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ARTICLE I: NAME

The name of this organization is the Continuum of Care Committee, hereinafter referred to as the “CoC Committee.”

ARTICLE II: PURPOSE

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

The CoC Committee has been established as a Committee of the Affordable Housing Advisory Council (AHAC) for the purpose of providing community leadership and policy guidance, consistent with the One Fairfax policy, and to carry out the “Duties” listed in the CoC Committee Charter to ensure the successful end to homelessness in the Fairfax-Falls Church community. Although the CoC Committee operates as a Committee of AHAC, the Committee and the selection process outlined below is established in compliance with, 24 CFR §§ 578.5(b) and 578.7 (a)(3), and the Committee acts on behalf of Fairfax County’s CoC in accordance with Part 578 of the Code of Federal Regulations Relating to HUD. In the event of a conflict between these Bylaws and the Federal Regulations, the Federal Regulations shall control.

ARTICLE III: MEMBERSHIP AND TERM OF OFFICE

Membership Requirements. The Committee must (1) include at least one individual who is homeless or formerly homeless, and (2) represent the relevant organizations and projects serving homeless subpopulations. One member may represent the interests of more than one homeless subpopulation, and the membership must represent all subpopulations within the CoC to the extent that someone is available and willing to represent that subpopulation. The CoC Committee will cultivate an inclusive culture by including diverse perspectives and interests represented by individuals who reflect the County’s diversity and are committed to housing affordability for all throughout the County.

Appointments. Membership and appointments to the CoC Committee shall be made and selected by the CoC Committee’s Nomination Subcommittee as outlined in Article IX and shall include the representatives of relevant organizations and of projects serving homeless subpopulations and

¹ Fairfax County’s CoC is also known as the Fairfax-Falls Church Community Partnership to Prevent and End Homelessness.
include at least one homeless or formerly homeless individual. Members shall serve two-year terms, with a limit of three terms. Members can serve again after a one-year break.

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

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

**ARTICLE IV: OFFICERS AND THEIR DUTIES**

**Elections.** The CoC Committee shall be served by two officers: a Chair and a Vice-Chair. The Chair shall be elected in accordance with the voting provisions of Article V by the CoC Committee members annually and such election shall be scheduled at the first meeting of each calendar year. The Chair of the CoC Committee will also serve on the Affordable Housing Advisory Council. Two months prior to the election meeting, a slate of candidates shall be nominated during a meeting held pursuant to Article V. After nomination, each candidate shall be polled on his or her willingness and ability to serve as Chair of the CoC Committee. At the election meeting, the Chair shall be elected from among the willing nominees in accordance with the voting provisions of Article V. At the meeting immediately following the election of the Chair, the Chair shall nominate the Vice-Chair. After nomination, each candidate shall be polled on their willingness and ability to serve as an officer of the CoC Committee. The Vice-Chair shall then be elected from among the willing nominees in accordance with the voting provisions of Article V.

**Chair.** The Chair presides over meetings of the CoC Committee and is eligible to vote at all times. The Chair has the authority to delegate appropriate functions to CoC Committee members and to request assistance from the County staff supporting the CoC Committee.

**Vice-Chair.** In the absence of the Chair at a meeting, the Vice-Chair shall perform the duties and exercise the powers of the Chair. If neither the Chair nor the Vice-Chair is available, the member present with the longest tenure on the CoC Committee shall act as Chair.

**Secretary.** The Secretary, or a duly appointed agent, shall be responsible for recording the minutes of meetings.

**Replacement Officers.** If an office becomes vacant for any reason, it shall be filled by an election at the next regular meeting having a majority of members present. The newly elected officer shall complete the unexpired term of the officer succeeded. Prior to the election of any replacement
ARTICLE V: MEETINGS

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

Notice and Agenda. Notice and the agenda of all meetings shall be provided as required under the VFOIA. All meetings shall be preceded by properly posted notice stating the date, time, and location of each meeting. Notice of a meeting shall be given at least three working days prior to the meeting. Notice of emergency meetings, reasonable under the circumstances, shall be given contemporaneously with the notice provided to CoC Committee members. Notices of all meetings shall be provided to the Office of Public Affairs for posting at the Government Center and on the County Web site. All meetings shall be conducted in public places that are accessible to persons with disabilities.

Frequency. The CoC Committee shall meet quarterly and as needed, which will be determined by the Chair. Meetings shall be held at a time agreed to by a majority of the CoC Committee’s members, and at a place arranged by the staff of the supporting County department.

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

Conduct. Except as otherwise provided by Virginia law or these bylaws, all meetings shall be conducted in accordance with Robert’s Rules of Order, Newly Revised, and except as specifically authorized by the VFOIA, no meeting shall be conducted through telephonic, video, electronic, or
Continuum of Care Committee

other communication means where the members are not all physically assembled to discuss or transact public business.

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

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

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

ARTICLE VI: ATTENDANCE AND PARTICIPATION

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

ARTICLE VII: CONFLICT OF INTEREST AND RECUSAL

No CoC Committee Chair, CoC Committee member, or any person acting on behalf of the CoC Committee may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents. CoC Committee members must comply with all other applicable the Conflict-of-Interest requirements outlined in 24 CFR part 578.95.
Any CoC Chair, CoC Committee member, or person acting on behalf of the CoC participating in or influencing decision making must identify actual or perceived conflicts of interest as identified in 24 CFR part 587.95 as they arise. Disclosure should occur in writing immediately after identifying the conflict of interest and if possible, prior to the discussion of any such issue. Individuals with a conflict of interest should state the nature of the disclosure to be recorded in the meeting minutes and abstain from discussion and voting on any issue in which they may have a conflict. All voting members shall have the right to recuse themselves from voting on a matter without providing excuse.

ARTICLE VIII: CODE OF CONDUCT

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

ARTICLE VIII: REMOVAL

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

ARTICLE IX: SUBCOMMITTEES

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

Selection & Ranking Subcommittee. The Selection & Ranking Subcommittee 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 Committee. Membership for
the Selection & Ranking Subcommittee will be submitted annually to the CoC Committee for approval.

**Nomination Subcommittee.** The Nomination Subcommittee, comprised of at least two but no more than four CoC Committee members, will solicit and accept nominations from the CoC for participation on the CoC Committee to fill vacancies in the established seats. The Nomination Subcommittee will seek people representing varied factions of the community who are dedicated to preventing and ending homelessness and can contribute unique expertise, opinions and viewpoints on issues related to homelessness. Following review and acceptance of nominations, the Nomination Subcommittee will submit the names to the Chair and Vice-Chair who jointly approve new members.

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

**ARTICLE X: REPORTING**

The Committee will develop regular reports that will be provided by the Affordable Housing Advisory Council to the Board of Supervisors, Fairfax County Continuum of Care 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 Committee 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 XI: AMENDMENT OF BYLAWS**

These bylaws may be amended by the CoC Committee by adopting the proposed amendment or amendments. Any such amendments to bylaws shall become effective upon approval by the CoC Committee. The by-laws should be reviewed, updated and approved by the CoC Committee, acting on behalf of the CoC, at least once every 5 years (578.7(a)(3)).
# REMOTE PARTICIPATION POLICY

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

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

MANDATORY REQUIREMENTS
Regardless of the reasons why the member is participating in a meeting from a remote location by electronic communication means, the following conditions must be met for the member to participate remotely:
A. A quorum of the CoC Committee must be physically assembled at the primary or central meeting location; and
B. Arrangements have been made for the voice of the remotely participating member to be heard by all persons at the primary or central meeting location. If at any point during the meeting the voice of the remotely participating member is no longer able to be heard by all persons at the meeting location, the remotely participating member shall no longer be permitted to participate remotely.

PROCESS TO REQUEST REMOTE PARTICIPATION
A. On or before the day of the meeting, and at any point before the meeting begins, the requesting member must notify the CoC Committee Chair (or the Vice-Chair if the requesting member is the Chair) that they are unable to physically attend a meeting due to (i) a temporary or permanent disability or other medical condition that prevents the member’s physical attendance or (ii) a family member’s medical condition that requires the member to provide care for such family member, thereby preventing the member’s physical attendance or (iii) a personal matter and identifies with specificity the nature of the personal matter.
Continuum of Care Committee

B. The requesting member shall also notify the staff coordinator to the CoC Committee of their request, but their failure to do so shall not affect their ability to remotely participate.

C. If the requesting member is unable to physically attend the meeting due to a personal matter, the requesting member must state with specificity the nature of the personal matter. Remote participation due to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater. There is no limit to the number of times that a member may participate remotely due to a temporary or permanent disability or other medical condition or that of a family member that requires the member to provide care.

D. The requesting member is not obligated to provide independent verification regarding the temporary or permanent disability or other medical condition or the family member’s medical condition that prevents their physical attendance at the meeting.

E. The Chair (or the Vice-Chair if the requesting member is the Chair) shall promptly notify the requesting member whether their request is in conformance with this policy, and therefore approved or disapproved.

PROCESS TO CONFIRM APPROVAL OR DISAPPROVAL OF PARTICIPATION FROM A REMOTE LOCATION

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

A. The Chair’s decision to approve or disapprove the requesting member’s request to participate from a remote location was in conformance with this policy; and

B. The voice of the remotely participating member can be heard by all persons at the primary or central meeting location.

RECORDING IN MINUTES

A. If the member is allowed to participate remotely due to a temporary or permanent disability or other medical condition, or a family member’s medical condition that requires the member to provide care to the family member, the CoC Committee shall record in its minutes (1) the CoC Committee’s approval of the member’s remote participation; and (2) the remote location from which the member participated.

B. If the member is allowed to participate remotely due to a personal matter, this should be noted in the minutes along with the remote location from which the member participated.

C. If a member’s request to participate remotely is disapproved, the disapproval, including the grounds upon which the requested participation violates this policy or VFOIA, shall be recorded in the minutes with specificity.
CLOSED SESSION

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

STRICT AND UNIFORM APPLICATION OF THIS POLICY

This Policy shall be applied strictly and uniformly, without exception, to the entire membership, and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.