

# **Rural Oregon Continuum of Care (ROCC) By-Laws**

## **Article I – Name, Purpose**

### **Section 1.1 Name of the Organization**

Oregon 505 Balance of State Continuum of Care, otherwise known as the Rural Oregon Continuum of Care (ROCC).

### **Section 1.2 Mission**

To utilize services and housing in the local communities to move people without housing from the streets to appropriate shelter, services, and housing programs on a path to achieve self-sufficiency and permanent housing. *From Rural Oregon Continuum of Care’s Vision Statement – 2008.*

### **Section 1.3 Guiding Principles**

- Support local community efforts that respectfully empower individuals and families.
- Prevent and reduce homelessness.
- Work with local community partners to provide choice and quality in affordable housing.
- Heighten awareness and understanding of homelessness issues.
- Deliver outcome-based services through use of best practices.
- Continue to work with local communities to enhance local homeless services delivery systems.
- Work with recipients of other State and Federal homeless funds to determine viability of on-going projects, suggest new projects/collaborations, and recommend changes, where necessary, to improve the ROCC’s funding competitiveness at the national level.
- Ensure that opportunity to participate in the on-going work of the ROCC is offered to all local and regional community members, providers, and others.
- Ensure that work of the ROCC is compliant with HUD requirements and incorporates best practices and encourages innovation.

## **Article II – Membership**

### **Section 2.1 Memberships**

Individual membership is open to anyone who serves and/or advocates and cares for the homeless and anyone who is currently homeless, or has been homeless, within the areas of Oregon that are represented by the ROCC (see Section 2.3). Everyone will renew their membership annually per Article III, Section 2.

Organizational membership is open to any organization which serves the homeless including, but not limited to, government agencies, non-profits, faith-based organizations, and associations within the geography of Oregon represented by the ROCC. All ROCC grantees are required to be members. Organizations shall declare and renew their membership annually, per Article III, Section 2.5 and shall designate an individual authorized to represent and vote on behalf of the organization (non-Board-members will be limited to voting per Article III, Section 2.6).

### **Section 2.2 ROCC’s Geography**

The Rural Oregon Continuum of Care currently comprises 28 rural counties of Oregon including:

Baker	Gilliam	Lake	Sherman
Benton	Grant	Lincoln	Tillamook
Clatsop	Harney	Linn	Umatilla
Columbia	Hood River	Malheur	Union
Coos	Josephine	Marion	Wallowa
Curry	Klamath	Morrow	Wasco
Douglas		Polk	Wheeler
			Yamhill

\* As the ROCC is designated as the Balance of State Continuum for Oregon, any county not covered by the other continuums of care is eligible to apply for membership to the ROCC.

**Section 2.3 In-Person meetings**

There will be at least one in-person meeting held each year, preferably in the second quarter of the year (April to June). The purpose of the annual meeting could be to elect officers, board members, approve By-Laws changes and conduct any other business deemed necessary for the governance of the ROCC. All ROCC grantees are required to have a representative attend the in-person meeting. Other in-person meetings may be held at the discretion of the Board.

**Section 2.4 Membership Registration**

New and renewing members must register using the Rural Oregon Continuum of Care General Membership Application (Exhibit A). New members must submit their forms to the designated Board member two (2) weeks prior to the annual in-person meeting or as otherwise instructed. Renewing members must submit their forms prior to the start of the annual in-person meeting and/or prior to any membership action.

**Section 2.5 Voting Rights of General Membership**

General members will have the right to approve By-Laws, By-Laws changes, and vote in the election of Board Members.

**Section 2.6 Emergency Clause**

In the event emergency arises such that ROCC’s governing documents must be immediately amended, the ROCC Membership will be notified accordingly, and By-Laws may be amended by an electronic polling of the Board of Directors and passed by a simple majority. The amendment will then be confirmed at the next annual in-person meeting.

**Section 2.7 Meetings**

Members have the right to voice opinions at the monthly Board of Directors meetings and participate on subcommittees. Maximum participation is sought and encouraged.

**Article III – Board of Directors Membership and Key Tasks**

**Section 3.1 Board of Directors Responsibilities**

As defined in the 2012 HUD guiding document, “Establishing and Operating a Continuum of Care,” compliance with the following four primary directives are the responsibility of Continuums of Care, either through Board direction or in partnership with its established collaborative applicant and/or HMIS administrator:

1. Operating the Continuum
  - a. Regular meetings – at least semi-annually
  - b. Invitation for new members – public invitation at least annually
  - c. Board selection – process review every five years; see Section 3.2 for composition
  - d. Additional committees – see Article V
  - e. Governance Charter – (By-Laws); complete in consultation with Collaborative Applicant and HMIS Administrator. Includes policies and procedures, code of conduct, conflict of interest (recusal process).
  - f. Monitoring – grantees and sub-grantees; performance and outcomes; address poor performance (in conjunction with regular evaluation process to be drafted by the Rating and Ranking/Evaluation sub-committee).
  - g. Evaluation
  - h. Centralized or coordinated assessment – in consultation with ESG funding recipients
  - i. Written standards – in consultation with ESG funding recipients
2. Continuum Planning
  - a. System coordination – determination that similar aspects of systems-wide coordination are operating in all ROCC’s regions
  - b. Point-in-Time count – development of process, criteria, and post-evaluation
  - c. Annual gaps analysis – conducted annually and to include housing inventory
  - d. Consolidated plan information – must provide information on ROCC performance, needs, etc. to Oregon Housing and Community Services for its annual Consolidated Plan performance report
  - e. ESG consultation – work with ESG recipients which are also members of the ROCC on planning for, reporting on, and evaluating performance of ESG grantees and sub-grantees
3. Designating and Operating an HMIS – ensure that appropriate and required performance data is collected throughout the ROCC and that appropriate policies, procedures, and compliance pieces are in place
4. Preparing the Application for CoC Program Funds
  - a. Establish funding priorities – ROCC must determine funding priorities prior to funding competition (to be included in the formal Rating and Ranking process)
  - b. Design, operate, and follow a collaborative process – this is the Rating and Ranking Criteria which will be reviewed and updated on an annual basis prior to formal competition opening
  - c. Designate the Collaborative Applicant
  - d. United Funding Agency (UFA) status – not applicable to the ROCC now.

### **Section 3.2 Board of Directors Composition**

The Board of Directors will be comprised of members representing the groups identified below (elected from the Membership) and include one (1) representative each from the identified Regions who are selected from within their regions in whatever manner they choose. Each region may have no more than 2 alternates. In the absence of a regional Board member, the Board of Directors may recruit a volunteer from the region to fill the vacancy.

Note: One board member may represent the interests of more than one homeless subpopulation. Within the HUD recommended Board composition, the positions of victim service provider, hospital, university (education), and law enforcement are more likely to be participants of local systems of care and so are not included in the primary Board list.

<b>Board Position</b>	<b>Number of Members</b>
Regional Representatives	7
Non-Profit Homeless Assistance Providers	2
Social Service Providers	2
Advocates	2
Faith-Based Organizations	1
Government	1
Affordable Housing Developer	1
Business	1
Veteran Services	1

Public Housing Authority	1
Homeless, Formerly Homeless	1
Total Members	20

- Region #1 Coos/Curry/Josephine/Douglas
- Region #2 Klamath/Lake/Harney/Malheur
- Region #3 Baker/Union/Wallowa/Grant
- Region #4 Hood River/Wasco/Sherman/Gilliam/  
Wheeler/Morrow/Umatilla
- Region #5 Columbia/Clatsop/Tillamook
- Region #6 Lincoln/Benton/Linn
- Region #7 Marion/Polk/Yamhill

**Section 3.3 Board of Directors Officers**

The Board of Directors will elect a Chair and a Vice-Chair, Secretary, and two members. Board terms shall be for one-year with no limit on the number of terms served.

**Section 3.4 Board of Directors Committees**

The following committees incorporate the on-going work and compliance expected of Continuums of Care as defined in the HEARTH Act’s CoC Rule. Committees may be ‘standing’ or ‘ad hoc’ and may change in number and commitment of need depending upon ROCC priorities and needs.

**Section 3.4.1 Executive**

The Executive Committee will consist of the three (3) Board officers and two (2) members elected from the Board of Directors. An Executive Committee member will Chair each of the Subcommittees and set agendas for regular monthly Board of Directors meetings. The Executive Committee will also work with the ROCC Coordinator in developing narrative responses to the annual HUD Consolidated Funding Application. Additionally, as needs arise, the Executive Committee will provide decision-making and guidance to the ROCC membership ahead of or between regular monthly meetings.

**Section 3.4.3 HMIS**

The purpose of the ROCC HMIS Sub-Committee is to ensure the use of HMIS in compliance with federal guidelines and to assist in defining and tracking specific HMIS goals in the annual collaborative funding competition. This work includes the Annual Homeless Assessment Report (AHAR), annual Point-in-Time Count and the Housing Inventory. Data Analysis and identification of on-going/immediate training needs are also a function of this Sub-Committee.

**Section 3.4.4 Centralized Intake/Coordinated Assessment**

The Centralized Intake/Coordinated Assessment Sub-Committee will work to develop preliminary/basic criterion under which all regions will work to develop protocols that meet the spirit of HUD’s expectations for local collaborative and focused partnerships.

**Section 3.4.5 Review and Ranking**

The Review and Ranking Sub-Committee is charged with distinct processes:

- Annual review and development of scoring criteria to determine rating and ranking priority of renewal applications which will be submitted in the annual collaborative funding competition
- Development of performance measures and on-going regular (quarterly) review/evaluation of grantee performance and recommendation of any necessary training and peer support. This work will incorporate ESG recipients within ROCC geography.

The CoC's review and ranking process and materials will be reviewed annually and updated by this committee based on HUD's published NOFA and will also include specific performance expectations based on the previous year's monitoring, evaluation, and annual funding renewal experiences. Additionally, this Sub-Committee will continue to meet quarterly – in collaboration with the CoC's HMIS team (Sub-Committee, data workgroup, TA) – for update on funded projects, to review the CoC's system-wide and local/per-project performance, and to complete the annual rating and ranking of renewal applications (potentially bonus (new) applications) to determine project priority for ROCC's submission in HUD's annual funding competition.

#### **Section 3.4.6 Veteran Services**

The Veteran Services committee comprises the seven VA SSVF-funded grantees (5 CoCs, 2 states) operating across BOS CoC's 28-county geography. The purpose of this committee is to share best practices, experiences, challenges, and successes toward ending veteran homelessness.

#### **Section 3.4.7 Engagement**

The role of the Engagement Sub-Committee is ‘... to ensure understanding, in descriptive detail, how the CoC solicits and considers the full range of opinions from individuals or organizations with knowledge of homelessness or an interest in preventing and ending homelessness within the geographic area. Including RHY, victim services providers, public housing authorities, landlords, and other local providers and community participants.

#### **Section 3.4.8 Policy and Procedure**

The role of the Policy and Procedure Sub-Committee is to recommend, participate in collecting and drafting the variety of standards documents, processes, policy recommendations, manuals, and forms necessary to ensure best-practiced and HUD-compliant operation of the CoC. This work includes on-going review of currency, relevancy, and need for additional standards.

#### **Section 3.5 Board of Directors Commitment**

Each elected Board member will be required to actively participate on one (or more) committees of the ROCC Board of Directors, and members of the Executive Committee may be required to act as Chair of those committees.

#### **Section 3.6 Board Member Position Description**

Specific Board Member responsibilities include:

- Serving as advisors to the ROCC Board Chair and ROCC Coordinator as they develop and implement ROCC's strategic plan
- Reviewing outcomes and metrics created for evaluating ROCC impact and regularly measuring its performance and effectiveness using those metrics
- Assisting the ROCC Board chair and ROCC Coordinator in identifying and recruiting other Board Members
- Serving on committees or task forces and taking on special assignments
- Representing ROCC to local communities, partners, and other stakeholders; acting as an ambassador for the organization
- Ensuring ROCC's commitment to a diverse board that reflects the communities ROCC serves

#### **Section 3.7 Voting Rights of Board Members**

Quorum will be a simple majority of the voting members present, if at least 50% of the Board Members are present. If there are fewer than 50% of Board Members present and a vote is requested, the vote may be tabled to another meeting or completed by a unanimous vote of all Board members present.

### **Section 3.8 Board of Director Meetings**

Board of Directors normally meet once a month and include general members but may choose to meet separately at various times to complete specific work and to ensure the Continuum is operating effectively.

## **Article IV – Annual Funding Competition**

### **Section 4.1 Annual Review and Ranking of Project Applications**

Members of the Review and Ranking Sub-Committee (see Section 3.4.5), as part of the CoC’s quarterly evaluation and performance monitoring program, will review and update criteria under which all project applications will be scored. Comprised of ROCC members and/or interested community members within ROCC’s geography (who will not review, score, or rank applications within their regions), this Sub-Committee will also complete the annual review of all funding applications against established criteria and completing the development of the CoC’s priority list and funding tiers as defined in the NOFA. The Board of Directors will have opportunity to review the review and ranking process and scoring results but will not be able to alter the decision-making unless an egregious error has been identified.

Deadlines for applications will be based each competition on the NOFA. All project sponsors shall submit the appropriate application materials along with the required documents in a single electronic submission to the ROCC Coordinator. Funded applicants will be required to join the ROCC.

## **Article V – By-Laws**

### **Section 5.1 Changes to By-Laws**

The ROCC By-Laws will be reviewed throughout each year for completeness and accuracy. Should changes be necessary, a draft of the recommended adjustments will be completed by the Executive Committee and submitted to the ROCC membership for discussion and vote no less than 2 weeks ahead of a meeting at which a By-Laws vote will be taken.

### **Section 5.2 Ratification of By-Laws**

Quorum will be a simple majority of the voting members present, if at least 50% of the Board Members are present.

## **Article VII – Other**

### **Section 7.1 Conflict of Interest**

Under the Homeless Emergency Assistance and Rapid Transition to Housing Act of 2009 (HEARTH Act) and its implementing regulations, collaborative applicants, and Continuum of Care (CoC) boards are subject to HUD conflict of interest requirements.<sup>1</sup>

HUD prohibits CoC board members and collaborative applicant board members from “participating in or influencing discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.”<sup>2</sup>

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<sup>1</sup> 24 C.F.R. 578.5(b)

<sup>2</sup> 42 USC § 11360a (h), 24 C.F.R. 578.95(b)

As it relates specifically to ROCC's process for the annual funding competition and determining composition of the Rating and Ranking Review committee, membership will be comprised of local community members as individuals and/or organizations that have no financial interest in any current grantee applying for renewal, as well as current board and executive committee members. No board member shall vote on any project that is in a region that they work, represent, or may represent a potential conflict. This requirement will also apply in the event there is opportunity for bonus (new) projects.

See also ROCC's formal Conflict of Interest Policy Document for more detailed information.

## **Section 7.2: Code of Conduct**

### **Section 7.2.1**

The ROCC promotes impartiality in performing official duties and prohibits any activity representing a conflict of interest. No member of the ROCC, its Board and/or Officers should act on a matter if a reasonable person who knew the circumstances of the situation could legitimately question someone's fairness. Likewise, no member of the ROCC, its Board and/or Officers should use his or her position within the ROCC for personal gain or for the benefit of family or friends.

### **Section 7.2.2**

Officers and employees shall put forth honest effort in the performance of their duties.

### **Section 7.2.3**

Officers and employees shall not knowingly make unauthorized commitments or promises of any kind purporting to bind the ROCC without previous Executive Board approval.

### **Section 7.2.4**

Officers and employees shall immediately disclose waste, fraud, abuse, and corruption to Executive Board.

### **Section 7.2.5**

Officers and employees shall adhere to all laws and regulations that provide equal opportunity for all Americans regardless of race, color, religion, sex, national origin, age, or handicap.

Violation of this any portion of this code will be subject to disciplinary action which could include funding loss and/or immediate termination (in cases of paid ROCC staff).

## **Section 7.3 1% Grantee Fee**

As unanimously determined by ROCC Board vote during its Annual Meeting June 24-25, 2014, and confirmed during its regular monthly meeting July 23, 2014, the 1% grantee supportive fee assessed to all CoC-funded projects is now a recurring annual event and will no longer require an annual Board-approved vote. The funds generated will be used to support both the ROCC Coordinator position and technology needs to operate the ROCC (Go-to-Meeting, web presence), and ROCC's Executive Committee will work with the ROCC Coordinator to develop an annual budget.

If an organization is unable to submit the full 1% fee, contact with the ROCC and Collaborative Applicant who will review waiver request materials before presenting to the full ROCC board for vote and potential determination of an extended deadline and/or application of a Fee Waiver. Applying for a

Fee Waiver will require demonstration of the organization's inability to pay the fee (financial need via release of organizational and specific grant budgets).

### **Authorization and Signature**

This revision to these By-Laws has been submitted and discussed by the Rural Oregon Continuum of Care membership and is hereby adopted at the meeting held this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, in Marion County (ROCC Meeting), Oregon.

<i>Name/Chair</i>	Date
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<i>Name/Vice Chair</i>	Date
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<i>Name/Secretary</i>	Date
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<i>Name/Member</i>	Date
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<i>Name/Member</i>	Date
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**Exhibit A**  
**Rural Oregon Continuum of Care**  
**2016 Membership Application**

**Membership Type:** Individual \_\_\_\_\_ Non-Grantee Organization \_\_\_\_\_ Grantee Organization

**Region:**

- \_\_\_\_\_ Region 1: Coos, Curry, Josephine, and Douglas Counties
- \_\_\_\_\_ Region 2: Klamath, Lake, Harney, and Malheur Counties
- \_\_\_\_\_ Region 3: Baker, Union, Wallowa, and Grant Counties
- \_\_\_\_\_ Region 4: Hood River, Wasco, Sherman, Gilliam, Wheeler, Morrow, and Umatilla Counties
- \_\_\_\_\_ Region 5: Columbia, Clatsop, and Tillamook Counties
- \_\_\_\_\_ Region 6: Lincoln, Benton, and Linn Counties
- \_\_\_\_\_ Region 7: Marion, Polk, and Yamhill Counties

**Please check one of the following:**

- \_\_\_\_\_ Homeless or formerly homeless
- \_\_\_\_\_ Community member or provider:
  - \_\_\_\_\_ Direct Service, i.e. housing, supportive services
  - \_\_\_\_\_ Advocacy, i.e. political, peer-to-peer
  - \_\_\_\_\_ Funder, i.e. small donor, business member, foundation
  - \_\_\_\_\_ Landlord/potential landlord

**Name of Individual or Organization:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**Phone:** \_\_\_\_\_ **Email:** \_\_\_\_\_

**Contact person (if organization):** \_\_\_\_\_

**Please check one of the following:**

- \_\_\_\_\_ Non-profit
- \_\_\_\_\_ For-profit
- \_\_\_\_\_ Government
- \_\_\_\_\_ Other: Please list: \_\_\_\_\_

**Are you interested in serving on the Board of Directors or a Committee?**

- \_\_\_\_\_ Board of Directors
- \_\_\_\_\_ Engagement: Community (PIT/membership/partners), Landlord, PHA
- \_\_\_\_\_ HMIS: data analysis/performance, PIT-HIC
- \_\_\_\_\_ Veteran Services
- \_\_\_\_\_ Coordinated Entry
- \_\_\_\_\_ Policy and Procedure

To participate in election of CoC Board members, general membership application forms must be submitted no later than 1 week prior to the annual in-person meeting to Jo Zimmer, Consultant/Coordinator, via email at [jozimmer@comcast.net](mailto:jozimmer@comcast.net) or regular mail: P.O. Box 2239, Albany, Oregon 97321.

**Exhibit B**

**Rural Oregon Continuum of Care (ROCC)  
Board of Directors and Committee Member  
Conflict of Interest Statement**

*HUD prohibits CoC board members and collaborative applicant board members from “participating in or influencing discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.”*

*I agree to promptly report to the Board Chair and Coordinator any possible conflicts (other than those disclosed below) that may develop through the course of my work as a Board member or Committee member on behalf of the ROCC.*

\_\_\_\_\_ *I am not aware of any conflict of interest*

\_\_\_\_\_ *I have a conflict of interest in the following area(s):* \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Signed:* \_\_\_\_\_ *Date:* \_\_\_\_\_

*Agency:* \_\_\_\_\_