



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 by
25 regulations promulgated by the U.S. Department of Housing and Urban Development (HUD) at Title
26 24, part 578 of the *Code of Federal Regulations*, “Continuum of Care.” This group is composed of
27 representatives of organizations and individuals as listed in 24 CFR § 578.3. Fairfax County’s CoC
28 includes Fairfax County, the Cities of Fairfax and Falls Church, and the towns of Clifton, Herndon, and
29 Vienna.¹

30

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

39

40 **ARTICLE III: MEMBERSHIP AND TERM OF OFFICE**

41

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

51

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



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

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

67

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

69

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

72

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

76

77 **ARTICLE IV: MEETINGS**

78

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

87

88 **Notice and Agenda.** Public notice of and the agenda for each meeting shall be provided as required
 89 under the VFOIA. All meetings shall be preceded by properly posted notice stating the date, time,
 90 and location of each meeting. Notice of a meeting shall be given at least three working days prior to



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91 the meeting. 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, to be determined by the Chair.
98 Meetings shall be held at a time agreed to by a majority of the CoC Board's members, and at a place
99 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. These minutes are public records and subject to inspection and copying by citizens of
125 the 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
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



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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 3708.3 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). This policy must be reviewed and
148 readopted annually, per Va. Code § 2.2-3708.3(D). This policy does not prohibit or restrict any
149 individual member of a public body who is lawfully either participating in an all-virtual meeting
150 or who is using remote participation from voting on matters before the public body. See Va.
151 Code § 2.2-3708.3(D).

152 **Definitions.**

153 A. **“Member”** means any member of the CoC Board and of its committee(s).

154 B. **“Remote participation”**, **“remotely participate”**, or **“participate remotely”** mean participation
155 by a member of the CoC Board via telephonic, video, or other audio or combined audio and
156 video electronic communication method where the member is not physically assembled with
157 the other members of the CoC Board.

158 C. **“Meeting”** means a meeting as defined by Va. Code § 2.2-3701.

159 D. **“Notify”** or **“notifies,”** for purposes of this policy, means actual notice, including, but not
160 limited to, email, text, telephone, or in-person notice.

161 E. **“Person with a disability”** means a person who has a physical or mental impairment that
162 substantially limits one or more of his major life activities or who has a record of such
163 impairment.

164 F. **“Caregiver”** means an adult related by blood, marriage, or adoption or the legally appointed
165 guardian of the person with a disability for whom he is caring.

166



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167 **Mandatory requirements:**

- 168 Regardless of the reasons why the member is participating in a meeting from a remote location by
169 electronic communication means, the following conditions must be met for the member to
170 participate remotely:
- 171 A. A quorum of the CoC Board must be physically assembled at the primary or central meeting
172 location;
 - 173 B. For purposes of determining whether a quorum is physically assembled, an individual member
174 of a public body who is either a person with a disability or who must act as a caregiver at the
175 time of the meeting for a person with a disability, and is thus prevented from physically
176 attending the meeting and who thus uses remote participation, will count toward the quorum as
177 if the individual was physically present;
 - 178 C. Arrangements have been made for the voice of the remotely participating member to be heard
179 by all persons at the primary or central meeting location. If at any point during the meeting the
180 voice of the remotely participating member is no longer able to be heard by all persons at the
181 meeting location, the remotely participating member shall no longer be permitted to participate
182 remotely; and
 - 183 D. A statutorily conforming policy must be adopted by the CoC Board at least once annually.

184

185 **Process to request remote participation:**

- 186 A. On or before the day of the meeting, and at any point before the meeting begins, the
187 requesting member must notify the CoC Board Chair (or the Vice-Chair if the requesting
188 member is the Chair) that they are unable to physically attend a meeting due to (i) a temporary
189 or permanent disability or other medical condition that prevents the member's physical
190 attendance or (ii) a family member's medical condition that requires the member to provide
191 care for such family member, thereby preventing the member's physical attendance or (iii) a
192 personal matter and identifies with specificity the nature of the personal matter.
- 193 B. The requesting member shall also notify the staff coordinator to the CoC Board of their request,
194 but their failure to do so shall not affect their ability to participate remotely.
- 195 C. If the requesting member is unable to physically attend the meeting due to a personal matter,
196 the requesting member must state with specificity the nature of the personal matter. Remote
197 participation due to a personal matter is limited each calendar year to two meetings or 25
198 percent of the meetings held per calendar year rounded up to the next whole number,
199 whichever is greater. There is no limit to the number of times that a member may participate
200 remotely due to a temporary or permanent disability or other medical condition or that of a
201 family member that requires the member to provide care.
- 202 D. The requesting member is not obligated to provide independent verification regarding the
203 temporary or permanent disability or other medical condition or the family member's medical
204 condition that prevents their physical attendance at the meeting.



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- 205 E. For purposes of establishing a quorum of the CoC Board, the requesting member shall verify
- 206 whether the requesting member is requesting remote participation due to his/her/their
- 207 disability or need to act as caregiver for a person with a disability, pursuant to B under
- 208 “Mandatory Requirements” above.
- 209 F. The Chair (or the Vice-Chair if the requesting member is the Chair) shall promptly notify the
- 210 requesting member whether their request is in conformance with this policy, and therefore
- 211 approved or disapproved.

212
213 **Process to confirm approval or disapproval of participation from a remote location :**

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

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

220
221 **Recording in minutes:**

- 222 A. If the member is allowed to participate remotely due to a temporary or permanent disability or
- 223 other medical condition, or a family member’s medical condition that requires the member to
- 224 provide care to the family member, the CoC Board shall record in its minutes: (1) the CoC
- 225 Board’s approval of the member’s remote participation; and (2) the remote location from which
- 226 the member participated.
- 227 B. If the member is allowed to participate remotely due to a personal matter, this should be noted
- 228 in the minutes along with the remote location from which the member participated.
- 229 C. If a member’s request to participate remotely is disapproved, the disapproval, including the
- 230 grounds upon which the requested participation violates this policy or VFOIA, shall be recorded
- 231 in the minutes with specificity.

232
233 **Closed session.** If the CoC Board goes into closed session, the member participating remotely
234 shall ensure that no third party is able to hear or otherwise observe the closed meeting.

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

238
239 **ARTICLE VI: CONFLICT OF INTEREST AND RECUSAL**

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

245
246 No CoC Board member, or any person acting on behalf of the CoC Board, may participate in or
247 influence discussions or resulting decisions concerning the award of a grant or other financial
248 benefits to the organization that the member represents.

249
250 Each person serving on the CoC Board or its committees must avoid conflicts of interest or the
251 appearance of conflicts. In cases of question, they may: (1) request an opinion or a decision of
252 whether a conflict or the appearance of a conflict is present; (2) recuse themselves from any
253 portion of their duties that presents a potential conflict; or (3) request an exception to the conflict
254 of interest provisions. In questions of conflicts of interest, they must either bring it to the attention
255 of the Office to Prevent and End Homelessness or the CoC Board Chair.

256
257 **Violation of Policy.** If there is unintentionally or unknowingly a conflict, the CoC Board member is
258 asked to recuse themselves for any discussion related to, or a vote on funding for, that organization.
259 If the conflict is intentional and the Coc Board member purposely did not disclose the conflict, the
260 CoC Board member is terminated from the CoC Board.

261
262 **Conflict of Interest Statements.** Members must sign conflict of interest statements at least
263 annually, disclosing conflicts with any relationships or areas of influence.

264
265 **Knowledge about conflicts.** Office to Prevent and End Homelessness staff will assist the CoC Board
266 by tracking ongoing conflicts of interest.

267 268 **ARTICLE VII: CODE OF CONDUCT**

269
270 CoC Board members must exercise care, diligence, and prudence when acting on behalf of the CoC and
271 carrying out all applicable requirements and responsibilities as outlined in 24 CFR part 578. Work
272 undertaken on behalf of the CoC Board must be completed in the timeframe specified by the CoC Board.

273 274 **ARTICLE VIII: REMOVAL**

275
276 Any CoC Board member(s) may be removed from the CoC Board for cause, including but not limited
277 to cause as set forth in Article VI, by a two-thirds majority vote of all the CoC Board members. The
278 members' authority to recommend removal under these bylaws neither limits nor waives the
279 Board of Supervisors' authority to remove members from the CoC Board as provided by law.



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ARTICLE IX: COMMITTEES

The CoC Board Chair may appoint standing committees and a Chair for each with the consent of a majority of the CoC Board’s members present and voting. The Chair may also appoint special committees and a Chair for each with the consent of a majority of the CoC Board’s members present and voting. The CoC Board may establish subcommittees or working groups as needed to accomplish its goals.

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

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

ARTICLE X: REPORTING

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

ARTICLE XI: COMPLIANCE WITH LAW AND COUNTY POLICY

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

ARTICLE XII: AMENDMENT OF BYLAWS



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- 319 These bylaws may be amended by the CoC Board by adopting the proposed amendment or
320 amendments. Any amendments to these bylaws shall become effective upon approval by the CoC
321 Board. The bylaws should be reviewed, updated and approved by the CoC Board, acting on behalf
322 of the CoC, at least annually (24 CFR part 578.7(a)(3)).