

HEADING HOME ST.LOUIS COUNTY GOVERNANCE BOARD

BYLAWS (2-14-15)

ARTICLE I—Organization.

Section 1 Name The St. Louis County’s Continuum of Care Board of Directors

The official name of the governing board of Heading Home St. Louis County 10-Year Plan to End Homelessness is “*Heading Home St. Louis County’s Governance Board*”, also referred to as the Governance Board.

Section 2 Geographic Composition.

The Heading Home St Louis County Governance Board is composed of representatives selected by the City of Duluth and representatives selected by the St Louis County Board to represent St Louis County.

Section 3 Service Area.

The Heading Home St. Louis County Governance Board will primarily provide services to St. Louis County and the City of Duluth.

ARTICLE II—Mission and Authority

Section 1 Mission.

Diverse Communities Joining together to prevent and end homelessness in St Louis County. Attachment 1 (Overview) contains the Council’s statement as to its purpose and goals.

Section 2 Charter and Constitutional Authority

The management and oversight of activities under the St. Louis County 10-Year Plan to End Homelessness are vested with the Governance Board. The Governance Board has authority as is granted by the St. Louis County Board of Commissioners and the City of Duluth Council members. The Governance Board is the planning entity that provides leadership and strategic planning to address the needs and resources of the homeless population within the St. Louis County Continuum of Care region. It assists in the development of the Continuum of Care and makes final decisions with recommendations from the Affordable Housing Coalition in Duluth, and the Rural Housing Coalition in Northern St. Louis County

ARTICLE III—Membership

Section 1 Members

Membership of the Governance Board shall consist of nine members appointed by the St Louis County Board and six members appointed by the Duluth City Council. County staff and City staff will serve as ex-officio members of the Council without voting privileges. The Governance Board shall be appointed and members identified in Attachment 2 (Membership Roster) by the St. Louis County Board of Commissioners and City Council of Duluth. The categories listed in the Membership Roster will be considered in making all appointments.

Section 2 Attendance

It shall be the duty of the members of the Governance Board to attend the meetings of the Council and to take part in its deliberations. The office of any member of the Council shall be vacated if such member neglects to furnish an excuse in writing to the Council for absence from three consecutive meetings of the Council. If any member fails to attend three successive meetings of the Board without good and valid cause or without an excused absence from the Chair or, if the Chair for any cause cannot act, from the Vice Chair of the Council, that member's office shall be declared vacant.

Section 3 Vacancies

The term of each member shall vary between one year and three years and can serve additional terms. Members shall serve until their successors are appointed and qualified. In the event of a vacancy on the Governance Board by resignation, removal, or any reason other than the expiration of a member's term, the County board or City Council shall fill such vacancy with applications currently on file. New applications will be solicited annually based on City of Duluth/St. Louis County's annual schedule posted on their websites.

The Governance Board shall make recommendations to fill vacancies as soon as practical with full voting rights to be subsequently approved through City/County process.

ARTICLE IV—Meetings

Section 1 Regular meetings

The Governance Board shall meet a minimum of five (5) times per year unless the press of business demands more on dates determined by changes/adjustments of State or Federal funding process.

During Public Meetings the St Louis County Heading Home Governance Board, non-members may participate in discussion with prior approval by the executive committee, A member may participate in a meeting by any form of communication through which such person, other persons so participating, and all persons physically present at the meeting, may simultaneously communicate with each other. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 2 Special Meetings

Special meetings of the Governance Board may be called for any purpose by the Council Chair or City/County staff. The requests shall state the purpose of the proposed meeting. Transactions at all meetings shall be confined to the agenda provided.

Section 3 Notice of Meetings

Each member of the Governance Board shall have at least five (5) days' notice of scheduled meetings. The notice shall specify the time and place of meetings.

Section 4 Quorum

At all meetings of the Governance Board, a majority of the members (50%) of the Council shall constitute a quorum for the transaction of business. Participation in a meeting by remote/electronic communication constitutes presence at a meeting.

Section 5 Decision Making

A Council member shall have the right to one vote on any issue. Voting via e-mail shall be allowed, when practical, by authority of the Governance Board.

At a meeting at which there is a quorum present, a simple majority affirmative vote of the members present is required to pass a motion before the board.

Funding decisions will require two-thirds of seated Governance Board member's votes.

Section 6 Order of Business

The Robert's Rules of Order, as modified by the Governance Board shall be followed in conducting the business of the Board.

Section 7 Open Meetings

All sessions of the Governance Board and its Committees shall be open to the public. Meeting notices will be posted for every meeting on the St Louis County Public Health & Human Services websites.

St. Louis County – www.stlouiscountymn.gov/headinghome

Section 8 Minutes

Minutes shall be kept of every meeting and shall include, at a minimum, the date, time and place of the meeting, the names of all who are in attendance, the topics discussed, the decisions reached and actions taken, any reports made, and any other information as may be deemed necessary by the Chair. The minutes of all Governance Board and Committee meetings shall be prepared, distributed, filed and protected by City and County staff. The minutes shall be available to the public by way of electronic copy, and posted on the City of Duluth and St. Louis County PHHS websites in 30 day time.

Section 9 Appearances Before the Board

Individual or group representatives who desire to appear before the Governance Board to discuss a subject within the Governance Boards jurisdiction shall submit their request to the Governance Board chair or City/County staff to be received at least ten days prior to the scheduled meeting of the Board. Individuals or group representatives may get placed onto a current or future council agenda based on availability.

ARTICLE V - TERMS, OFFICERS, and DUTIES

Section 1 Terms

Each member can serve three three year terms.

Section 2 Officers

The Governance Board shall elect a Chair, Vice Chair and 2nd Vice Chair annually at its January meeting for a one-year term. The positions shall be rotated between the membership from St Louis County and the City of Duluth. The Vice-Chair will move into the Chairperson's job and the 2nd Vice-Chair shall move into the vice Chair Each year the Officers shall be from different segments of the membership.

Section 3 Duties of Officers

1. Chair

The Chair shall preside at all regular and special meetings, as well as the annual meeting

The Chair shall appoint all committees and designate the chair of each committee

Serve as Chair of the Executive Committee, which will meet prior to all Governance Board meetings

The Chair shall have the authority to sign all formal documents on behalf of the Governance Board

The Chair shall have the authority to call special meetings of the Governance Board

The Chair shall have the authority to sign all formal documents on behalf of the Governance Board

The Chair shall perform other duties as may be assigned by the Governance Board

The Chair shall serve on the Executive committee

2. Vice-Chair

The Vice-Chair shall exercise the duties of the Chair in his/her absence

The Vice-Chair shall succeed as the next Chair at the annual membership meeting

The Vice-Chair shall serve on the Executive committee Governance Board

The Vice-Chair shall have the authority to call special meetings of the Governance Board

The Vice-Chair shall have the authority to sign all formal documents on behalf of the Governance Board

The Vice-Chair shall perform other duties as may be assigned by the Governance Board

3. 2nd Vice-Chair

The 2nd vice-Chair shall preside at meetings when the other officers are absent.

The 2nd vice-Chair shall succeed as the Vice Chair at the annual meeting.

The 2nd vice-Chair shall have the authority to sign all formal documents on behalf of the Governance Board

The 2nd vice-Chair shall serve on the Executive committee

The 2nd vice-Chair shall perform other duties as may be assigned by the Governance Board

ARTICLE VI - DUTIES OF THE BOARD AND ITS COMMITTEES

Section 1 In General

The Heading Home St. Louis County Governance Board shall be responsible for the implementing Heading Home plan enacted pursuant thereto. The Governance Board shall review policy matters on an annual basis. Governance Board members are the planning entity that provides leadership and strategic planning to address the needs and resources of the homeless population within the St. Louis County Continuum of Care region.

Section 2 Executive Committee

The current Chair, Vice-Chair, Past Chair, 2nd Vice Chair, and City/County staff will comprise the Executive Committee. Assigned City and County staff will serve as ex-officio members of the committee and keep and safeguard the meeting minutes. This will be the only standing committee. Other committees may be appointed as deemed necessary by the Governance Board.

This committee will serve as the central planning group for meeting and agenda development. It will also have full authority to act for the Board in managing the affairs of the Board during the intervals between meetings of the Board with Board authority.

ARTICLE VII - APPEALS

Section 1 How to Appeal a Council Decision

Appeals Process

The application of any applicant agency which a) is unranked, or b) receives less funding than they applied for may appeal

Applicants that have been found not to meet the threshold requirements are not eligible for an appeal

Appeals cannot be based upon the judgment of the Review & Ranking Committee

Applicants may appeal if they can:

 Prove their score is not reflective of the application information provided; or

 Describe bias or unfairness in the process, which warrants the appeal

All notices of appeal must be based on the information submitted by the application due date. No new or additional information will be considered. Omissions to the application cannot be appealed.

The Appeal Committee has flexibility as a governing board to allow for more options if it fits the deadlines of each particular funding stream

The decision of the Appeal Committee will be final.

The Appeal Committee

The Appeal Committee will be made up of three (3) voting members of the Leadership Council

Two members will not have participated on the original Rating & Ranking Committee

One committee member must be a member of the original Review & Ranking Committee

No member of the Appeal Committee may have a conflict of interest with any of the agencies applying for McKinney funding and must sign a conflict of interest statement

The role of the Appeal Committee is to read and review only those areas of the application that are being appealed

Appeal Process Timeline

Any agency aggrieved by the final decision of the Governance Board has the right within 30 days after the date of the decision, to appeal the decision in writing to the Governance Board. The full Executive Committee will hear the appeal within 30 days. The aggrieved will have the right to appear in person or ask for a review of the decision without appearing. The Governance Board will render a decision in

writing within 30 days. The decision reached at this stage shall become the final decision of the Governance Board not subject to further appeal. See attachments re: McKinney Vento.

Article VII – Conflict of Interest.

Section 1 Definition.

A Governance Board member may not participate in or vote on a decision of the board relating to and agency in which the member has a direct financial interest. While serving on the Governance Board, a person shall avoid a potential conflict of interest.

A conflict of interest may occur when a Member takes an action, which results or has the appearance or intention of resulting in any financial benefit on such Member, his or her family members, spouse or partner, or any organization in which the Member, his or her family members, spouse or partner serves in an official capacity. Service in an official capacity shall include service as an employee, owner, stockholder, director, board member, consultant, or officer that represents any such entity or organization which is seeking or receiving funding through the Heading Home St. Louis County Governance Board , but shall not include service solely as a volunteer (that do not serve as board members or consultants) or recipient of services.

Section 2 Recusal

On issues in which a Voting Member of the Heading Home St. Louis County Governance Board has a conflict of interest as described above, the Member must recuse her/himself from voting. The Member may participate in discussion upon declaring a conflict of interest. The Heading Home St. Louis County Governance Board members will be responsible for monitoring the disclosure of Voting Member's conflicts of interest.

Section 3 Disclosure

In the event that a matter, which raises a potential conflict of interest, comes before the Heading Home St. Louis County Governance Board for consideration, recommendation and decision, the Member shall disclose the conflict of interest as soon as he or she becomes aware of it, and the disclosure shall be recorded in the minutes of the meeting. In order to establish a procedure to encourage disclosure, all members will be required to sign the Disclosure Statement (Attachment 3, as may be subsequently amended by the Committee) on an annual basis.

Section 4 Conflict Resolution – Grievance Procedure

Heading Home St. Louis County Governance Board believes that all representatives have a responsibility to discuss and resolve disagreements with respect for the rights and opinions of others. In the event of a disagreement between individuals or groups associated with the governance board, they agree to abide by the following conflict resolution protocol.

Step 1:

The grieving Representatives will attempt to work out the dispute through informal communication and information sharing.

Step 2:

The grieving Representatives will notify the Coordinator or the Governing Board chair in writing of the nature of the dispute and request to hear the dispute via the Executive committee.

Step 3:

If resolution is not achieved at the Executive Committee meeting, the Governance Board shall take the matter under advisement and at its following regular meeting, recommend a resolution to the grieving representative. This resolution and decision is final and will be in writing.

Funding Appeal –

Follow procedure indicated under funding appeals

ARTICLE VIII - AMENDMENTS

Section 1 Amending the Bylaws

These Bylaws may be amended or repealed at any regular meeting by an affirmative vote of not less than two-thirds of the voting membership of the Council. Any proposed amendment to these Bylaws shall be submitted to the Executive Committee of the Council in writing. Members shall receive 30 days advanced notice of any proposed changes to the Bylaws. A vote on any change will take place at the next regular scheduled meeting after the 30-day notice period. Any Bylaw may be suspended at any regular or special meeting for that meeting only by the unanimous consent of those present, provided two thirds of the members are in attendance. Once approved, amendments to the bylaws become effective immediately unless the motion passed specifies a later date.

Signed: _____

Date Approved: _____