Bylaws of the Pinellas County Homeless Leadership Board

Article I: Name

Name: The name of this organization is the Pinellas County Homeless Leadership Board hereinafter referred to as the “HLB”.

Article II: Mission and Vision

Mission: The mission of the Homeless Leadership Board is to coordinate all community partners, systems and resources available with the goal of helping individuals and families to prevent, divert, and end homelessness in Pinellas County.

Vision: The vision of the Homeless Leadership Board is to ensure that homelessness is rare, brief and non-recurring.

Article III: Board of Directors

A. Composition:

1. The Board of Directors (BOD) of the HLB shall consist of no fewer than fifteen (15) and no more than twenty-five (25) persons and will be comprised of nine (9) local Elected Officials and the balance of the BOD shall consist of Community Leaders.
   a. Each Board member shall represent their jurisdiction or constituency and the community as a whole.
   b. The composition of the nine Elected Officials will be one elected person from each of the following: Pinellas County Board of County Commissioners; City of Clearwater; City of Largo; City of Pinellas Park; City of St. Petersburg; City of Tarpon Springs; Pinellas County School Board. It also includes the Public Defender and the Pinellas County Sheriff, or designee of either.
   c. Elected officials shall comprise not more than forty percent (40%) of the HLB.
   d. The Community Leaders shall be individuals representing the community stakeholders, ensuring broad community representation among those concerned with homelessness, including consumers.
   e. All entities providing a member represented shall provide services in and/or have a substantial business interest in Pinellas County.
   f. The composition of the Community Leader positions shall be: JWB/Children’s Services Council, one (1) position; Faith-Based Organizations, one (1) position; Service Experts, four (4) positions (one of whom is the Chair of the Providers Council); Business, two (2) positions; Health Care, one (1) position; Homeless/Formerly Homeless two (2) positions, one of which is a youth over 18 and under 25 years of age; a local Housing Authority, one (1) position; At-Large, three (3) positions; Chair of the Funders Council one (1) position.

2. The four (4) Service Expert positions shall be required to be in place for a minimum of five (5) years from the date of the approval of the By-Laws by the HLB, even if other changes are made in the HLB composition.
3. The HLB legal representative shall be an ex-officio and non-voting member of the BOD.

B. Election or Appointment of the Board of Directors:
   1. BOD members that are Elected Officials shall be appointed to the HLB as defined by the Interlocal Agreement, which is incorporated herein.
   2. Community Leader Board members shall be elected by the BOD at the annual meeting, or during the year to fill a vacancy.
   3. The two positions on the Board of Directors, held, one each by the Chair of the Providers Council and the Chair of the Funders Council, will be selected by their respective Councils. The remaining three Service Expert seats shall be appointed by the Providers Council, to be confirmed and ratified by the Board of Directors.

C. Terms:
   1. The Elected Official Directors of the BOD shall serve at the will of their respective municipalities or governmental organizations, so long as the municipality or organization remains a signatory to the Interlocal Agreement.
   2. The terms of the Community Leader Directors shall be two (2) years. No Community Leader Director shall serve for more than three (3) consecutive terms, provided that a Director elected to fill a vacancy shall be eligible for re-election to three (3) consecutive terms. Upon completion of three consecutive terms, an individual shall be eligible for membership on the BOD one (1) year after his/her termination date.
   3. Community Leader Director terms should be staggered.
   4. If an individual serving as a Community Leader of the HLB no longer serves in the community category to which he/she was elected, by virtue of leaving a position of employment or an appointed position, he/she must vacate the position on the Board of Directors.

D. Responsibility of Directors:
   1. The Board of Directors shall exercise all corporate powers of the HLB, shall oversee the business affairs of the HLB, shall advocate in support of the mission, shall set policy for the work of the committees and activities of the HLB, shall plan for the future stability and continuance of the HLB, and shall oversee that the homeless services system designed by the HLB is being implemented effectively and efficiently.
   2. The Board of Directors sits as the governing body of the Department of Housing and Urban Development’s Continuum of Care (CoC), as the Collaborative Applicant (24 CFR § 578.15).
   3. The Board of Directors sits as the governing body of the Department of Housing and Urban Development’s Continuum of Care (CoC), as the Homeless Management Information System (HMIS) Lead Agency, (24 CFR 578.57) and reviews progress of the HMIS system towards full implementation and addresses all issues and concerns of the HMIS system.
   4. No individual Director is empowered to commit the HLB or the Corporation by word or deed without prior explicit approval by the Board.
   5. The Board of Directors may employ, or contract for, a Chief Executive Officer (CEO) who works at the direction of the Board to accomplish the mission of the HLB.
   6. All Directors are required to sit on at least one committee.
7. The Board of Directors shall document the proceedings of its meetings through meeting minutes, an annual report of operations, and an audited report of finances and financial systems.

E. Removal of Directors:
Directors may be removed from the BOD by a two-thirds vote of the full Board.

F. Vacancies:
1. Any vacancy occurring among the Community Leaders through death, resignation, removal or any other cause (other than expiration of the term of office) may be filled by the Board of Directors. Nominations may be made by any Board member. The term of the appointee shall be for the remainder of the term of the director who is replaced. Time in office to fill a vacancy will not be considered as serving part of an elected term in office.
2. Any vacancy in an Elected Official Director seat will be refilled by the municipality or government organization for that seat.

G. Attendance:
1. Individuals appointed or elected to the BOD shall be the official Directors of the Board, with no alternates, unless otherwise noted in Article III, Section A.1. (b).
2. Directors are expected to attend BOD meetings. If they are not able to attend, they shall notify HLB staff of their non-attendance prior to the called meeting.
3. Community Leader Directors that fail to attend three (3) consecutive meetings, or four (4) cumulative meetings, annually, will be notified that they are no longer Directors of the HLB, and they will be replaced on the HLB.
4. The appointing jurisdiction shall be notified of non-attendance by an Elected Official of at least three (3) consecutive meetings, and a new representative will be requested.
5. Board members may request a Leave of Absence, up to twelve weeks, in accordance with FMLA (The Family and Medical Leave Act, 29 U.S.C. 20601, et. seq., and 29 CFR Part 825). Members are still counted as part of quorum during Leave of Absence. Members are still counted as part of quorum during Leave of Absence.
6. The two elected constitutional officers may appoint attendees in their absence, who may cast votes.

H. Compensation:
The members of the BOD shall not receive a salary or other compensation for services rendered to the HLB except for expenses incurred on behalf of the HLB and as approved by the BOD. The two Formerly Homeless Directors shall receive a stipend of $30 per meeting. CEO will determine form of payment. There is no property right in membership on the Board.

Article IV: Meetings

A. Open Meetings: All meetings are open to the public, shall be properly noticed and are subject to the Sunshine Laws of the State of Florida (Chapters 119 and 286 F.S.).

B. Annual Meeting: The HLB shall hold an annual meeting in the fourth quarter of the calendar year in compliance with Florida Business Corporation Act (607.0701 F.S.).
C. **Regular Meetings:** The BOD may fix times and places for regular meetings of the HLB.

D. **CoC Meetings:** The HLB will host at least two (2) CoC-wide membership meetings in the calendar year, and one shall be the annual meeting (24 CFR § 578.7).

E. **Special Meetings:** Special meetings of the BOD may be called:
   1. upon a vote of two-thirds of the Directors of the BOD, or
   2. by the Executive Committee; and
   3. written notice of the time, location and agenda of the Special Meeting shall be provided to all Directors of the HLB, and publicly noticed, not less than three (3) days prior to such a meeting.

F. **Notice:** Written notice of the time and location of regular meetings of the BOD shall be publicly noticed and shall be given to all Directors ten (10) calendar days prior to the meeting.

G. **Delivery of Notice:** Delivery of notice to Directors shall be by email or first-class mail. Email will be used unless a Director designates that they are unable to receive such notice.

H. **Waiver of notice:** Notice of a meeting need not be given to any Director who submits a signed waiver or notice before or after the meeting or who attends the meeting without protesting the lack of notice at the commencement of the meeting.

I. **HLB Meeting Quorum:** Fifty-one percent (51%) of the HLB Directors must be physically present at a meeting to constitute a quorum.

J. **Voting:**
   1. In any matter brought before the HLB, each Director shall have one (1) vote. A roll call vote shall be required for all funding related issues and governance document matters.
   2. After a quorum is established, a vote of 51% of those voting shall be determinative.
   3. A majority of the BOD present, whether or not a quorum is present, may adjourn any meeting to another time and place.

K. **Voting Without Attending the Meeting:**
   Although not the preferred method of attendance, once the physical quorum is established, the participation of one or more Directors of the BOD by teleconference or other equipment, allowing all persons participating in the meeting to hear each other at the same time, and otherwise meeting the legal requirements for such participation, shall constitute presence at a meeting. Those participating by teleconference or other equipment will not be counted towards meeting quorum requirements.

**Article V: Officers**

A. **Officers:** The officers of the BOD shall be:
   - Chairperson
   - First Vice Chairperson
   - Second Vice Chairperson
   - Secretary
Treasurer
Immediate Past Chairperson

The person elected as Chairperson must have been a Director of the HLB for at least one year prior to election. The First- and Second Vice-Chairpersons shall be one each from the Elected Officials and the Community Leaders.

B. **Election:** Officers shall be elected at the annual meeting of the HLB. The election of each officer of the BOD shall require a two-thirds (2/3) vote of Board members present.

C. **Term of office:**
1. Each Officer elected shall serve a term of two (2) years and may be elected for an additional term. No officer shall hold the same office for more than two (2) consecutive terms.
2. Terms of office shall be from January–December bi-annually and should be staggered.

D. **Removal:** Any officer elected or appointed by the BOD may be removed by a two-thirds (2/3) vote of the BOD.

E. **Vacancies:** If a vacancy occurs in the Chairperson’s office, the BOD may appoint one of the Vice Chairpersons to complete the term. If a vacancy occurs in any other office, the BOD may appoint a Director to complete the term. Time in office to fill a vacancy will not be considered as serving part of an elected term in office.

F. **Compensation:** The Officers of the HLB will not receive a salary or other compensation for services rendered to the HLB but will be entitled to reimbursement of BOD pre- or post-approved expenses incurred in the performance of their duties.

**Article VI: Duties of the Officers**

A. **Chairperson:** The Chairperson shall preside at all meetings of the BOD. The Chairperson shall oversee the implementation of the policies of the HLB and shall fulfill other assignments as may be assigned or delegated by the BOD. The Chairperson, at his or her own discretion, may designate ad hoc committees, appoint the members and chairpersons thereof, and shall appoint a chairperson for each of the standing committees enumerated in these Bylaws, except the Providers and Funders Councils. The Chairperson may not be an employee of any organization that receives funding directed by the Homeless Leadership Board.

B. **Vice Chairpersons:** The First Vice-Chairperson shall perform the duties of the Chairperson in the absence or inability of the Chairperson and will perform other duties as requested by the Chairperson. The Second Vice-Chairperson shall perform the duties of the Chairperson or the First Vice-Chairperson in the absence of both and will perform other duties as requested by the Chairperson.

C. **Secretary:** The Secretary shall oversee and authenticate the records of the BOD and attend to giving and serving all notices of the BOD as required by these Bylaws or as required by law. The Secretary shall ensure that minutes of meetings of the Board of Directors and the Executive Committee are recorded and kept.
D. **Treasurer:** The Treasurer will be prepared to report on the status of the HLB finances, present the annual budget and any revisions, and present the annual audit to the Board of Directors. The Treasurer will perform such additional duties as may be appropriate pursuant to sound financial and accounting policies and procedures.

E. **Immediate Past Chairperson:** The Immediate Past Chairperson of the BOD HLB shall be a voting member of and provide continuity to the Executive Committee. The Immediate Past Chairperson shall perform any other duties as may be required for the proper conduct of the office and as may be requested by the Chairperson.

**Article VII: Chief Executive Officer**

The Chief Executive Officer (CEO) of the HLB will be employed, or be under contract, upon a written agreement by the Board of Directors as the HLB principal administrator. He or she will supervise managerial staff as to all of the daily operations of the HLB. The Chief Executive Officer will serve as an ex officio member of all HLB committees, will prepare, in conjunction with the Finance Committee, the proposed annual budget for submission and approval to the Board of Directors each year and will perform such other duties as may be prescribed by the Board of Directors.

**Article VIII: Committees**

A. **Committee Rules:**

1. The Standing Committees of the HLB shall be:
   a. Executive Committee
   b. Providers Council
   c. Funders Council
   d. Bylaws, Governance and Nominating Committee

2. Each committee in this section shall adopt rules governing its work that are consistent with these Bylaws or with rules adopted by the BOD.

3. All actions taken by the committees in this section must be ratified by the BOD.

4. The appointment of all committee members to the standing committees in this section shall be ratified by the BOD, except for the Providers Council and Funders Council.

5. Ad hoc committees may be established by the Chairman of the Board or the Board of Directors, as it deems appropriate, for limited and specific purposes to advance the mission of the HLB. Such committees shall be responsible solely to the Board of Directors and shall report status and progress of its assignments on a frequency deemed appropriate by the Board of Directors. The Bylaws Committee will be an ad-hoc committee.

6. The Providers Council and the Funders Council may also appoint ad hoc subcommittees following these rules.

7. The members of the Providers Council, Funders Council, their ad hoc subcommittees, and HLB ad hoc subcommittees may include individuals who are not members of the BOD.

8. All committees and subcommittees shall operate under the HLB Conflict of Interest Rules, Florida Sunshine Law, and Roberts Rules of Order.
B. Executive Committee:

1. The Executive Committee shall be a standing committee comprised of the five Officers of the HLB, the Immediate Past Chairperson, and the Providers and Funders Council Chairs. The Chairperson shall serve as the chair of the Executive Committee. The Executive Committee shall be responsible for the general supervision of the affairs of the HLB between meetings of the BOD. The Executive Committee shall fix the hour and place of its meetings and will make recommendations to the BOD.

2. The Executive Committee shall act as the Audit Committee of the HLB and shall provide financial reports to the Board of Directors.

3. The Executive Committee shall serve as the CoC Review and Rank Committee; any Executive Committee member with a conflict shall be replaced with a vote of the BOD.

4. The Executive Committee shall serve as the HMIS Governance Committee and review and ratify the decisions of the Data and System Performance Committee, as established in the HMIS Charter.

5. The Executive Committee shall be subject to the direction of the BOD and none of its acts shall conflict with the policies enacted by the BOD. The Executive Committee shall have authority for operational decisions and may act in place of the BOD in between Board meetings. Any action taken by the Executive Committee that was not previously authorized by the BOD, as in line with its policies, must be ratified by the HLB at its next meeting.

6. Executive Committee meetings may be convened in emergency or crisis situations with a twenty-four (24) hour minimum notice.

7. After four (4) calendar year absences, an Executive Committee member may be removed and an alternate appointed by a vote of the Committee members.

C. Providers Council:

1. Membership:

   a. The membership of the Providers Council shall include representatives from homeless/at-risk service providers and other organizations that are actively involved in services that affect homeless/at-risk target groups in Pinellas County.

   b. Members must act for the benefit of the homeless/at-risk services system as a whole, in support of Housing First, and not for individual organizations.

   c. The Providers Council members shall establish policies and procedures for Council membership, size of the Council, operating rules, and the work of the Council. These policies and procedures will be brought to the full BOD for ratification.

   d. The Providers Council shall have at least eight (8) members, and it shall set the maximum number of members itself.

   e. Members of the Providers Council should include representatives from, but not limited to:

      i) homeless service providers (housing, behavioral health, other),

      ii) one or more Public Housing Agencies,

      iii) Employment Services,

      iv) Veterans Administration,

      v) Pinellas County Schools.
2. Responsibilities:
   a. Make recommendations to the full BOD on homeless/at-risk services system issues, concerns and needed actions, either in response to BOD requests or on issues raised by Providers Council members.
   b. Address the needs of all target groups, such as individuals, families, Veterans, unaccompanied youth, etc., for permanent housing.
   c. Annually review and make recommendations on activities and priorities that enable the Pinellas system of services to meet and exceed HUD/ Continuum of Care and other performance standards.
   d. Coordinate planning and recommendations with other community-wide planning groups.

3. Leadership:
   a. Members of the Providers Council shall elect the Council Chair and Vice-Chair from the membership of the Council.
   b. The Providers Council Chair will be selected by the members to be a full voting member of the HLB as its representative.

4. The Providers Council shall organize as it deems appropriate, complying with CH. 119 and 286 F.S.

D. Funders Council:
   1. Membership:
      b. The membership of the Funders Council shall include representatives from local and state governments, businesses, foundations, and other funders of services that affect all homeless/at-risk target groups.
      c. Members must act for the benefit of the homeless/at-risk services system as a whole, and not for individual organizations.
      d. The Funders Council members shall establish policies and procedures for Council membership, size of the Council, operating rules, and the work of the Council. These policies and procedures will be brought to the full HLB for ratification.
      d. The Funders Council shall have at least eight (8) members, and it shall set the maximum number of members itself.
      e. Members of the Funders Council shall include representatives from, but not limited to:
         i) Pinellas County,
         ii) Cities of Clearwater, Largo, Pinellas Park, St, Petersburg, and Tarpon Springs;
         iii) Juvenile Welfare Board (JWB).

2. Responsibilities:
   a. Make recommendations to the full BOD on funding of homeless/ at-risk programs and services, either in response to BOD requests or on issues raised by Funders Council members.
   b. Make recommendations on strategically aligning funding resources available for homeless/ at-risk programs and services based on BOD-approved priorities, to make the most effective use of scarce resources.
   c. Annually review and make recommendations to the BOD on the best use of funds from specific resources, based on the HLB-approved priorities and
activities that enable the Pinellas system of services to meet and exceed applicable performance standards as approved by the BOD. Such resources include the HUD Continuum of Care, State of Florida homeless funding, and/or local public or private sources.

d. Determine ways the local funders can coordinate funded services through common contract language, performance outcomes, and goals.

e. Coordinate funding planning and recommendations with other community-wide funding and planning groups

3. Leadership:
   a. Members of the Funders Council shall elect the Council Chair and Vice-Chair from the membership of the Council.
   b. The Funders Council Chair will be selected by the members to be a full voting member of the HLB as its representative.

4. The Funders Council shall organize as it deems appropriate, complying with CH. 119 and 286 F.S.

5. Voting: A majority of 60% of those members voting is required to recommend funding decisions to the HLB.

E. Bylaws, Governance, and Nominating Committee:
   1. A standing Bylaws, Governance, and Nominating Committee shall be appointed by the Chair in January of each year.
   2. The Bylaws, Governance and Nominating Committee shall consist of not less than three (3) and not more than five (5) members.
   3. The committee shall perform an annual review of the Bylaws and Charter of the HLB and make recommendations to the Board of Directors as is deemed necessary.
   4. In its nominating function, the Committee shall provide a ballot of names for election as Community Leaders. The Committee shall ensure that the individuals nominated meet the community representation requirements as stated in Section III.A.1.f. Nominations will be taken from the floor at the annual meeting.
   5. The Committee shall provide the names of the nominees to the HLB twenty-one (21) days prior to the annual meeting, or when requested.
   6. The Committee shall provide a single slate of nominees for the Officers of the HLB twenty-one (21) days prior to the election every two years at the annual meeting.

Article IX: Amendment of Bylaws

A. Authority to Amend: Subject to any limitations set forth in these Bylaws or applicable law, these Bylaws may be amended.

B. Notice for Amending Bylaws: If at any time these Bylaws are to be amended, the Chairperson of the BOD shall give notice of any meeting called with respect to such action to all members of the BOD twenty-one (21) days before the meeting. Copies of the proposed changes shall accompany the notice.

C. Vote: Any proposed amendment to these Bylaws must be approved by an absolute two-thirds (2/3) of the members of the HLB present and voting.
D. Approval: All amendments to the Bylaws shall be effective immediately upon approval by the Board of Directors.

Article X: Conflict of Interest

Policies: The BOD shall adopt comprehensive conflict of interest policies which shall govern it and the committees and Councils of the HLB (24 CFR § 578.95).

Article XI: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the BOD in all cases to which they are applicable and in which they are not inconsistent with applicable law, these Bylaws and any special rules the HLB may adopt.

Article XII: Dissolution of the Corporation

A. Determination: Following a thirty (30) day prior written notice to all Homeless Leadership Board of Directors, the HLB (Corporation) may be voluntarily dissolved by a two-thirds majority of the Board members at a meeting called expressly for such purpose.

B. Assets: In the event of dissolution, or other liquidation of the assets of the HLB (Corporation), all residual assets shall be awarded to selected Pinellas County homeless service organizations, which are themselves exempt as organizations, as described in Section 501 (c) (3) of the 1986 Internal Revenue Code, or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose, applying under a “Request For Proposals” (RFP). The final awards shall be determined by the HLB (Corporate) Officers, who shall act as the “Review and Award Committee” in this regard.

C. Records: Upon the dissolution of the HLB (Corporation), its books, records, Charter, and any and all other pertinent materials shall be transferred and delivered promptly into the custody of such custodian as shall be designated by the Board of Directors.

I HEREBY CERTIFY that the above Bylaws were adopted on August 31, 2018 by The Board of Directors.

Amy Foster, Board Chair

Date

9/18/18