

**CITY OF ST. LOUIS  
CONTINUUM OF  
CARE  
FOR ENDING  
HOMELESSNESS**

**BYLAWS**

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## BYLAWS

### CITY OF ST. LOUIS CONTINUUM OF CARE FOR ENDING HOMELESSNESS

#### **ARTICLE I: Name and Geographic Area**

The name of the organization shall be the City of St. Louis Continuum of Care for Ending Homelessness, hereinafter referred to as the St. Louis City CoC. It will serve the City of St. Louis, Missouri.

#### **ARTICLE II: Mission**

A Continuum of Care is a community's plan to organize and deliver housing and services to meet the specific needs of people who are homeless as they move to stable housing and maximum self-sufficiency. It includes action steps to end homelessness and prevent a return to homelessness.

The City of St. Louis Continuum of Care for Ending Homelessness is a broad based partnership to prevent people within the community from becoming homeless and to find ways to end homelessness. Through interagency coordination and collaboration, the St. Louis City CoC will provide homeless people with effective services, and help them obtain affordable housing. The St. Louis City CoC shall serve in an advisory capacity to the Division of Homeless Services of the Department of Human Services of the City of St. Louis.

#### **ARTICLE III: Membership**

##### **Section 1: Qualifications**

Membership in the St. Louis City CoC is open to any organization – nonprofit, for profit, or governmental – that is committed to ending homelessness or assisting people who are homeless or at risk of becoming homeless.

##### **Section 2: Voting Privileges and Delegates**

Each member organization shall be entitled to an unlimited number of delegates, at least one of whom shall be a person functioning at the executive or managerial level, but the organization shall have only one vote. If two member organizations are closely linked but organized as separate non-profit organizations for IRS tax purposes, then each such organization is entitled to its own vote. Annually each member organization shall renew its membership and submit the names of its authorized delegates to the Secretary. For the purposes of voting, the Consumer Council, as described in Article VII, Section 1, below, shall be treated as a member organization and shall have one vote. Only active member organizations will have voting privileges. Active membership is determined by an organization's attendance at general, committee, and board meetings. Organizations must be in attendance at 80% of general meetings; committee members must be present at 80% of the committee meetings; and board members must be present at 80% of the board meetings to be considered active members of the

continuum. Organizations must be represented by one of its authorized delegates or CoC elected officers. (Amended, by general vote, the 18<sup>th</sup> of February 2010)

### **Section 3: Approval of Members**

Applications for membership shall be submitted to the Chair and Director of the Department of Human Services, and are subject to approval by a majority vote of the Board of Directors. Each member organization must serve on at least one of the six CoC committees.

### **Section 4: Withdrawal of Members**

A member organization may withdraw from the St. Louis City CoC at any time by submitting a letter of withdrawal to the Chair and Director of the Department of Human Services.

### **Section 5: Removal of Members**

Any member organization may be removed from the St. Louis City CoC, with or without cause, by a two-thirds majority of the Board of Directors. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all Board of Directors members stating that the proposed removal is a purpose of the meeting. A representative of the organization recommended for removal shall have the opportunity to speak on its behalf prior to a vote of the Board of Directors. The Board of Directors may deliberate without the representative of the organization recommended for removal present prior to the vote of the Board of Directors.

### **Section 6: Individuals**

Individual persons may attend meetings, participate in discussions and serve on committees, but they shall not be members or have voting privileges.

## **ARTICLE IV: Officers**

### **Section 1: Titles and Duties**

The St. Louis City CoC shall have the following officers: Chair, Vice Chair, and Secretary. The duties of each officer shall be as follows:

#### Chair

The Chair shall convene and preside at all meetings of the Board of Directors. The Chair shall serve as an ex-officio member of all committees, and shall perform such duties incident to the office of Chair.

#### Vice Chair

The Vice Chair shall preside at meetings of the St. Louis City CoC in the absence of the Chair, and shall serve in the role of the Chair in case of the resignation or dismissal of the Chair until a new Chair is elected consistent with Section 6 of this Article. The Vice Chair shall perform such duties incident to the office of Vice Chair and such other duties as may be assigned by the Board of Directors.

#### Secretary

The Secretary shall prepare meeting agendas in consultation with the Chair, notify members of all meetings, record and maintain all votes and the minutes of the meetings of the St. Louis City CoC, distribute minutes of previous meetings, maintain a current membership roster and list of authorized

delegates, and maintain the records and office of the St. Louis City CoC. The Secretary shall perform such duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

### **Section 2: Qualifications**

Any delegate who attends St. Louis City CoC meetings representing a member organization may serve as Chair or Vice Chair. The position of Secretary shall be filled by appointment by the Director of the Department of Human Services of the City of St. Louis.

### **Section 3: Terms of Office**

The Chair and Vice Chair will represent both the private and public sector at the same time, with staggered 2-year terms commencing January 2007. The Chair position will rotate between the private and public sectors. Upon initial appointment, the Chair will serve for 3 years. Persons in these offices may be re-elected to the same office; however, no person may serve in the same office for more than two consecutive full terms. The Secretary shall serve at the pleasure of the Director of the Department of Human Services of the City of St. Louis.

### **Section 4: Nomination and Election**

In November of each year, the Membership Committee shall present to the St. Louis City CoC a slate of candidates for the offices of Chair or Vice Chair for the coming term. These officers shall be elected at a regularly scheduled meeting during December of the same year and take office on the first day of January immediately following their election. At this meeting, additional nominations may be made from the floor by any member organization. Such nominations require a second from a member organization. No persons may be nominated unless such person has agreed to serve in the office if elected. The Director of the Department of Human Services of the City of St. Louis will select and appoint the first Vice Chair of the St. Louis City CoC.

### **Section 5: Resignation**

An officer may resign at any time by submitting a letter of resignation to the Board of Directors and the Director of the Department of Human Services.

### **Section 6: Vacancies**

Vacancies in the offices of Chair or Vice Chair shall be filled by election from the membership and submitted to the Director of the Department of Human Services of the City of St. Louis for approval.

## **ARTICLE V: Board of Directors**

### **Section 1: Powers**

The affairs of the St. Louis City CoC shall be managed by or under the direction of its Board of Directors.

### **Section 2: Number and Qualifications**

The Board of Directors shall be 14 in number, consisting of the Chair, Vice Chair, a representative selected from each of the six Standing Committees, and five at-large members. The Secretary shall also serve on the Board of Directors but shall not have a vote.

**Section 3: Terms of Office**

Representatives will serve one year terms commencing January 2007. Representatives of Standing Committees may represent the private or public sector. Representatives shall be elected at a regularly scheduled meeting during December of the same year and take office on the first day of the month immediately following their election. At this meeting, additional nominations may be made from the floor by any member organization of said Committee. Such nominations require a second from a Committee member. No persons may be nominated unless such person has agreed to serve in the office if elected. Except for the Secretary, no person may serve on the Board more than two consecutive full terms.

**Section 4: Nomination and Election of At-Large Members**

In November of each year, the Membership Committee shall present a slate of candidates for the at-large positions of the Board of Directors for the coming term. These positions shall be elected at a regularly scheduled meeting during December of the same year and take office on the first day of the month immediately following their election. At this meeting, additional nominations may be made from the floor by any member organization. Such nominations require a second from a member organization. No persons may be nominated unless such person has agreed to serve in the position if elected. The Membership Committee and the Board of Directors will submit a list of candidates to the Director of the Department of Human Services for the first At-Large Members of the St. Louis City CoC. The Director of Human Services will select and appoint the first At-Large Members of the St. Louis City CoC.

**Section 5: Selection of Representatives of Standing Committees**

Each Standing Committee shall elect a person to represent said Committee on the Board of Directors at the time when the position on the Board is open.

**Section 6: Resignation**

An officer may resign at any time by submitting a letter of resignation to the Board of Directors and the Director of the Department of Human Services.

**Section 7: Vacancies**

Vacancies in at-large positions on the Board of Directors shall be filled by election from the membership. Vacancies in representatives of Standing Committees shall be filled by selection by the respective committee.

**Section 8: Removal of Officers and Directors**

The Chair, Vice Chair, or any member of the Board of Directors except the Secretary, may be removed from office, with or without cause, by a two-thirds majority of the remaining Board of Directors. Each Standing Committee may request removal its representative from the Board of Directors by submitting a letter to the Chair of the Board of Directors. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all Board of Directors members stating that the proposed removal is a purpose of the meeting. The person recommended for removal shall have the opportunity to speak on his/her behalf prior to a vote of the Board of Directors. The Board of Directors may deliberate without the person recommended for removal present prior to the vote of the Board of Directors. The Board of Directors must submit its recommendation for removal to the Director of the Department of Human Services for final approval of the removal.

## **ARTICLE VI: Meetings**

### **Section 1: General Meetings**

The general meetings will focus on CoC training and technical assistance for member agencies. The St. Louis City CoC shall meet at least six times per year to conduct a general meeting. At the beginning of each year the Board of Directors shall establish a schedule of dates and times for regular meetings, and the Secretary shall distribute this schedule to all members. The Board of Directors shall determine the place for each meeting at least one month prior to the meeting. The St. Louis City CoC may conduct any business at a regular meeting, whether or not such business is on the agenda.

### **Section 2: Board of Directors Meetings**

The Board of Directors shall meet at least six times per year. The Board of Directors shall determine the place for each meeting. The Board of Directors may conduct any business at a regular meeting, whether or not such business is on the agenda, except for the removal of officers or members of the Board of Directors. The Board of Directors meetings will focus on:

- Organizing an annual continuum of care planning process
- Collecting needs data and inventory system capacity
- Determining and prioritizing gaps in the continuum of care homeless system
- Developing short- and long-terms strategies with an action plan
- Implementing the action steps for the continuum of care plan.

### **Section 3: Executive Session**

The Board of Directors may meet in executive session to discuss confidential or sensitive matters. The Board shall report all decisions made at such meetings to the membership but shall not be required to report the discussions or factors leading to its decisions.

### **Section 4: Special Meetings**

Special meetings of the St. Louis City CoC or the Board of Directors may be called by the Chair or by one-third of the members of the Board of Directors. The person(s) calling the meeting shall state the purpose(s) for which the meeting is to be called. Business at any special meeting is limited to the purpose(s) for which the meeting is called, and no other business of any nature may be conducted.

### **Section 5: Notification of Meetings**

The Secretary shall provide notification to all authorized delegates of all meetings, regular and special. Such notification must be given at least two business days prior to the meeting. Notification may be by letter, telephone, facsimile, electronic or personal communication. The notification must clearly state the date, time and place of the meeting. In the case of special meetings, the notification must additionally state the purpose(s) for which the meeting is being called.

### **Section 6: Quorum**

The presence of a simple majority of the member organizations shall be a quorum and sufficient to conduct business at any general meeting of the St. Louis City CoC. The presence of two-thirds of the Board of Directors shall be a quorum and sufficient to conduct business at any meeting of the board of Directors.

**Section 7: Parliamentary Procedure**

The latest revised edition of Robert's Rules of Order shall prevail at all meetings except where contrary to the bylaws or any standing rule.

**ARTICLE VII: Committees****Section 1: Standing Committees and Duties**

The St. Louis City CoC shall have six Standing Committees:

Planning Committee

The Planning Committee shall formulate and recommend strategic goals and objectives for the St. Louis City CoC and monitor progress. It shall gather data on the nature and extent of homelessness, monitor the development of the Homeless Management Information System, analyze gaps and trends, recommend priorities, monitor long-range plans, monitor housing production, and promote a regional approach to addressing homelessness.

Service Delivery Committee

The Service Delivery Committee shall promote the coordination and effectiveness of services across all components of the Continuum of Care.

Advocacy Committee

The Advocacy Committee shall conduct activities to advocate for the homeless and to educate the public about issues pertaining to homelessness. The committee shall annually recommend to the St. Louis City CoC a set of positions to be adopted and issues to be studied by the St. Louis City CoC.

Project Review and Ranking Committee

The Project Review and Ranking Committee shall perform threshold reviews for all new projects for the homeless seeking support from the Department of Human Services, advising whether each project meets basic criteria. This committee shall also recommend priority rankings for eligible projects, using criteria established by the St. Louis City CoC.

Membership Committee

The Membership Committee shall present a slate of officers and members of the Board of Directors as provided in Article IV, Section 4, and Article V, Section 4. This committee shall also be charged with recruiting and retaining a wide range of organizations into membership and with recommending rules and procedures for the St. Louis City CoC.

Consumer Council

The Consumer Council shall be composed entirely of homeless and formerly homeless persons. It shall make recommendations as appropriate to the St. Louis City CoC and to providers of services and housing, and work with the Advocacy Committee. As provided in Article III, Section 2, the Consumer Council shall be entitled to one vote.

**Section 2: Selection and Terms**

Except for the Consumer Council, any person may be recruited to serve on any committee by the Board of Directors, or by the committee chair or committee members. Committee membership may be drawn from the community at large, not only from those associated with the St. Louis City CoC. As stated above, the Consumer Council shall consist entirely of homeless and formerly homeless individuals.

**Section 3: Subcommittees**

Each committee may as it determines necessary divide into subcommittees, task forces and focus groups. However, each Standing Committee shall have only one representative on the Board of Directors.

**Section 4: Ad Hoc Committees**

The Board of Directors may from time to time appoint and approve the appointment of such ad hoc committees as may be needed. The Board of Directors shall determine the responsibilities, selection and terms of such committees.

**ARTICLE VIII: Amendments****Section 1: Amendments**

These bylaws may be amended or repealed by a two-thirds majority of members present and voting at any meeting of the St. Louis City CoC, provided that the amended or replacement bylaws shall have been presented in their final form and discussed at the preceding meeting of the St. Louis City CoC. Notification for such meeting shall clearly state that amendment(s) to or repeal of the bylaws is being considered.

**CERTIFICATION OF RATIFICATION**

This is to certify that the St. Louis City CoC for Ending Homelessness, did formally ratify and adopt these bylaws on the date specified below:

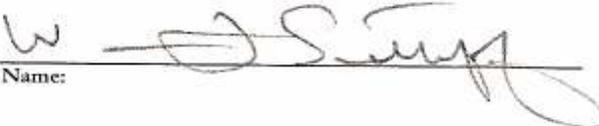
Date Ratified: *May 14, 2007*

Executed at St. Louis, Missouri, this *14th* day of *May, 2007*.

By:

  
Name: \_\_\_\_\_

Manager, Department of Human  
Services (Homeless Services Division)  
& Chair, St. Louis City CoC for Ending  
Homelessness  
Title: \_\_\_\_\_

  
Name: \_\_\_\_\_

Director of the Department of Human  
Services  
Title: \_\_\_\_\_