules of Order are consistent with the laws of the State of Florida. Said Rules of Order shall serve as the final parliamentary authority, unless otherwise provided for in these Bylaws.

12.5 Voting.

At all meetings of the Operating Board, all matters shall be decided by a majority of the members of the Operating Board present and voting at the meeting, a quorum being assembled unless otherwise specified in this document.

12.6 Proxy Voting.

All voting by proxy is prohibited.

12.7 Electronic Participation.

Except as required otherwise by law, the articles of Incorporation or these Bylaws, members of the Operating Board may attend and participate in any regular or special Operating Board meeting or committee meeting through the use of any means of communication by which all members of the Operating Board or committee participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or telephonic conference call.

12.8 Action by Operating Board without a Meeting.

- a. Any action required or permitted to be taken by the Operating Board may be taken without a meeting if all of the members of the Operating Board individually or collectively consent to the action.
- b. Any such consent or consents must be provided in writing or via other retrievable electronic means. Such written consent or consents shall be filed with the minutes of the proceedings of the Operating Board, and the action taken shall have the same force and effect as if approved at a duly called meeting.

ARTICLE XIII LEAD AGENCY

13.1 Generally.

The Operating Board shall be responsible for selecting and overseeing the Lead Agency to support and facilitate the work of the CoC. A change in the Lead Agency shall require a two-thirds (2/3) vote of the sitting members of the Operating Board.

13.2 Responsibilities.

a. Responsibilities Generally.

The responsibilities of the Lead Agency shall include, but may not be limited to:

- i. Providing staff and administrative support for the CoC, the membership, and the Operating Board and the CFCH Leadership Council, including, but not limited to, scheduling meetings, developing agendas, performing membership recordkeeping

functions, issuing meeting materials, and posting relevant documents to the CoC website;

- ii. Serving as the collaborative applicant as set forth in the CoC Interim Rule, the ESG Interim Rule, and for other purposes as may be specified by the Operating Board;
- iii. Facilitating the performance of activities required of the CoC under the CoC Interim Rule, the ESG Interim Rule, Part VI of Chapter 420, Florida Statutes, and jurisdictional priorities; or
- iv. Performing other duties as may be assigned by the Operating Board or the CFCH Leadership Council.

b. Responsibilities Specifically.

The specific responsibilities of the Lead Agency shall be set forth in a memorandum of understanding that clearly defines the roles and responsibilities of the CoC and the Lead Agency.

13.3 Designation.

- a. The designation of the Lead Agency is valid for a period not to exceed five (5) years, after which the designation must be reviewed and renewed by the Operating Board and the CFCH Leadership Council. No competitive procurement shall be required if the Operating Board determines that a sole source designation is justified.
- b. In the event of a finding by the Operating Board of negligence or mismanagement on the part of the Lead Agency, if subsequent opportunities for remediation and corrective action on the part of the Lead Agency fail to resolve the issue(s) identified, and following an appeal period, the Operating Board may implement a competitive procurement process.

13.4 Lead Agency Responsibilities as Collaborative Applicant.

As the collaborative applicant, the Lead Agency shall be responsible for collecting and combining the required application information from all applicants for Continuum of Care Program funding within the CoC Coverage Area. The Collaborative Applicant is also responsible for submitting the annual application to HUD for Continuum of Care Program funding, applying for Continuum of Care Planning Grant funding, and performing related functions as assigned by the Operating Board.

13.5 Currently Designated Lead Agency.

The lead agency for the Central Florida Continuum of Care is the Homeless Services Network of Central Florida, Inc., with designation effective October 1, 2019. This section shall expire September 30, 2024, if not readopted.

ARTICLE XIV
HOMELESS MANAGEMENT INFORMATION SYSTEM

14.1 System-wide HMIS.

The CoC shall designate a single Homeless Management Information System (hereinafter “HMIS”) to operate system-wide.

14.2 HMIS Lead.

The CoC shall designate an eligible applicant to manage the HMIS. This eligible applicant shall serve as the lead agency for HMIS (hereinafter “HMIS Lead.”) The HMIS Lead shall automatically continue to serve in its designated capacity until such time as the HMIS Advisory Committee established in Article XI recommends a change, which shall require approval by the Operating Board following notification of the voting membership. The specific roles and responsibilities of the HMIS Lead shall be set forth in an executed memorandum of understanding between the CoC and the HMIS Lead.

14.3 HMIS Provider.

The CoC shall select an HMIS provider (hereinafter “HMIS Provider”) to furnish the software, technical support, and training that meets the specifications of HUD and the CoC for HMIS. The HMIS Provider shall continue to serve the CoC unless or until the HMIS ceases to meet said specifications or the HMIS Advisory Committee recommends a new HMIS provider as a result of a competitive procurement process, which shall require approval by the Operating Board following notification of the voting membership.

14.4 HMIS Plan Review.

The HMIS Advisory Committee shall periodically review, revise, and submit to the Operating Board for approval a privacy plan, a security plan, and a data quality plan for the HMIS. The CoC shall also adopt policies and procedures that specify the roles and responsibilities of the CoC, the HMIS Lead, HMIS-participating agencies, and HMIS end users; implement CoC-wide strategies to ensure consistent and appropriate participation by recipients and sub-recipients in the HMIS; and ensure that the HMIS is administered in compliance with requirements and in a manner that meets the needs of HUD, DCF, and the jurisdictions.

14.5 Use of Non-HMIS Databases.

The CoC shall establish a system of prioritization for the use of non-HMIS systems based on the publication of HUD regulations and notices. The CoC shall, in partnership with victim service providers within the CoC Coverage Area, collaborate with and provide guidance for their participation in a database that meets HUD standards but is secure and separate from the HMIS used by the CoC.

14.6 Currently Designated HMIS Lead.

The HMIS Lead and HMIS Provider for the Central Florida Continuum of Care are the Homeless Services Network of Central Florida, Inc., and Bowman Systems, a Medware Company, or its successor in interest, respectively, with designation effective October 1, 2019. This section shall expire September 30, 2024, if not readopted.

ARTICLE XV
COORDINATED ENTRY SYSTEM LEAD

15.1 System-wide Coordinated Entry System.

The CoC shall establish and sustain a single Coordinated Entry System (hereinafter “CES”) that meets HUD requirements for a system of coordinated assessment pursuant to 24 CFR 578.7(a)(8) or its successor to operate system-wide and throughout the CoC’s Geographic Coverage Area.

15.2 CES Lead.

The Operating Board shall designate an eligible entity to serve as the lead agency for CES (hereinafter “CES Lead”). The CES Lead shall be responsible for the operation and management of the CES. The CES Lead shall automatically continue to serve in its designated capacity until the Operating Board recommends a change, which shall require approval by the CFCH Leadership Committee. The specific roles and responsibilities of the CES Lead shall be set forth in an executed memorandum of understanding between the Operating Board and the CES Lead.

15.3 CES Policies and Standards.

The CES Advisory Committee shall periodically review, revise, and submit to the Operating Board for approval CES policies and standards that:

- a. Specify the roles and responsibilities of the CoC, the CES Lead, CES-participating agencies, and non-CES-participating agencies that enter into MOUs with the CES Lead.
- b. Implement CoC-wide strategies to promote consistent and appropriate participation by sub-recipients and partner agencies in the CES; and
- c. Ensure that the CES is operated and managed in compliance with requirements set by, and in a manner that is responsive to the needs of, HUD, DCF, and the jurisdictions.

15.4 Currently Designated CES Lead.

The CES Lead for the CoC is the Homeless Services Network of Central Florida, Inc., or its successor in interest, respectively, with designation effective October 1, 2019. This section shall expire September 30, 2024, if not readopted.

ARTICLE XVI
OTHER CORE COC FUNCTIONS

16.1 Consultation and Monitoring.

The CoC shall, in partnership with the Lead Agency, consult with recipients and sub-recipients of HUD, DCF and jurisdictional funding for homeless assistance programs establish performance measures and standards and benchmarks appropriate for the target population and program type. The Lead Agency shall also monitor recipient and sub-recipient performance on these measures, evaluate outcomes, and develop performance improvement plans for those programs that are underperforming with respect to the established standards and benchmarks.

16.2 Outcome Evaluation.

The CoC, in partnership with the Lead Agency, shall evaluate outcomes of projects funded under CoC Interim Rule; ESG Interim Rule; Part VI of Chapter 420, Florida Statutes; and jurisdictional initiatives.

16.3 Coordinated Entry System.

The CoC shall, in partnership with the Lead Agency, and in consultation with recipients of Continuum of Care and Emergency Solutions Grants Program funding, establish and operate the Coordinated Entry System region-wide.

16.4 Prioritization Standards.

a. Generally.

The CoC shall establish and follow written standards and policies for system wide prioritization of Permanent Supportive Housing and Rapid Rehousing services to households identified through the Coordinated Entry System. These standards shall include policies and procedures for: (1) evaluating individuals' and families' eligibility for assistance available through the CoC; (2) determining and prioritizing which eligible individuals and families will receive Permanent Supportive Housing assistance; and (3) determining and prioritizing which eligible individuals and families will receive Rapid Rehousing assistance.

b. Assessment.

The CoC shall use the most current, available version of the Vulnerability Index - Service Prioritization Decision Assistance Tool (VI-SPDAT), including any variations created for specific sub-populations as appropriate, as the common assessment tool (CAT) used to assist in identifying individuals and households with high service needs until and unless a different CAT is selected. For homeless families with children, specific prioritization needs include, but are not limited to, vulnerability to victimization, number of previous episodes of homelessness, unsheltered homelessness, criminal history, bad credit or rental history, and a disability on the part of the head of household. For homeless and unaccompanied youth, specific prioritization needs include vulnerability to victimization, length of time homeless, unsheltered homelessness and lack of access to family and community support networks.

c. Persons Experiencing Chronic Homelessness.

The CoC adopts and shall implement, individually and collectively, the service prioritization standards (Orders of Priority) set forth in HUD Notice CPD 14-012, as superseded by HUD Notice CPD 16-011, and as may be further amended or superseded.

d. Written Plan.

The CoC shall develop a written plan that includes: (1) coordinating the implementation of a housing and service system within Central Florida that meets the needs of the homeless individuals and families; (2) planning for and conducting, at least biennially, a point-in-time count of homeless persons within Central Florida; (3) conducting an annual gaps analysis of the homeless needs and services available within Central Florida; (4) providing information required to complete the Consolidated Housing and Community Development Plan(s) within the Central Florida region; and (5) consulting with state and local government Emergency Solutions Grants program recipients within Central Florida on the plan for allocating Emergency Solutions Grants program funds and reporting on and evaluating the performance of Emergency Solutions Grants program recipients and sub-recipients.

16.5 Funding Decisions.

Whenever awarding HUD Continuum of Care funding to or requesting funding on behalf of sub-recipient organizations, the Operating Board shall adhere to CoC Policies and Procedures for the Review of Applications and Selection of Sub-recipients (1/17) or its successor, which is hereby incorporated by reference, including but not limited to, funding made available pursuant to the CoC Interim Rule, the ESG Interim Rule, Chapter 420, Florida Statutes, or local ordinances.

**ARTICLE XVII
CONTRACTS, DISBURSEMENTS AND LOANS**

17.1 Contracts and Agreements.

All contracts, deeds, leases, mortgages, grants, and other agreements of the CoC shall be executed on its behalf by the president or other officers to whom the Operating Board has delegated authority to execute such documents in compliance with the CoC Contract Signing Policy which is hereby incorporated by reference.

17.2 Disbursements.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the CoC, shall be signed by such officer or officers of the CoC and in such manner as shall from time to time be determined by resolution or policy of the Operating Board.

17.3 Deposits.

All funds of the CoC not otherwise employed shall be deposited from time to time to the credit of the CoC in such banks, trust companies, or other depositories as the Operating Board may select.

17.4. Loans.

No loan shall be contracted on behalf of the CoC and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Operating Board.

17.5 Financial Review Committee.

- a. The CoC shall ensure the preparation of an audited financial statements prepared by an independent CPA for any organizational year in which gross annual revenue exceeds \$500,000.
- b. In the event that gross annual revenue for a given organizational year does not exceed \$500,000, a review of all contracts, agreements, disbursements, deposits, and loans may be conducted by a Financial Review Committee of three (3) voting members, at least one (1) of whom shall be a sitting member of the Operating Board other than an officer, appointed by the voting membership at the conclusion of each organizational year. Committee members may not include more than one member of the Operating Board authorized to sign disbursements during the organizational year for which the review is being completed. The findings and recommendations of the committee shall be reported at a regular membership meeting not later than 120 days following the end of the relevant organizational year.

**ARTICLE XVIII
MISCELLANEOUS**

18.1 Books and Records.

The Lead Agency shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all Operating Board and general membership meetings, a record of all actions taken by Operating Board without a meeting, and a record of all actions taken by committees of the CoC. In addition, the CoC shall keep a copy of the articles of incorporation, these Bylaws, and any adopted policies or procedures, all as amended to date.

18.2 Conflicts of Interest.

- a. No member of the Operating Board or committee member may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member of the Operating Board or committee member represents.
- b. Each member of the Operating Board or committee member making recommendations or decisions regarding the award of a grant or other financial benefits shall sign an acknowledgement that the member of the Operating Board or committee member has

received a copy of and agrees to comply with the CoC Code of Conduct and Conflict of Interest and Recusal Policies (1/17 or its successor) adopted by the Operating Board, which is hereby incorporated by reference.

- c. Any member of the Operating Board or committee member who identifies a conflict of interest with respect to any potential decision or recommendation shall notify the secretary in writing, and copies of such notifications shall be attached to meeting minutes.

18.3 Nondiscrimination Policy.

It is the policy of the CoC not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, disability, veteran status, political service or affiliation, color, religion, or national origin.

18.4 Notice Requirements.

- a. Notice Provided by the CoC.

Notices of meetings and other official communications to the CoC membership and Operating Board, when required, shall be conducted in compliance with the CoC Membership Meeting Schedule and Notification Policy which is hereby incorporated by reference

- b. Notice Provided to the CoC.

Unless otherwise stated in these Bylaws or by other CoC action, official notice to the CoC shall be sent to the attention of: Chief Executive Officer, Homeless Services Network of Central Florida, 4065-D L.B. McLeod Road, Orlando, Florida 32811. This section shall expire September 30, 2024, if not readopted.

ARTICLE XIX REVIEW AND AMENDMENTS

19.1 Annual Review and Update.

All provisions contained in the Governing Documents that are considered part of the governance charter in the sense of the CoC Interim Rule shall be reviewed by the CoC Governance Committee and the Operating Board on annual basis, in consultation with the Lead Agency and HMIS Lead. Proposed amendments arising from the review shall be considered as provided for in this Article XIX.

19.2 Amendment Authority.

The CoC Governance Committee may review the bylaws at any time and present recommendations to the Operating Board. The Operating Board shall have the sole power to alter, amend, restate, or repeal these Bylaws or to adopt new bylaws, after consulting with the CoC Governance Committee, except that no change shall be made to these Bylaws which would cause the CoC to cease to qualify as an exempt organization under Section 501(c)(3) of the Code or to be in conflict with its articles of incorporation.

19.3 Amendment Procedure.

New or amended bylaws may be adopted by a vote of at least two-thirds (2/3) of the full board membership at any duly called regular or special meeting, provided that written notice of the meeting and the subject of the proposed changes are furnished to all voting members at least fourteen (14) days prior to the vote. Amendments to the articles of incorporation shall be adopted in the same manner as amendments to these Bylaws.

ARTICLE XX DISSOLUTION

Upon termination or dissolution of the CoC, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations or organizations which have a charitable purpose as defined in Section 501(c)(3) of the Code.

ARTICLE XXI EFFECTIVE DATE

The effective date of these Bylaws shall be the date of incorporation of the Central Florida Continuum of Care, Inc.

Documents Incorporated by Reference:

- CoC Advisory Committee Missions and Charges (1/17)
- CoC Policies and Procedures for the Review of Applications and Selection of Sub-recipients (1/17)
- CoC Code of Conduct and Conflict of Interest and Recusal Policies (1/17) adopted by the Board of Directors (1/17)
- CoC Membership Approval Policy
- CoC Membership Meeting Schedule and Notification Policy

Adopted: March 13, 2017

Amended: _____, 2019