



AFFORDABLE HOUSING ADVISORY COUNCIL Continuum of Care Committee

BYLAWS OF THE CONTINUUM OF CARE COMMITTEE

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39 **ARTICLE I: NAME**

40

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

43

44 **ARTICLE II: PURPOSE**

45

46 Continuum of Care (“CoC”) is the group organized to carry out the responsibilities required under Part
47 578 of the Code of Federal Regulations Relating to the Housing and Urban Development (HUD) and
48 that is composed of representatives of organizations and individuals as listed in 24 CFR § 578.3. Fairfax
49 County’s CoC includes Fairfax County, the Cities of Fairfax and Falls Church, and the towns of Clifton,
50 Herndon, and Vienna.¹

51

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

61

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

63

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

72

73 **Appointments.** Membership and appointments to the CoC Committee shall be made and selected
74 by the CoC Committee’s Nomination Subcommittee as outlined in Article IX and shall include the
75 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.



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76 include at least one homeless or formerly homeless individual. Members shall serve two-year terms,
77 with a limit of three terms. Members can serve again after a one-year break.

78

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

81

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

85

86 **ARTICLE IV: OFFICERS AND THEIR DUTIES**

87

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

100

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

104

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

108

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

111

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



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115 officer, all members shall be provided with notice of the proposed election before the meeting at
116 which the replacement is elected.

117
118 **ARTICLE V: MEETINGS**

119
120 **VFOIA.** All meetings shall be open to the public except as provided under the Virginia Freedom of
121 Information Act, Virginia Code § 2.2-3700 *et seq.*, as amended ("VFOIA"). Pursuant to Virginia Code
122 § 2.2-3701, "meeting" or "meetings" means the meetings including work sessions, when sitting
123 physically, or through electronic communication means pursuant to § 2.2-3708.2, as a body or
124 entity, or as an informal assemblage of (i) as many as three members or (ii) a quorum, if less than
125 three, of the constituent membership, wherever held, with or without minutes being taken,
126 whether or not votes are cast, of any public body. The Coc Committee may hold public hearings and
127 report its findings to the Affordable Housing Advisory Council and/or the Board of Supervisors on
128 issues that affect the public interest.

129
130 **Notice and Agenda.** Notice and the agenda of all meetings shall be provided as required under
131 the VFOIA. All meetings shall be preceded by properly posted notice stating the date, time, and
132 location of each meeting. Notice of a meeting shall be given at least three working days prior to the
133 meeting. Notice of emergency meetings, reasonable under the circumstances, shall be given
134 contemporaneously with the notice provided to CoC Committee members. Notices of all meetings
135 shall be provided to the Office of Public Affairs for posting at the Government Center and on the
136 County Web site. All meetings shall be conducted in public places that are accessible to persons
137 with disabilities.

138
139 **Frequency.** The CoC Committee shall meet quarterly and as needed, which will be determined by
140 the Chair. Meetings shall be held at a time agreed to by a majority of the CoC Committee's
141 members, and at a place arranged by the staff of the supporting County department.

142
143 **Voting.** A quorum is necessary for a vote. A majority (more than 50%) of the membership of the
144 CoC Committee shall constitute a quorum. In making any recommendations, adopting any plan, or
145 approving any proposal, action shall be taken by a majority vote of CoC Committee members
146 present and voting. Upon the request of any member, the vote of each member on any issue shall
147 be recorded in the minutes. All votes of CoC Committee members shall be taken during a public
148 meeting, and no vote shall be taken by secret or written ballot or by proxy.

149
150 **Conduct.** Except as otherwise provided by Virginia law or these bylaws, all meetings shall be
151 conducted in accordance with *Robert's Rules of Order, Newly Revised*, and except as specifically
152 authorized by the VFOIA, no meeting shall be conducted through telephonic, video, electronic, or



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

155

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

162

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

169

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

176

177 **ARTICLE VI: ATTENDANCE AND PARTICIPATION**

178

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

183

184 **ARTICLE VII: CONFLICT OF INTEREST AND RECUSAL**

185

186 No CoC Committee Chair, CoC Committee member, or any person acting on behalf of the CoC
187 Committee may participate in or influence discussions or resulting decisions concerning the award
188 of a grant or other financial benefits to the organization that the member represents. CoC
189 Committee members must comply with all other applicable the Conflict-of-Interest requirements
190 outlined in 24 CFR part 578.95.

191



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192 Any CoC Chair, CoC Committee member, or person acting on behalf of the CoC participating in or
193 influencing decision making must identify actual or perceived conflicts of interest as identified in 24
194 CFR part 587.95 as they arise. Disclosure should occur in writing immediately after identifying the
195 conflict of interest and if possible, prior to the discussion of any such issue. Individuals with a
196 conflict of interest should state the nature of the disclosure to be recorded in the meeting minutes
197 and abstain from discussion and voting on any issue in which they may have a conflict. All voting
198 members shall have the right to recuse themselves from voting on a matter without providing
199 excuse.

200

201 **ARTICLE VIII: CODE OF CONDUCT**

202

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

207

208 **ARTICLE VIII: REMOVAL**

209

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

215

216 **ARTICLE IX: SUBCOMMITTEES**

217

218 The Chair may appoint standing subcommittees and a Chair for each with the consent of a majority
219 of the CoC Committee's members present and voting. The Chair may also appoint special
220 committees and a Chair for each with the consent of a majority of the CoC Committee's members
221 present and voting. The CoC Committee may establish such subcommittees or working groups as
222 needed to accomplish its goals.

223

224 **Selection & Ranking Subcommittee.** The Selection & Ranking Subcommittee is responsible for
225 (1) reviewing applications for new funding opportunities, if available, during the annual HUD CoC
226 Program Competition and selecting new project(s) for inclusion in the CoC's Consolidated
227 Application, and (2) ranking all projects, including both new and renewal projects, according to the
228 priorities identified in the annual gaps analysis and the approach developed in the local HUD CoC
229 Program funding policies, reviewed and updated annually by the CoC Committee. Membership for



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230 the Selection & Ranking Subcommittee will be submitted annually to the CoC Committee for
231 approval.

232
233 **Nomination Subcommittee.** The Nomination Subcommittee, comprised of at least two but no
234 more than four CoC Committee members, will solicit and accept nominations from the CoC for
235 participation on the CoC Committee to fill vacancies in the established seats. The Nomination
236 Subcommittee will seek people representing varied factions of the community who are dedicated
237 to preventing and ending homelessness and can contribute unique expertise, opinions and
238 viewpoints on issues related to homelessness. Following review and acceptance of nominations,
239 the Nomination Subcommittee will submit the names to the Chair and Vice-Chair who jointly
240 approve new members.

241
242 All meetings of any such subcommittees shall comply with the notice and other requirements of
243 the VFOIA. To the extent practicable, any such subcommittees shall be composed of at least four
244 members. Subcommittee meetings may be held at the call of the Chairperson or at the request of
245 two members, with notice to all members.

246 247 **ARTICLE X: REPORTING**

248
249 The Committee will develop regular reports that will be provided by the Affordable Housing Advisory
250 Council to the Board of Supervisors, Fairfax County Continuum of Care and other related boards,
251 authorities and commissions as needed to ensure progress in achieving the goal of preventing and
252 ending homelessness.

253 254 **ARTICLE XI: COMPLIANCE WITH LAW AND COUNTY POLICY**

255
256 The CoC Committee shall comply with all Virginia laws, including, but not limited to, the VFOIA, and
257 the Virginia State and Local Government Conflict of Interests Act, Virginia Code § 2.2-3100 *et seq.*,
258 as amended, with all County ordinances, and with all County policies concerning the activities of its
259 boards, authorities, and commissions. In case of a conflict between a provision of these bylaws and
260 any applicable ordinance or law, the provisions of the applicable ordinance or law, as the case may
261 be, shall control.

262 263 **ARTICLE XI: AMENDMENT OF BYLAWS**

264
265 These bylaws may be amended by the CoC Committee by adopting the proposed amendment or
266 amendments. Any such amendments to bylaws shall become effective upon approval by the CoC
267 Committee. The by-laws should be reviewed, updated and approved by the CoC Committee, acting
268 on behalf of the CoC, at least once every 5 years (578.7(a)(3)).



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REMOTE PARTICIPATION POLICY

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37 **AUTHORITY AND SCOPE**

- 38 A. This policy is adopted pursuant to the authorization of Va. Code § 2.2-3708.2 and is to be
39 strictly construed in conformance with the Virginia Freedom of Information Act (VFOIA), Va.
40 Code §§ 2.2-3700—3715.
- 41 B. This policy shall not govern an electronic meeting conducted to address a state of emergency
42 declared by the Governor or the County. Any meeting conducted by electronic communication
43 means under such circumstances shall be governed by the provisions of Va. Code § 2.2-
44 3708.2(A)(3).

45

46 **DEFINITIONS**

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

55

56 **MANDATORY REQUIREMENTS**

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

67

68 **PROCESS TO REQUEST REMOTE PARTICIPATION**

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



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- 76 B. The requesting member shall also notify the staff coordinator to the CoC Committee of their
77 request, but their failure to do so shall not affect their ability to remotely participate.
- 78 C. If the requesting member is unable to physically attend the meeting due to a personal matter,
79 the requesting member must state with specificity the nature of the personal matter. Remote
80 participation due to a personal matter is limited each calendar year to two meetings or 25
81 percent of the meetings held per calendar year rounded up to the next whole number,
82 whichever is greater. There is no limit to the number of times that a member may participate
83 remotely due to a temporary or permanent disability or other medical condition or that of a
84 family member that requires the member to provide care.
- 85 D. The requesting member is not obligated to provide independent verification regarding the
86 temporary or permanent disability or other medical condition or the family member's medical
87 condition that prevents their physical attendance at the meeting.
- 88 E. The Chair (or the Vice-Chair if the requesting member is the Chair) shall promptly notify the
89 requesting member whether their request is in conformance with this policy, and therefore
90 approved or disapproved.

91

92 **PROCESS TO CONFIRM APPROVAL OR DISAPPROVAL OF PARTICIPATION FROM A** 93 **REMOTE LOCATION**

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

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

100

101 **RECORDING IN MINUTES**

- 102 A. If the member is allowed to participate remotely due to a temporary or permanent disability or
103 other medical condition, or a family member's medical condition that requires the member to
104 provide care to the family member, the CoC Committee shall record in its minutes (1) the CoC
105 Committee's approval of the member's remote participation; and (2) the remote location from
106 which the member participated.
- 107 B. If the member is allowed to participate remotely due to a personal matter, this should be noted
108 in the minutes along with the remote location from which the member participated.
- 109 C. If a member's request to participate remotely is disapproved, the disapproval, including the
110 grounds upon which the requested participation violates this policy or VFOIA, shall be recorded
111 in the minutes with specificity.

112



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113 **CLOSED SESSION**

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

116

117 **STRICT AND UNIFORM APPLICATION OF THIS POLICY**

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