

**GREATER NASHUA CONTINUUM OF CARE  
GOVERNANCE CHARTER**

**ARTICLE 1: ORGANIZATION**

- A. Name: The name of this affiliation shall be the Greater Nashua Continuum of Care, hereinafter referred to as the “GNCOC”.
- B. Service Area (determined by the US Department of Housing and Urban Development): The geographic service area for the GNCOC includes the City of Nashua and the nearby towns of Amherst, Brookline, Hollis, Hudson, Litchfield, Mason, Merrimack, Milford and Mont Vernon.
- C. Address: The business address for the GNCOC will be that of the agency of the current Chairperson.

**ARTICLE 2: PURPOSE AND MISSION**

Purpose: The purpose of the GNCOC is to provide a coordinated and sustainable system of care to the homeless and those at risk of homelessness within the GNCOC service area.

Mission: The mission of the GNCOC is to coordinate community efforts to prevent and end homelessness with the GNCOC Service area.

Vision: The ultimate vision for success held by the Greater Nashua COC is one of an idealistic community where homelessness no longer exists. In this vision, there are adequate resources for each individual to access the goods and services he or she requires: an ample supply of safe, affordable, permanent housing and support services.

**ARTICLE 3: MEMBERSHIP**

- A. This will be a membership organization with non-member affiliates participating.
  - 1. Any individual or organization operating or representing an interest within the service area and that subscribes to the purposes and basic policies of the GNCOC and whose participation will contribute to the GNCOC’s ability to carry out its purposes may become a Member by completing an application and reviewing and adhering to the GNCOC Governance Charter.
  - 2. Any individual or organization not able to commit to membership status may participate in GNCOC meetings in the same manner as members, but without voting and other membership privileges.
- B. There may be cost-sharing for funded agencies for GNCOC activities, to be set at the discretion of the Board, as needs arise.
- C. Membership and non-member affiliates include representation from:
  - 1. Individuals (e.g. concerned residents, homeless and formerly homeless)
  - 2. Agencies (e.g. non-profit, Housing Authority, faith-based groups, domestic violence providers)

3. Businesses (e.g. for-profit entities, financial institutions and/or the associations that represent them)
  4. Municipalities/Government (e.g. law enforcement, welfare departments, funding providers, program administrators)
  5. Housing developers (both for-profit and non-profit)
  6. Educational Institutions (public, private and higher education)
  7. Community groups/Advocates
- D. Members are encouraged to participate in the work of the various standing and ad hoc committees.
- E. Membership rolls shall be maintained by the Board. From time to time, the Board shall review the membership rolls. Inactive membership is defined as a lapse in attendance from six consecutive general meetings. An attempt will be made to contact inactive members before they are dropped from the rolls. Inactive Members will be moved to non-member affiliate status.

#### **ARTICLE 4: REPRESENTATION, VOTING AND GOVERNANCE**

- A. Representation and Voting:
1. General Business: Any business coming before the GNCOC shall be considered General Business.
  2. Voting Process: The voting process will take place during GNCOC meetings. All individual Members and Member Agencies in attendance and present at the time of voting have one vote. Simple majority will determine the outcome of the vote by a voice vote. Any Member may ask for a count of the vote.
  3. HUD (or other) funding ranking and voting: If any GNCOC Board Member has a financial interest, either as an individual or as a fiduciary, in any matters which come before the GNCOC Board (such as HUD COC funding ranking and voting), he or she shall disclose such financial interest in advance of any discussion on such matters, and shall not vote on such matters, but may participate in the discussion. Additionally, Board members will be asked to verbally state any conflict annually, as well as sign a Conflict of Interest Statement, at the first Board meeting of each term year and before any major vote, such as HUD COC funding ranking and voting.
- B. Governance: The Board is responsible for the overall direction of the GNCOC. Any Member may bring matters to the Board for consideration. Additionally, matters may be brought from the floor at a General Meeting. Voting Members endorse through a simple majority any matter brought to the GNCOC through the Board or from the floor.

#### **ARTICLE 5: OFFICERS**

- A. Officers: The GNCOC shall have a Chair or Co-Chairs, a Vice Chair or Co-Vice Chairs and a Clerk. Together they shall be responsible for planning, conducting and recording general and special meetings, and carrying out other activities as directed by the Membership.

1. Chair: The Chair shall conduct all general meetings. The Chair shall be the designated signatory for the GNCOC.
  2. Vice Chair: In the absence of the chair, the Vice Chair shall conduct general meetings, and shall be the substitute signatory should the chair not be available.
  3. Clerk: The clerk is responsible for taking and keeping the minutes of all general meetings and Board meetings.
- B. Nominations for and Election of Officers: At the September Board Meeting in election years, a slate of officers will be developed. Prior to this Meeting, the General Membership will be notified by email and at GNCOC meetings of the opportunity to nominate or be nominated for office. Those wanting to participate or stand for office will be encouraged to attend and speak at the Board Meeting. Any active Member may stand for nomination. The slate of officers shall then be presented at the next General Meeting of the GNCOC, to be held in October for a concurrence vote.
- C. Resignation or Removal: Officers or other Board Members may resign during their term of service, or may be removed with or without cause upon the request and vote of the General Membership.
- D. Board Vacancies: Vacancies occur by the expiration of the normal term, resignation, death, or removal by the GNCOC. Vacancies shall be filled by appointment by the GNCOC Board. Such appointment shall be for the remainder of the un-expired term, and the member shall then be eligible for re-appointment to a full term on the Board.
- E. Term of Office: Officers shall be elected for a term of two (2) years. There is a limit of two consecutive terms for any officer, but officers may be re-nominated/re-elected after being out of office for a minimum of one term.

## **ARTICLE 6: COMMITTEES**

- A. Standing Committees:
1. Board: responsible for routine and strategic planning of GNCOC activities, the review of membership and activities and appointing additional committees, subcommittees or workgroups. The Board is also responsible for creating, approving and updating written policies as identified by the HEARTH Act on areas such as Code of Conduct, Board Selection, Centralized or Coordinated Assessment System, Written Standards for Providing COC Assistance, HMIS Privacy, Security and Data Quality, and General COC Planning.
  2. Members of the Board include:
    - a. Chair, Vice Chair, Past Chair and Clerk
    - b. One member from each HUD COC funded agency, and at least one member each from the following: a representative from an agency receiving ESG funds, a representative from an organization that works directly with one or more of the following homeless/chronically homeless subpopulations: veterans, severely mentally ill, chronic substance abusers, persons with HIV/AIDS, and victims of domestic violence, as well as a homeless or formerly homeless individual. Additional interested community members may also be invited by consensus of the standing Board.

- c. The Board shall be composed of an uneven number, serving staggered terms of three years.
    - d. The full membership of the GNCOC will be presented with a roster for the Board each October for a concurrence vote.
  3. HUD COC Funding Committee: brings together the resources to write the GNCOC annual application to HUD. Each agency expecting to submit a project proposal shall provide representation to this committee.
  4. Data Gathering Committee: oversees the annual point in time census of the homeless in the GNCOC geographic service area, responsible for gathering information for the Housing Inventory Chart, submitting data to HUD, liaison with NH HMIS and ongoing data collection to help make strategic decisions for the GNCOC and/or its members. Each HUD funded agency will have at least one representative on this committee. Responsibilities also include monitoring performance of HUD funded COC projects to adhere to HUD performance goals and generate the data necessary to complete the annual HUD COC funding application, as well as coordinating with the ESG grantee to verify project performance and outcomes evaluation. Reports of poor performance will be communicated to the Board for necessary action.
  5. Community Relations Committee: serves as public awareness/public relations arm of GNCOC. Has contact with local and regional news media, and makes presentations to general public as necessary. Maintains website, brochure and power point presentation.
  6. Ending Homelessness Committee: prepares, modifies and promotes the Ending Homelessness Plan, monitors/evaluates efforts to meet the goals outlined in the Plan. Coordinates annual Project Homeless Connect.
  7. Employment Committee: Shares and coordinates resources for employment services for homeless and at-risk persons. Coordinates annual Project Employment Connect
- B. Ad Hoc Committees: The GNCOC, from time to time may ask for the formation of committees to address specific opportunities or problems.
  - C. Committee Chairs: Each committee shall elect a chair who shall be responsible for planning, calling and conducting meetings, and bringing information back to the general membership.
  - D. Reports of Committees: All standing committees shall record minutes of meetings and make them available to the general membership.
  - E. Publishing Materials: Any committee wishing to publish materials on behalf of the GNCOC shall submit the document(s) to the Board for review and approval prior to distribution.

## **ARTICLE 7: MEETINGS**

- A. The GNCOC shall hold regular meetings of the General Membership at a time and place agreed upon by the Membership. Generally, meeting dates are held the first Wednesday of every month at 8:00AM. Written agendas shall be sent to the General Membership prior to the meeting via email, at least 3 days prior to the Meeting.
- B. Meetings of the GNCOC are open to the public.

- C. Conduct of Business: No quorum shall be required for the conduct of business. Business may be conducted and issues voted upon at any scheduled monthly meeting or special meeting. Whenever practical, notice shall be provided to the entire membership at least ten (10) calendar days prior to any business requiring GNCOC membership voting. Voting shall be conducted in accordance with voting procedures outlined in Article 4.A.2. Passage of any motions will be by simple majority of those voting members present
- D. Special meetings of the membership may be called upon written notice to all members. Notice must be sent at least five (5) calendar days prior to the meeting date. Notice shall include the purpose of the meeting. No business shall be transacted at a special meeting other than that for which the meeting was called.

#### **ARTICLE 8: GENERAL PROVISIONS**

- A. Parliamentary Authority: Robert's Rules of Order, Newly Revised (2011), shall be the parliamentary authority for all matters of procedures not specifically covered by these Bylaws.
- B. Dissolution of the GNCOC: In the event the GNCOC is dissolved and, the GNCOC owns any assets in excess of those needed to discharge its obligations, such assets shall be distributed exclusively to other human service organizations devoted to the health, welfare and well-being of citizens on the Greater Nashua Area. The Board will make determination of the recipient(s) of any funds.

#### **ARTICLE 9: ADOPTION AND AMENDMENT OF GOVERNANCE CHARTER**

This Governance Charter shall be adopted and thereafter may be amended at a regular or special meeting of the GNCOC by a simple majority affirmative vote of the Members present and voting. Proposed amendments must be in written form and distributed to the members of the GNCOC at least ten (10) days prior to presentation and vote.