

Bylaws Foothills Housing Network

ARTICLE I - ORGANIZATION

Section 1. Name. The name of the organization shall be the Foothills Housing Network, which shall also meet the requirements of the Virginia Department of Housing and Community Development “Planning District 9 Balance of State Continuum of Care Planning Group”.

Section 2. Principal Office. The principal office for the Foothills Housing Network, hereinafter referred to as FHN, shall be located in the County of Culpeper. From the period May, 2012 on, the principal office shall be located at: Rappahannock Rapidan Regional Commission (RRRC), 420 Southridge Parkway, Suite 106, Culpeper, VA, 22701. FHN may have such other offices, either within or without said County, as it may designate and its business may from time to time require.

Section 3. Fiscal Office and Agent. FHN shall have and continuously utilize Rappahannock-Rapidan Regional Commission, 420 Southridge Parkway, Suite 106, Culpeper, VA 22701, as the fiscal office and agent.

ARTICLE II - PURPOSE

FHN shall serve the five counties of Virginia’s Planning District Nine: Culpeper, Fauquier, Madison, Orange, and Rappahannock. The purposes for which FHN is formed include functioning as the region’s Continuum of Care Planning Group, acting as set forth in the Mission below:

- Foster communication between counties, service providers, advocacy groups and policy makers about housing and homeless needs;
- Coordinate a regional effort to prevent homelessness, be responsive to homelessness when it occurs, and assure the region has a complete “continuum of care”;
- Keep information about housing/homeless needs in front of the public and decision-makers;
- Review grant applications and projects to assure they are in keeping with the goals and priorities of the region as related the provision of housing and services for homeless families and individuals;
- Implement regional projects to enhance supports for individuals and families affected by the lack of affordable housing and homelessness;
- Oversee the annual point in time survey as part of the Continuum’s efforts to maintain data and related information about the impact of homelessness in the region.

As the region's Continuum of Care Planning Group, FHN serves the interests of the region as a whole. While members' representatives are appointed by a specific entity or organization, as part of FHN they have a duty to act in the best interest of the region.

ARTICLE III - MEMBERSHIP

Section 1. Partnership Qualification. The Foothills Housing Network is a partnership comprised of organizations that have entered into a Membership Memorandum of Agreement to support FHN's mission and to participate in fulfilling the requirements of a Continuum of Care. Each member organization shall have one vote in all matters brought before the Continuum.

Section 2. Membership. FHN shall be composed of no less than five and no more than thirty member organizations.

Subsection A. Designated Members. The full FHN may include County Departments of Social Services, Rappahannock Rapidan Community Services, Piedmont United Way, the Rappahannock-Rapidan Regional Commission, and human services providers for homeless individuals and families or those at risk of homelessness including but not limited to shelter providers, Community Action organizations, domestic violence service providers, and Habitat for Humanity.

Subsection B. Appointed Members. Additional members may be appointed to FHN by a vote of two-thirds of existing members.

Subsection C. Member's Representatives. Each member organization shall designate one individual to serve as its Principal Representative to FHN. In addition, each member organization may appoint an alternate individual to represent the organization in situations where the Principal Representative is not available. Each member organization shall designate the Principal Representative and the Alternate Representative, if an alternate is selected, on the FHN Membership Memorandum of Agreement. A new Principal or Alternate Representative may be designated by signing a new Membership Memorandum of Agreement.

Section 3. Resignation. Any FHN member organization may resign at any time by written notice from the Member chief executive to the Chair of FHN. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair.

Section 4. Absences. Absence from three consecutive FHN meetings will require a written validation for said absence unless specifically excused by the Chair.

Section 5. Removal. Any Member may be removed from voting membership, with cause, by a two-thirds vote of FHN at any regular or special meeting of the members called expressly for that purpose.

Section 6. Term. Membership shall be determined by signature to the Membership Memorandum of Agreement, which will be renewed or not renewed on an annual basis.

Section 7. Nonvoting Membership Categories. FHN shall have the authority to establish and define nonvoting categories of membership.

ARTICLE IV - OFFICERS

Section 1. Officers. FHN Officers shall consist of a Chair and Vice Chair who shall be elected annually at a regular meeting of FHN.

Section 2. Responsibilities.

Subsection A. Chair. The Duties of the Chair comprise the following:

- 1) Plan, convene and preside over at least 4 quarterly meetings of FHN;
- 2) Steward the bylaws and membership agreements;
- 3) Serve as the single point of contact for FHN;
- 4) Appoint Committees within FHN to carry out specific tasks;
- 5) Serve as FHN representative to the Balance of State Continuum of Care Steering Committee.

Subsection B. Vice Chair. The Duties of the Vice Chair comprise the following:

- 1) Preside over FHN meetings in the absence of the Chair;
- 2) Have authority to certify FHN participation of other FHN members, if the Chair is not available or is unable to do so;
- 3) Serve as a member of the Balance of State Continuum of Care Steering Committee.

ARTICLE V - MEETINGS

Section 1. Regular Meetings. Regular meetings of FHN shall be held at least quarterly or more frequently, as otherwise determined by the Chair.

Section 2. Special Meetings. Special meetings of FHN may be called at the direction of the Chair or by a majority of the Members, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 3. Telephone Meeting. Any one or more Members may participate in a meeting of FHN by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 4. Quorum. A simple majority (50% of FHN members plus one) of the FHN Members shall constitute a quorum for the transaction of business at any meeting of

FHN. Submission of a proxy shall not count as representation for the purpose of establishing a quorum.

Section 5. Manner of Voting. Except as otherwise expressly required by law or these Bylaws, the affirmative vote of a majority of the FHN Members present at any meeting at which a quorum is present shall be the act of FHN including actions as a Balance of State Continuum of Care Planning Group. Each FHN member shall have one vote. The following methods of voting are acceptable under specified circumstances:

- 1) If in attendance, the Principal Representative will have sole authority to vote.
- 2) When a Principal Representative of a member is unable to attend a meeting, that representative may vote by written proxy given to the Chair or another voting member in attendance.
- 3) If the Principal Representative is not in attendance and has not issued a proxy, and the member has designated an Alternate Representative as described in Article III, Section 2, the Alternate Representative will have authority to vote.
- 4) If a matter requires FHN action between meetings, the Chair may poll Principal Representatives of all members by telephone or email after information about the matter has been distributed by email and adequate time has been given for questions and comments.

Section 6. Agendas and Minutes. An agenda and minutes will be prepared for each regular and special meeting of FHN. Each committee and workgroup will prepare a written agenda and minutes of each of its meetings, and submit all agendas and minutes to the Chair.

Section 7. Notice. Notice of the time, day, and place of any meeting of FHN shall be given at least 72 hours prior to the meeting. The purpose for which a special meeting is called shall be stated in the notice. Notice may be given by mail, electronic mail or facsimile and will be deemed given when received.

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal and administrative year of the Foothills Housing Network shall be from July 1st through June 30th unless otherwise determined by the Membership.

Section 2. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern FHN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules that FHN may adopt.

Section 3. Dissolution of FHN. Upon the dissolution of FHN, assets shall revert to the Rappahannock Rapidan Regional Commission, which is the fiscal agent. .

Section 4. FHN Members Not Liable for Continuum Debts. The Members of the FHN shall not be individually or personally liable for the debts, liabilities, or obligations of FHN.

Section 5. Limitations of Liability for Officers and Steering Group Members. Any Officer or FHN Member who is not compensated for his or her service on a salary or prorated equivalent basis shall be immune from personal liability for any civil damage arising from acts performed in his or her capacity.

ARTICLE VII- AMENDMENTS TO BYLAWS

Section 1. Votes. The Bylaws may be amended, modified, altered or repealed in whole or in part by a two-thirds affirmative vote of FHN Members represented at a meeting of FHN if a quorum has been established.

Section 2. Notice. Written notice of the meeting date, time and place of the meeting at which any such action is to be voted upon, together with a statement of the proposed action and revisions, shall be mailed or electronic mailed to each FHN Member not more than 60 days nor less than 30 days before such meeting.

Approved on October 17, 2012, by unanimous vote of members represented at the FHN regular meeting, a quorum being present.