

## **Exhibit B**

### **CHATHAM-SAVANNAH CONTINUUM OF CARE BYLAWS**

#### **ARTICLE I – NAME, PURPOSE**

##### **Section 1: Name**

The name of the organization shall be the SAVANNAH- CHATHAM COUNTY CONTINUUM OF CARE BOARD, hereafter referred to as the CoC Board.

##### **Section 2: Purpose**

The CoC Board is organized exclusively to make collaborative decisions that will move Chatham County toward ending homelessness (following best practice models in), by assisting individuals and families move to stable, functional, quality housing in Chatham County.

#### **ARTICLE II - MEMBERSHIP**

Membership of the CoC Board shall consist only of the members of the Board of Directors.

#### **ARTICLE III – ANNUAL MEETING**

##### **Section 1: Annual Meeting.**

The date, time and place of the regular annual meeting shall be set by the Board of Directors.

##### **Section 2: Special Meetings.**

Special meetings may be called by the Board Chair or by one-third of Board Members.

##### **Section 3: Notice.**

Notice of each meeting shall be given to each voting member, by mail or electronic mail not less than five (5) working days before the meeting.

#### **ARTICLE IV – BOARD OF DIRECTORS**

##### **Section 1: Board Role, Size, Compensation.**

The CoC Board is responsible for overall policy and direction of the Continuum of Care. Much of the work of the CoC occurs in its committee structure. CoC board policy implementation recommendations must be approved by the Chatham-Savannah Authority for the Homeless (CSAH) Board of Directors.

Three Chatham-Savannah Authority for the Homeless board members are permanent members of the CoC Board. The board members are charged with ensuring communication is facilitated between the work of the CoC board and the CSAH board. The Executive Director of CSAH is responsible for daily operations of the CoC. Board Members are not compensated for their work.

After the CoC Founding Board is placed, new board members are selected by the process set forth by the Membership and Rules Committee in the CoC Governance Charter.

Members will be representative of Chatham County and include community leaders and individuals experiencing homelessness or previously experienced homelessness.

**Section 2: Meetings.**

The CoC Board shall meet at least quarterly.

**Section 3: Board Elections.**

CoC Board officers are elected annually by a majority vote of current members. Officers may serve two, one year terms. No officer may serve in more than one position at a time.

**Section 4: Terms.**

All Board members may serve 3 year terms with a maximum of six years served. The board must approve each term renewal. Terms for the initial Board members shall be staggered with no more than 1/3 of the Board members having terms expiring in any given year.

**Section 5: Quorum.**

A meeting must be attended by at least 51 percent of the Board members (quorum) before business can be transacted or motions made or passed.

**Section 6: Notice.**

An official Board meeting requires that each Board member have written notice or electronic notice five (5) working days in advance.

**Section 7: Voting.**

A majority of those present shall be required to pass a motion. The Chair may also call for a vote by electronic mail. Any voting done by electronic voting shall be printed and retained with the minutes from the meeting.

**Section 8: Officers and Duties**

There shall be four officers of the Board consisting of a Chair, Vice-Chair, Secretary and Treasurer. The officers constitute the CoC Board Executive Committee. Officer duties are as follows:

- The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.
- The Vice-Chair will chair committees on special subjects as designated by the board.
- The Secretary in conjunction with the CSAH Executive Director shall be responsible for keeping records of Board actions, including taking minutes at all board meetings, sending out meeting announcements, distributing copies of the minutes and the agenda to each Board member, and assuring that corporate records are maintained.
  
- The Treasurer is responsible for keeping the board apprised of potential financial roadblocks and resources required by the community to meet the short and long term goals of the CoC.

**Section 9: Vacancies.**

When a vacancy on the CoC Board exists, the Membership and Rules Committee shall meet and make nominee recommendations to the full Board. These nominations shall be sent to Board members with the regular Board meeting announcement. The chair of the board is responsible to bring potential nominees up for vote.

**Section 10: Resignation.**

Meeting absences and resignations by CoC board members should be in writing and received by the Secretary. Board members shall not miss more than 25 percent of Board meetings in a 12 month period. If a Board member misses more than 25 percent of board meetings, the Chair may call for a removal vote. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**ARTICLE V – COMMITTEES**

**Section 1:** The CoC Board has four standing committees; Standards, Rating and Project Selection Committee, HMIS Committee, Membership and Rules Committee, Needs Assessment Committee

**Section 2:** The Board Chair may create additional committees, sub-committees and workgroups as needed.

**Section 3:** The four officers serve as the members of the Executive Committee. The Executive Committee does not have the authority of the CoC Board of Directors in the intervals between meetings of the Board, except those approved by a two-thirds vote of the Board of Directors.

**Section 3: Finance Committee**

The Treasurer is responsible for keeping the board apprised of potential financial roadblocks and resources required by the community to meet the short and long term goals of the CoC. As the CoC matures it is anticipated that broad sources of public and private financing will be needed to address the shortage of affordable housing in Chatham County. The Finance Committee will be responsible for research and education of CoC Board members about the economic impact of homelessness, innovative ways to address the housing shortage, and support efforts to educate the general public about the financial implications of homelessness in Chatham County.

**ARTICLE VI – AMENDMENTS**

**Section 1:** These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the Savannah- Chatham County CoC Board on \_\_\_\_\_