Los Angeles Continuum of Care Board

BYLAWS

Version History	
Date Adopted	**Revisions Made**
February 14, 2024	Scope of document narrowed; overall restructuring of document; addition of table of contents; removal of outdated language that is no longer relevant; addition of procedural detail for select processes; addition of compensation and indemnification policies; addition of teleconference procedure

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Article I: Name

The name of this group shall be the Los Angeles Continuum of Care Board.

Article II: Purpose and Duties

Section 1: Purpose

The Continuum of Care (CoC) Program is authorized by subtitle C of title IV of the McKinney-Vento Homeless Assistance Act.[1] The program is designed to: promote communitywide commitment to the goal of ending homelessness; provide funding for efforts by nonprofit providers, states, and local governments to quickly rehouse homeless individuals (including unaccompanied youth) and families, while minimizing the trauma and dislocation caused to homeless individuals, families, and communities by homelessness; promote access to and effective utilization of mainstream programs by homeless individuals and families; and optimize self-sufficiency among individuals and families experiencing homelessness.

A Continuum of Care is a group required under the CoC Program composed of representatives of organizations in a geographic area including nonprofit homeless providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, organizations that serve homeless and formerly homeless veterans, and homeless and formerly homeless persons.

The Los Angeles Continuum of Care (LA CoC) is a State of California Ralph M. Brown Act[2] (Brown Act) body that coordinates public and community-based housing and services to assist persons who are homeless or at imminent risk of homelessness in Los Angeles County (LA County) to obtain permanent housing, increase economic stability, and promote housing stability. The LA CoC addresses critical issues related to homelessness through a coordinated community-based process of identifying and addressing needs utilizing U.S. Department of Housing and Urban Development (HUD) funding, as well as other sources of funding. The objectives of the LA CoC are often achieved through the work of the local homeless coalitions and subcommittees that help comprise the LA CoC. The LA CoC geography includes 85 of the 88 separate cities within LA County.[3] LA County is also divided into eight geographic areas designated as Service Planning Areas (SPA's), each expected to have a proportional share of homeless services.

Through its Governance Charter, the LA CoC has established the Los Angeles Continuum of Care Board (LA CoC Board, CoC Board, or Board) to fulfill responsibilities on its behalf, and for which these bylaws have been adopted.

Section 2: Duties

A. The LA CoC Board's roles and responsibilities are summarized below as delegated by the LA CoC through adoption of its Governance Charter. The CoC Board:

[1] 42 U.S.C. 11381-11389.
[2] California Government Code 54950 et seq.
[3] Excluding the cities of Glendale, Long Beach, and Pasadena, as each maintains its own CoC.

1. Consults and provides feedback on proposed process to select its Board.
2. Consults and provides feedback on its proposed role.
3. Consults and provides feedback on the proposed charter.
4. Consults and provides feedback on the proposed LA CoC project performance targets appropriate for population and LA CoC component types.
5. Consults and provides feedback on written standards for providing LA CoC assistance.
6. Approves the HMIS software or the LA CoC geographic area and designates an eligible vendor to manage its HMIS. In addition, the CoC Board is expected to:
    a. Form an HMIS committee, which will support the CoC Board with its responsibility 7 to assess and recommend an HMIS and HMIS Lead.
    b. Affirm or select a new HMIS Lead for the LA CoC, based on the HMIS committee's assessments and recommendations. This review process will occur every five years.
7. Approves the adoption of privacy, security, and data quality plans for the CoC's HMIS.
    a. The HMIS committee will work with HMIS Lead staff to establish HMIS evaluation criteria to assist assessment of HMIS function and governance needs.
    b. The HMIS committee shall use evaluative criteria to review, revise, and approve recommendations for the LA CoC Board regarding the functionality, privacy, security, and data quality plans for the HMIS. The review of these HMIS governing documents will take place every year.
    c. The HMIS Lead will develop and submit an Annual Performance Report covering the specific functions of the HMIS Lead to the LA CoC Board for review. This will include a review and recommendations of changes to the privacy, security, and data quality plans for the HMIS. This process will take place every year.
8. Consults and recommends CoC Program rating and ranking policies and procedures; review and rank CoC Program funding application request.
9. Consults and recommends funding priorities for the CoC Program.

Article III: Structure

Section 1: Membership Structure

A. The LA CoC Board shall be comprised of twenty-one (21) individual members (Members) interested in the development and coordination of the homeless crisis response system in Los Angeles County (excluding Glendale, Long Beach, and Pasadena), through a nominating and/or election process managed by the Los Angeles Homeless Services Authority (LAHSA) .Membership shall include:
    1. Eight (8) elected members from the eight (8) Service Planning Areas (SPAs)[4];
    2. Eight (8) system partner members appointed by relevant designated entities; and
    3. Five (5) at-large members appointed by either relevant designated entities or the LA CoC Board.

[4] One elected member per SPA for a total of eight SPA representatives

B. The LA CoC Board shall, to the greatest extent possible, include a balanced representation from governmental sectors (e.g., City of Los Angeles vs. County of Los Angeles), subpopulation groups (e.g., providers primarily serving families, single adults or youth), CoC component types (e.g., homeless assistance agencies primarily providing emergency shelter, transitional housing, rapid re-housing, permanent supportive housing, or supportive services) and service planning areas throughout the LA CoC.

C. The LA CoC Board membership shall not have a majority representation of homeless assistance providers at one time. At least three (3) LA CoC Board Members shall represent persons with lived experience (as either currently experiencing homelessness or having formerly experienced homelessness) each representing one of the three main populations in the LA County Coordinated Entry System:
   - Adults (18+)
   - Families (households with a child under age 18)
   - Youth (18-24)

Section 2: Membership from Service Planning Areas on the CoC Board

A. **Eight (8)** SPA representatives will be selected by the eight SPAs through a public election process managed by LAHSA following an open solicitation and application process. SPA representative Members shall represent <u>any</u> of the following constituent groups:
   - Providers of housing and services for persons experiencing a housing crisis (services may include case management, housing location assistance, support in increasing income, applying for public benefits, etc.)
   - Homeless or formerly homeless individuals and families
   - Non-profit organizations representing veterans and individuals with disabilities
   - Victim service providers, providing specialized services and advocacy to persons fleeing or attempting to flee domestic violence, dating violence, sexual assault, stalking, and human trafficking

B. All CoC Board Members representing a specific SPA shall demonstrate familiarity with the SPA they represent. Evidence of familiarity may include living or being employed in the SPA they represent during the entire period of active membership on the CoC Board.

Section 3: Membership from System Partners on the CoC Board

A. **Eight (8)** system partner representatives will be appointed by relevant entities of designation and shall represent <u>each</u> of the following constituent groups:
   - City of Los Angeles: Process TBD
   - County of Los Angeles Department of Health Services: Appointed by the Director of Health Services
   - County of Los Angeles Department of Mental Health: Appointed by the Director of Mental Health
   - County of Los Angeles Chief Executive Office Homeless Initiative: Appointed by the

Executive Director
- Educational Entities: Appointed by Los Angeles County Office of Education
- Housing Authority of the City of Los Angeles: Appointed by the Chief Executive Officer/President
- Los Angeles County Development Authority: Appointed by the Executive Director
- Los Angeles Homeless Services Authority: Appointed by the Chief Executive Officer

Section 4: At-Large Membership from Greater Los Angeles Area on the CoC Board

A. There shall be **five (5)** at-large representatives. One (1) of the five (5) at-large representatives shall represent:
   - American Indian/Alaska Native Population: Appointed by the Los Angeles City/County Native American Indian Commission

B. **Four (4)** of the at-large representative Members shall represent <u>any</u> of the following constituent groups (not exhaustive), to be appointed by the LA CoC Board following an open solicitation and application process managed by LAHSA:
   - Faith-based organizations
   - Public housing agencies
   - Advocates
   - People with lived experience
   - Mental Health agencies
   - School districts
   - Hospitals or other federally qualified health centers
   - Universities
   - Affordable housing developers
   - Law enforcement
   - Representatives of business and financial institutions
   - Representatives of private foundations and funding organizations
   - Rental property owners and managers
   - Victim service providers, providing specialized services and advocacy to persons fleeing or attempting to flee domestic violence, dating violence, sexual assault, stalking, and human trafficking

Section 5: Terms and Vacancies

A. LA CoC Board Members shall serve a three-year term. Terms are renewable. After serving two consecutive terms, Members shall be restricted from serving additional future terms until after an inactive period (i.e., not serving as a Board Member) for three consecutive years.

B. In the event of unexpected vacancies or resignations, LAHSA will manage the filling of vacant seats according to the following procedures:
   a. SPA Representative vacancies will be filled through a public election process following an open solicitation and application process. The LA CoC Board may appoint an interim SPA Representative, from the affected SPA, to serve for no more than the balance of the vacated term until the next public election is held for the affected SPA.
   b. System Partner Representative vacancies will be filled by the appointing agency.

c. At Large Representative vacancies will be filled by appointment following an open solicitation and application process (unless otherwise designated).
d. Members filling vacancies within an existing term will serve for the duration of the remaining term. A term served by filling a vacancy counts toward a Member's overall term limits specified in Article III, Section 5.A above.

Article IV: Officers

The principal Officers of the LA CoC Board shall be the Chair and Vice Chair. The duties and responsibilities of these Officers are as follows:

Section 1: Chair

A. The Chair shall be duly elected by the Board.
B. The Chair shall govern the affairs of the CoC and Board in keeping with these Bylaws, the CoC Governance Charter, and applicable state and federal laws.
C. The Chair shall preside over all regular, special, and emergency meetings of the Board; review, protect, and advocate for the purpose of the CoC.

Section 2: Vice Chair

A. The Vice Chair shall be duly elected by the Board.
B. The Vice Chair shall be responsible for governing the affairs of the CoC and Board when the Chair is unavailable.

Section 3: Elections and Terms of Office

A. Election of the Chair and Vice Chair will occur annually, typically within the first quarter of the calendar year.
B. The Chair and Vice Chair will serve a one-year term and may serve consecutive terms concurrent with established membership.
C. In the event of unexpected vacancies or resignations, LAHSA will manage the filling of vacant Officer seats according to the following procedures:
    i. LAHSA staff will announce the election and call for submission of expressions of interest from Board Members in advance of the meeting in which the election will occur.
    ii. Interested Board Members will submit in writing via an email to LAHSA staff their interest in running for an Officer position. Board Members are able to run for more than one position but are required to state in writing their order of preference. Board Members can submit written nominations of their peers for open positions and LAHSA staff will then share the information with the nominees.
    iii. During the next Regular meeting, LAHSA staff will publicly declare the candidates and each candidate will have the opportunity to address their fellow Members.
    iv. LAHSA staff will then call for a voice vote; first, for the position of Chair and, second, for Vice Chair.
    v. A simple majority vote of a quorum of Members present at a meeting will determine the outcome for each position. [Quorum is defined in Article V, Section 4 below].

Section 4: Administrative Support

A. LAHSA manages the day-to-day operations of the LA CoC Board and provides administrative support to assist with CoC Board meeting operations, communications, Member selection process, and other functions as assigned.

B. LAHSA is responsible for making public, via email announcements all meeting dates, agendas, and supporting documentation in accordance with the Brown Act.

C. The Chair and Vice Chair shall preside over all meetings with administrative and management support provided by LAHSA. Meeting agendas shall be set by LAHSA in consultation with the Chair and Vice Chair.

D. Immediate Past Chair and Vice Chair may assist and advise the Chair and Vice Chair, upon their request, in the performance of their duties.

Section 5: Liaisons

A. The LA CoC Board may designate Members to serve as liaisons to establish communication feedback loops regarding CoC business and which support the Board in carrying out its duties.

Article V: Meetings, Quorum, and Attendance

Section 1: CoC Board Regular Meetings

A. The LA CoC Board shall meet monthly on the second Wednesday at 2:00 p.m. at LAHSA, located at 637 Wilshire Blvd., Los Angeles, CA 90017, or unless otherwise noted.

B. The LA CoC Board shall be able to reschedule, postpone, cancel, or modify any of its meetings at its discretion with proper notice in coordination with LAHSA.

C. All Regular Meeting agendas shall be set by LAHSA staff in consultation with the Chair and Vice Chair.

Section 2: CoC Board Special Meetings

A. Special LA CoC Board meetings may be called by the Chair or Vice Chair, or a majority of Members, in coordination with LAHSA, as needed for urgent items with proper notice in accordance with the Brown Act.

B. All Special Meeting agendas shall be set by LAHSA staff in consultation with the Chair and Vice Chair.

Section 3: CoC Board Minutes

A. Minutes of all meetings will be kept by LAHSA.

B. Minutes will be disseminated to the LA CoC Board and posted on LAHSA’s website.

C. Minutes will include, at minimum, the date, time, and place of the meeting; names of all Board Members in attendance; names and affiliations of all individuals presenting on agenda items or providing administrative support; agenda items and topics discussed, and votes on any action items; and any other information deemed necessary.

D. The Board may take action to approve Minutes and make any corrections at the subsequent Regular Meeting. Approved Minutes will be posted on LAHSA’s website.

Section 4: Quorum at CoC Board Meetings

A. Quorum is the number of Members who must be present in order that Board business can be validly transacted. The quorum refers to the number of Members present, not to the number of Members voting to take action on an agenda item.

B. A simple majority of the total membership of the Board (more than half, i.e., more than 50%), excluding vacant seats, constitutes a quorum.

Section 5: Parliamentary Procedure

A. The parliamentary authority for all matters of procedures including the process for proposing, amending, and approving all business and motions of the LA CoC Board shall be the current edition of Robert's Rules of Order, unless specifically addressed in the bylaws.

Section 6: CoC Board Attendance

A. Any regular LA CoC Board meeting scheduled and noticed as per the Brown Act, shall constitute a meeting for the purpose of determining Member attendance.
B. Members are expected to be present and active participants in CoC Board meetings, committees, workgroups, and/or official CoC Board business correspondence.
C. LAHSA shall monitor the attendance of Members.
D. Members may be subject to sanction and/or removal from the LA CoC Board after having three (3) consecutive unexcused absences within any twelve (12) month period. After three such absences, the appointing authority shall be notified that a vacancy needs to be filled following the respective selection process documented in these bylaws.
E. Attendance via teleconference shall abide by current State law, including the Brown Act and Assembly Bill 2449. See *Appendix A: Teleconference Attendance* for more details.

Article VI: Committees

The use of committees and workgroups is critical for the CoC Board in carrying out of its responsibilities as delegated under the CoC Governance Charter.

Section 1: Committee Design and Assignments

A. LAHSA staff, in consultation with the Board Chair and Vice Chair, will propose the committee structure with assigned responsibilities and objectives annually.
B. The Board will approve its committee structure and Member assignments during a Regular meeting.
C. The Board may designate its committees as Standing Committees (i.e., permanent committees) or Ad Hoc Committees (i.e., time-limited committees).
D. The Board may establish workgroups; Workgroups do not require formal approval (i.e., vote by a majority of Members at a meeting).

Section 2: Standing Committees

A. The Homeless Management Information System (HMIS) Committee is responsible for executing duties 6 and 7 in Article II Section 2 in these bylaws.

Article VII: Membership Removal and Resignation Process

Section 1: Sanction and Removal

A. The LA CoC Board shall consult with LAHSA staff and general counsel throughout any Member sanction and/or removal process. Grounds for sanction and/or immediate permanent removal from the LA CoC Board shall be:

1. Proven violation of attendance policy;
2. Proven violation of the Code of Conduct and/or Conflict of Interest policies as described in these bylaws; and/or
3. Violence or the threat of violence.

B. Removal of the identified Member requires a two-thirds (2/3) majority of the Board.

Section 2: Resignation

A. A LA CoC Board Member may resign at any time, either verbally at a meeting, or in writing. The position shall then be considered immediately vacant and filled by the Board's vacancy procedure.

Article VIII: Voting

Section 1: CoC Board Voting

A. The LA CoC Board operates by consensus whenever possible. When a vote is necessary, each Member shall have one vote upon any motion.
B. A quorum is required to take official action. Recusals count against quorum.
C. No Member shall vote on any issue where there is a conflict of interest.
D. A simple majority vote (more than half, i.e., more than 50% of Members present) will be used to settle issues that reach an impasse. Votes that result in a tie will be considered as having failed to pass.

Section 2: Recusal Process

All LA CoC Board Members who are affiliated with or representatives of organizations who are seeking, or considering seeking funds under the endorsement of the LA CoC must adhere to the following:

A. They shall disclose to the CoC Board any conflict or appearance of conflict which may or could be reasonably known to exist as outlined in *Appendix B: Code of Conduct and Conflict of Interest Policies*.
B. They shall not vote on any item that would create a conflict or appearance of conflict.
C. They shall not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the Member represents.
D. They shall not lobby or seek information from any other Member of the CoC Board if such action would create a conflict or the appearance of a conflict.

An affiliation may include, but not be limited to, being an employee of an organization seeking funding or being a participant in a program operated by such an organization.

Article IX: Amendments

These Bylaws may be amended by a majority vote at a meeting of the LA CoC Board (a majority of the total membership of the Board not counting vacant seats) provided that the proposed amendment(s) shall have been submitted in writing to each Member at least seven (7) business days before action is taken by the LA CoC Board.

Appendix A: Teleconference Attendance

In general, LA CoC Board Members must abide by the teleconference/virtual attendance rules of the Brown Act. In 2022, the State of California adopted into law Assembly Bill 2449[5] which allows for exceptions to the traditional teleconference requirements, and which are in effect through January 1, 2026.

AB 2449 Requirements

AB 2449 reiterates the standard Brown Act teleconference rules, re-codifies the rules set out in AB 361 for times of declared emergency, and also provides for relaxed teleconferencing rules when a member of the legislative body needs to attend remotely due to an emergency, or other reasons supported by "just cause."

CoC Board Members must meet certain pre-conditions in order to take advantage of the ability to teleconference under AB 2449. They are as follows:

1. A quorum of the Board must participate in person at the public location posted on the meeting Agenda.
2. The Board meeting must be open to the public.
3. The agenda must include details for the public to access the meeting remotely and to address the Board in person.
4. The meeting must be broadcasted either through a two-way audiovisual platform (e.g., Zoom) or a two-way telephonic service and live webcasting of the meeting.
5. If a disruption to the online meeting occurs, the Board must take no further action on agenized items until public access is restored.
6. Public comments should not be required to be submitted in advance.
7. The Board must implement a procedure for receiving and swiftly resolving requests for reasonable accommodations for individuals with disabilities and must give notice of these procedures.

CoC Board Members interested in participating remotely via teleconference can do so only as a "Just Cause" exception and for "Emergency Circumstances" as follows:

1. Just Cause Exception
   A. Just Cause means caregiving for a dependent, contagious illness of the CoC Board member, a need related to physical or mental disability, or official travel related to the CoC Board or another governmental agency.
   B. The CoC Board member must notify the CoC Board Chair and LAHSA as soon as possible of their request to meet remotely. The CoC Board member must also announce remote participation at the start of the meeting and provide a brief general explanation as to why and where the CoC Board member is meeting remotely. For example: dependent caregiving issues, travel on CoC Board business,

[5] California Government Code 54953 and 54954.2

or illness that prevents participation in person.

C. The Just Cause exception can be used for no more than two meetings per calendar year.

2. Emergency Circumstances Exception
    A. An Emergency Circumstance means a physical or family medical emergency.
    B. Emergency Circumstances exception request must be approved by CoC Board through a vote as an agenda item.
    C. If the request doesn't allow for a sufficient period of time to post the item on the agenda, then the Board can take up the item as an emergency item under the Brown Act rules and vote on the item.
    D. The CoC Board Member must alert the CoC Board Chair and LAHSA of this request as soon as possible.

Additional AB 2449 Conditions

1. If participating remotely for either Just Cause or Emergency Circumstances, the Board Member will need to disclose everyone 18 years or older who is present in the room where the Member is participating remotely.
2. Members may not assert the exception and remotely participate for a period that exceeds either three consecutive months or for 20 percent of the regular meetings in a calendar year.
3. Members may not assert the exception and remotely participate for more than two meetings if the regular meeting occurs fewer than 10 times per calendar year.

Appendix B: Code of Conduct and Conflict of Interest Policies

This LA CoC Board Code of Conduct represents the CoC's commitment to high standards. The following standards should be regarded as minimum expectations for conduct. LA CoC Board Members (Members) will act in accordance with and maintain the highest standards of professional integrity, impartiality, diligence, creativity, and productivity. CoC business will be conducted in a manner that reflects the highest standards and in accordance with federal, state, and local laws and regulations.

1. **Compliance with Policies**
   A. Members will conduct the LA CoC business in accordance with respective bylaws (where applicable) and conflict of interest policies.

2. **Conflict of Interest**
   A. All Members who are affiliated with, or representatives of organizations seeking, or considering seeking, funds under the endorsement of the LA CoC, must abide by CoC regulations pertaining to conflicts of interest. Conflicts of interest, and even the appearance of a conflict of interest, must be avoided. Members are required to abide by the conflict of interest standards listed in the Code of Federal Regulations 24 CFR § 578.95.
   B. A conflict of interest may also be defined as a contract or transaction between the LA CoC and an entity in which a Member or their family members has a financial or other interest or of which a Member is a director, officer, agent, partner, owner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
   C. Members must act in the best interests of the CoC and avoid situations where their personal or financial interests or relationships interfere with acting in good faith on behalf of the LA CoC.
   D. Members may not engage in activities that are in conflict with the interests of the LA CoC or that may negatively impact the reputation of the CoC.
   E. Members shall annually complete and submit the LA CoC Board Code of Conduct & Conflict of Interest Statement and Disclosure document and provide any updates in a timely manner to maintain an accurate record of any conflict or appearance of conflict.

3. **Receiving Grants, Endorsements, or References**
   A. LA CoC Board Members' organizations may receive financial support from LAHSA, City of Los Angeles, County of Los Angeles, and/or United Way of Greater Los Angeles to operate homeless assistance projects.

4. **Confidentiality**
   A. Members must maintain the highest standards of confidentiality regarding information obtained directly or indirectly through their involvement with the LA CoC. This includes but is not limited to information about Members and their organizations and funded agencies. Members must also avoid inadvertent disclosure of confidential information through casual or public discussion, which may be overheard or misinterpreted.

5. **Impartiality**

   Member agencies shall act impartially and with integrity. Members will:

   A. Not knowingly be a party to or condone any illegal or improper activity.
   B. Not directly, or indirectly, seek personal gain which would influence, or appear to influence, the conduct of their duties.
   C. Not exploit CoC professional relationships for personal or financial or professional gain.
   D. Be alert to the influences and pressures that interfere with the professional discretion and impartial judgment required for the performance of Members.

6. **Fraud**

   A. The term fraud refers to, but is not limited to: intentionally entering false or erroneous information into electronic software systems; any dishonest or fraudulent act; forgery or alteration of any official document; misappropriation of funds, supplies, or Continuum of Care materials; improper handling or reporting of money or financial transactions; profiting by self or others as a result of inside knowledge; destruction or intentional disappearance of records, furniture, fixtures, or equipment; accepting or seeking anything of material value from vendors or persons providing services or materials to the Continuum of Care for personal benefit; or any similar or related irregularities.
   B. Fraudulent acts will not be tolerated and may result in termination from the LA CoC Board.

7. **Gifts or Honoraria**

   A. It is not permissible to offer or accept gifts, gratuities, excessive favors, or personal rewards intended to influence a LA CoC Board Member's decisions or activities.

8. **Harassment**

   A. Harassment will not be tolerated and may result in disciplinary measures up to and including removal from the LA CoC Board.

9. **Laws and Regulations**

   A. LA CoC Board business will be conducted in manner that reflects the highest standards and in accordance with all federal, state, and local laws and regulations.

Appendix C: Compensation and Indemnification Policies

1. **Compensation**
   A. CoC Board Members who are persons with lived experience of homelessness may be eligible for nominal stipends in accordance with LAHSA policies.
   B. No CoC Board Member shall be entitled to nor receive any form of compensation, aside from those ascribed as persons with lived experience and determined eligible for stipends directly from LAHSA, as a result of their service on the LA CoC Board or actions as a LA CoC Board Member.

2. **Indemnification**
   A. CoC Board Members shall be held harmless and are not personally liable, solely because of their membership on the LA CoC Board, for any debts, obligations, or liabilities of the Continuum of Care, excluding incidents of negligence, gross negligence, misconduct, and willful malfeasance.