



FAIRFAX - FALLS CHURCH COMMUNITY PARTNERSHIP Continuum of Care Board

BYLAWS OF THE CONTINUUM OF CARE BOARD

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17 **ARTICLE I: NAME**

18
19 The name of this organization is the Continuum of Care Board, hereinafter referred to as the “CoC
20 Board.”

21
22 **ARTICLE II: PURPOSE**

23
24 Continuum of Care (“CoC”) is the group organized to carry out the responsibilities required under Part
25 578 of the Code of Federal Regulations Relating to the Housing and Urban Development (HUD) and
26 that is composed of representatives of organizations and individuals as listed in 24 CFR § 578.3. Fairfax
27 County’s CoC includes Fairfax County, the Cities of Fairfax and Falls Church, and the towns of Clifton,
28 Herndon, and Vienna.¹

29
30 The CoC Board was re-chartered in July 2023 by the Fairfax County Board of Supervisors, following
31 recommendations from the CoC membership, for the purpose of providing community leadership and
32 policy guidance, consistent with the One Fairfax policy, and to carry out the “Duties” listed in the CoC
33 Board Charter to ensure the successful end to homelessness in the Fairfax-Falls Church community.
34 The CoC Board and the selection process outlined below is established in compliance with, 24 CFR §
35 578.5(b) and 578.7 (a)(3), and the CoC Board acts on behalf of Fairfax County’s CoC in accordance with
36 Part 578 of the Code of Federal Regulations Relating to HUD. In the event of a conflict between these
37 Bylaws and the Federal Regulations, the Federal Regulations shall control.

38
39 **ARTICLE III: MEMBERSHIP AND TERM OF OFFICE**

40
41 **Membership Requirements.** As per the CoC Board charter approved by the Fairfax County Board of
42 Supervisors, the membership will consist of a minimum of 21 individuals, with at least two members
43 having experienced homelessness in Fairfax County. The membership represents the relevant
44 organizations and projects serving homeless subpopulations. One member may represent the
45 interests of more than one homeless subpopulation, and the membership must represent all
46 subpopulations within the CoC to the extent that someone is available and willing to represent that
47 subpopulation. The CoC Board will cultivate an inclusive culture by including diverse perspectives and
48 interests represented by individuals who reflect the County’s diversity and are committed to housing
49 affordability for all throughout the County.

50

¹ Fairfax County’s CoC is also known as the Fairfax-Falls Church Community Partnership to Prevent and End Homelessness.



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51 **Appointments.** One member is appointed by each member of the Board of Supervisors members, with
 52 the CoC Board Chair appointed by the Chair of the Board of Supervisors. The remaining members are
 53 confirmed by the Board of Supervisors, which include:

- 54 • One member appointed by the Mayor of the City of Fairfax.
- 55 • One member appointed by the Mayor of the City of Falls Church.
- 56 • One member appointed by the Superintendent of Fairfax County Public Schools.
- 57 • Two members that have experienced homelessness in Fairfax County and appointed by the
 58 director of the Department of Housing and Community Development.
- 59 • One member appointed by the director of the Fairfax-Falls Church Community Services Board.
- 60 • One member appointed by the director of the Department of Family Services.
- 61 • One member appointed by the director of the Department of Neighborhood and Community
 62 Services.
- 63 • One member appointed by the director of the Health Department.
- 64 • One member representative from each of the recipient, and subrecipient, organizations of federal
 65 Continuum of Care and Emergency Solutions Grant program funds.

66
 67 **Terms.** Members shall serve two-year terms with alternating annual fiscal year cycles.

68
 69 **Resignations and Vacancies.** In the event a member cannot serve or resigns from the CoC Board, the
 70 member should notify the Chair in writing.

71
 72 **Holdovers.** In the event a member completes their term of office, remains qualified to serve as a
 73 member, and there is no successor appointed, then that person may continue to serve until such time
 74 as the member is reappointed or a successor member is appointed.

75
 76 **ARTICLE IV: MEETINGS**

77
 78 **Virginia Freedom of Information Act.** All meetings shall be open to the public except as provided
 79 under the Virginia Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*, as amended
 80 ("VFOIA"). Pursuant to Virginia Code § 2.2-3701, "meeting" or "meetings" means the meetings
 81 including work sessions, when sitting physically, or through electronic communication means
 82 pursuant to § 2.2-3708.2, as a body or entity, or as an informal assemblage of (i) as many as three
 83 members or (ii) a quorum, if less than three, of the constituent membership, wherever held, with or
 84 without minutes being taken, whether or not votes are cast, of any public body. The CoC Board may
 85 hold public hearings and report its findings to the Board of Supervisors on issues that affect the
 86 public interest.

87
 88 **Notice and Agenda.** Notice and the agenda of all meetings shall be provided as required under the
 89 VFOIA. All meetings shall be preceded by properly posted notice stating the date, time, and location



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90 of each meeting. Notice of a meeting shall be given at least three working days prior to the meeting.
91 Notice of emergency meetings, reasonable under the circumstances, shall be given
92 contemporaneously with the notice provided to CoC Board members. Notices of all meetings shall
93 be provided to the Office of Public Affairs for posting at the Government Center and on the County
94 Web site. All meetings shall be conducted in public places that are accessible to persons with
95 disabilities.

96
97 **Frequency.** The CoC Board shall meet quarterly and as needed, which will be determined by the
98 Chair. Meetings shall be held at a time agreed to by a majority of the CoC Board's members, and at a
99 place arranged by the staff of the supporting County department.

100
101 **Voting.** A quorum is necessary for a vote. A majority (more than 50%) of the membership of the
102 CoC Board shall constitute a quorum. In making any recommendations, adopting any plan, or
103 approving any proposal, action shall be taken by a majority vote of CoC Board members present and
104 voting. Upon the request of any member, the vote of each member on any issue shall be recorded in
105 the minutes. All votes of CoC Board members shall be taken during a public meeting, and no vote
106 shall be taken by secret or written ballot or by proxy.

107
108 **Conduct.** Except as otherwise provided by Virginia law or these bylaws, all meetings shall be
109 conducted in accordance with *Robert's Rules of Order, Newly Revised*, and except as specifically
110 authorized by the VFOIA, no meeting shall be conducted through telephonic, video, electronic, or
111 other communication means where the members are not all physically assembled to discuss or
112 transact public business.

113
114 **Public Access.** For any meeting, at least one copy of the agenda, all agenda packets, and, unless
115 exempt under the VFOIA, all materials furnished to CoC Board members shall be made available for
116 public inspection at the same time such documents are furnished to the CoC Board members.
117 Pursuant to the VFOIA, any person may photograph, film, record, or otherwise reproduce any
118 portion of a meeting required to be open, but such actions may not interfere with any CoC Board
119 proceedings.

120
121 **Records.** Minutes of meetings should be recorded as required under the VFOIA. Minutes shall
122 include: (1) the date, time, and location of each meeting; (2) the members present and absent; (3) a
123 summary of the discussion on matters proposed, deliberated, or decided; and (4) a record of any
124 votes taken. Such minutes are public records and subject to inspection and copying by citizens of the
125 Commonwealth or by members of the news media. The supporting County department shall
126 provide staff support to record, review, and approve records and minutes of the meeting.

127



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128 **Attorney-Client Privilege.** Records containing legal advice from counsel to the CoC Board, and advice
129 provided in closed session by legal counsel to the CoC Board, are protected by the attorney-client
130 privilege and from disclosure under the VFOIA. Any such records or advice should not be disclosed
131 by members of the CoC Board to any third party, or the privilege against disclosure may be waived.
132 Questions regarding the handling of records or advice subject to attorney-client privilege should be
133 directed to the CoC Board’s legal counsel.

134

135 **ARTICLE V: ATTENDANCE AND PARTICIPATION**

136

137 Any CoC Board member who misses three consecutive meetings or more than half of the scheduled
138 meetings within a 12-month period, or who fails to participate in the work of the CoC Board
139 without good cause acceptable to a majority of the other CoC Board members may be subject to
140 removal from the CoC Board.

141

142 **Remote Participation.** This policy is adopted pursuant to the authorization of Va. Code § 2.2-
143 3708.2 and is to be strictly construed in conformance with the Virginia Freedom of Information
144 Act (VFOIA), Va. Code §§ 2.2-3700—3715. This policy shall not govern an electronic meeting
145 conducted to address a state of emergency declared by the Governor or the County. Any
146 meeting conducted by electronic communication means under such circumstances shall be
147 governed by the provisions of Va. Code § 2.2-3708.2(A)(3).

148 **Definitions.**

- 149 A. **“Member”** means any member of the CoC Board and of its committee(s).
150 B. **“Remote participation”, “remotely participate”, or “participate remotely”** mean participation
151 by a member of the CoC Board via telephonic, video, or other audio or combined audio and
152 video electronic communication method where the member is not physically assembled with
153 the other members of the CoC Board.
154 C. **“Meeting”** means a meeting as defined by Va. Code § 2.2-3701.
155 D. **“Notify” or “notifies,”** for purposes of this policy, means actual notice, including, but not
156 limited to, email, text, telephone, or in-person notice.

157

158 **Mandatory requirements:**

159 Regardless of the reasons why the member is participating in a meeting from a remote location by
160 electronic communication means, the following conditions must be met for the member to
161 participate remotely:

- 162 A. A quorum of the CoC Board must be physically assembled at the primary or central meeting
163 location; and



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164 B. Arrangements have been made for the voice of the remotely participating member to be heard
165 by all persons at the primary or central meeting location. If at any point during the meeting the
166 voice of the remotely participating member is no longer able to be heard by all persons at the
167 meeting location, the remotely participating member shall no longer be permitted to participate
168 remotely.

169

170 **Process to request remote participation:**

- 171 A. On or before the day of the meeting, and at any point before the meeting begins, the
172 requesting member must notify the CoC Board Chair (or the Vice-Chair if the requesting
173 member is the Chair) that they are unable to physically attend a meeting due to (i) a temporary
174 or permanent disability or other medical condition that prevents the member's physical
175 attendance or (ii) a family member's medical condition that requires the member to provide
176 care for such family member, thereby preventing the member's physical attendance or (iii) a
177 personal matter and identifies with specificity the nature of the personal matter.
- 178 B. The requesting member shall also notify the staff coordinator to the CoC Board of their request,
179 but their failure to do so shall not affect their ability to remotely participate.
- 180 C. If the requesting member is unable to physically attend the meeting due to a personal matter,
181 the requesting member must state with specificity the nature of the personal matter. Remote
182 participation due to a personal matter is limited each calendar year to two meetings or 25
183 percent of the meetings held per calendar year rounded up to the next whole number,
184 whichever is greater. There is no limit to the number of times that a member may participate
185 remotely due to a temporary or permanent disability or other medical condition or that of a
186 family member that requires the member to provide care.
- 187 D. The requesting member is not obligated to provide independent verification regarding the
188 temporary or permanent disability or other medical condition or the family member's medical
189 condition that prevents their physical attendance at the meeting.
- 190 E. The Chair (or the Vice-Chair if the requesting member is the Chair) shall promptly notify the
191 requesting member whether their request is in conformance with this policy, and therefore
192 approved or disapproved.

193

194 **Process to confirm approval or disapproval of participation from a remote location:**

195 When a quorum of the CoC Board has assembled for the meeting, the CoC Board shall vote to
196 determine whether:

- 197 A. The Chair's decision to approve or disapprove the requesting member's request to participate
198 from a remote location was in conformance with this policy; and
- 199 B. The voice of the remotely participating member can be heard by all persons at the primary or
200 central meeting location.

201



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202 **Recording in minutes:**

- 203 A. If the member is allowed to participate remotely due to a temporary or permanent disability or
 204 other medical condition, or a family member’s medical condition that requires the member to
 205 provide care to the family member, the CoC Board shall record in its minutes (1) the CoC Board’s
 206 approval of the member’s remote participation; and (2) the remote location from which the
 207 member participated.
- 208 B. If the member is allowed to participate remotely due to a personal matter, this should be noted
 209 in the minutes along with the remote location from which the member participated.
- 210 C. If a member’s request to participate remotely is disapproved, the disapproval, including the
 211 grounds upon which the requested participation violates this policy or VFOIA, shall be recorded
 212 in the minutes with specificity.

213

214 **Closed session.** If the CoC Board goes into closed session, the member participating remotely
 215 shall ensure that no third party is able to hear or otherwise observe the closed meeting.

216 **Strict and uniform application of this policy.** This Policy shall be applied strictly and uniformly,
 217 without exception, to the entire membership, and without regard to the identity of the member
 218 requesting remote participation or the matters that will be considered or voted on at the meeting.

219

220 **ARTICLE VI: CONFLICT OF INTEREST AND RECUSAL**

221

222 It is critical that the duties and responsibilities of the CoC Board be carried out in a fair and open
 223 manner without conflicts of interest. The CoC adheres to federal regulations, 24 CFR 578.95, which
 224 outline the requirements related to CoC leadership and others involved in the execution of the
 225 responsibilities of the Continuum.

226

227 No CoC Board member, or any person acting on behalf of the CoC Board, may participate in or
 228 influence discussions or resulting decisions concerning the award of a grant or other financial
 229 benefits to the organization that the member represents.

230

231 Persons serving on the CoC Board or its committees must avoid conflicts of interest or the
 232 appearance of conflicts. In cases of question, they may 1) request an opinion or a decision of
 233 whether a conflict or the appearance of a conflict is present 2) recuse themselves from the portion
 234 of their duties which presents the potential conflict or 3) request an exception to the conflict of
 235 interest provisions. In questions of conflicts of interest, they must either bring it to the attention of
 236 the Office to Prevent and End Homelessness or the CoC Board Chair.

237



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238 **Violation of Policy.** If there is unintentionally or unknowingly a conflict, the CoC Board member is
239 asked to recuse themselves for any discussion and voting around the related topic or funding for
240 that organization. If the conflict is intentional and the Coc Board member purposely did not disclose
241 the conflict, the CoC Board member is terminated from the CoC Board.

242
243 **Conflict of Interest Statements.** Members must sign conflict of interest statements at least
244 annually, disclosing conflicts with any relationships or areas of influence.

245
246 **Knowledge about conflicts.** Office to Prevent and End Homelessness staff will assist the CoC Board
247 by tracking ongoing conflicts of interest.

248 249 **ARTICLE VII: CODE OF CONDUCT**

250
251 CoC Board members must exercise care, diligence, and prudence when acting on behalf of the CoC and
252 carrying out all applicable requirements and responsibilities as outlined in 24 CFR part 578. Work
253 undertaken on behalf of the CoC Board must be completed in the timeframe specified by the CoC Board.

254 255 **ARTICLE VIII: REMOVAL**

256
257 Any CoC Board member(s) may be removed from the CoC Board for cause, including but not limited
258 to cause as set forth in Article VI, by a two-thirds majority vote of all the CoC Board members. The
259 members' authority to recommend removal under these bylaws neither limits nor waives the
260 Board of Supervisors' authority to remove members from the CoC Board as provided by law.

261 262 **ARTICLE IX: COMMITTEES**

263
264 The CoC Board Chair may appoint standing committees and a Chair for each with the consent of a
265 majority of the CoC Board's members present and voting. The Chair may also appoint special
266 committees and a Chair for each with the consent of a majority of the CoC Board's members
267 present and voting. The CoC Board may establish such subcommittees or working groups as
268 needed to accomplish its goals.

269
270 **Selection & Ranking Committee.** The Selection & Ranking Committee is responsible for (1)
271 reviewing applications for new funding opportunities, if available, during the annual HUD CoC
272 Program Competition and selecting new project(s) for inclusion in the CoC's Consolidated
273 Application, and (2) ranking all projects, including both new and renewal projects, according to the
274 priorities identified in the annual gaps analysis and the approach developed in the local HUD CoC
275 Program funding policies, reviewed and updated annually by the CoC Board. Membership for the
276 Selection & Ranking Committee will be submitted annually to the CoC Board for approval.



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277
278 All meetings of any such subcommittees shall comply with the notice and other requirements of
279 the VFOIA. To the extent practicable, any such committee shall be composed of at least four
280 members. Committee meetings may be held at the call of the Chair or at the request of two
281 members, with notice to all members.

282
283 **ARTICLE X: REPORTING**

284
285 The CoC Board will develop regular reports that will be provided to the Board of Supervisors, the full
286 Continuum of Care membership, and other related boards, authorities and commissions as needed to
287 ensure progress in achieving the goal of preventing and ending homelessness.

288
289 **ARTICLE XI: COMPLIANCE WITH LAW AND COUNTY POLICY**

290
291 The CoC Board shall comply with all Virginia laws, including, but not limited to, the VFOIA, and the
292 Virginia State and Local Government Conflict of Interests Act, Virginia Code § 2.2-3100 *et seq.*, as
293 amended, with all County ordinances, and with all County policies concerning the activities of its
294 boards, authorities, and commissions. In case of a conflict between a provision of these bylaws and
295 any applicable ordinance or law, the provisions of the applicable ordinance or law, as the case may
296 be, shall control.

297
298 **ARTICLE XI: AMENDMENT OF BYLAWS**

299
300 These bylaws may be amended by the CoC Board by adopting the proposed amendment or
301 amendments. Any such amendments to bylaws shall become effective upon approval by the CoC
302 Board. The by-laws should be reviewed, updated and approved by the CoC Board, acting on behalf
303 of the CoC, at least annually (578.7(a)(3)).