

**Governance Charter & Bylaws of the Homeless Alliance of Western New York, Serving as the Continuum of Care Board for Erie, Niagara, Genesee, Orleans, and Wyoming Counties**

Adopted: July 20, 2022  
Last Amended & Repealed: August 20, 2025

**ARTICLE I. ORGANIZATION & AUTHORITY**

**Section 1. Name**

The name of the Corporation shall be Homeless Alliance of Western New York, Inc. (HAWNY).

**Section 2. Address**

The principal office of the corporation shall be in Buffalo, New York or such other location as may be established to assist in carrying out the purposes of the corporation.

**Section 3. Service Area**

HAWNY will provide services to Buffalo, Niagara Falls, Erie, Niagara, Genesee, Wyoming and Orleans County

**Section 4. Function**

HAWNY will serve as the Continuum of Care (CoC) Collaborative Applicant and Homeless Management Information System (HMIS) Lead for Buffalo, Niagara Falls, Erie, Niagara, Genesee, Wyoming and Orleans Counties. The responsibilities of the Board acting as the CoC are further described in Article VI.

**Section 5. Purpose**

The Corporation is organized exclusively for charitable and educational purposes, in accordance with Section 501(c)(3) of the Internal Revenue Code. Its primary purpose is to support and coordinate efforts to prevent and end homelessness in Buffalo, Niagara Falls, and the surrounding counties of Erie, Niagara, Genesee, Orleans, and Wyoming, through system planning, resource coordination, and capacity-building.

**Section 6. Responsibilities of the Corporation**

**As the Collaborative Applicant and HMIS lead agency, the Corporation shall:**

- Develop and implement a coordinated, community-based strategy for preventing and addressing homelessness;
- Operate the Homeless Management Information System (HMIS) and ensure compliance with federal data standards;
- Maintain HMIS privacy, security, and data quality plans in compliance with HUD standards;
- Ensure participation in HMIS by Federal Programs' recipients and subrecipients;
- Support agencies in obtaining and managing homeless program funding;
- Ensure compliance with HUD regulations for the CoC program;
- Develop and maintain written standards, performance targets, coordinated entry policies, and other required governance documents;
- Oversee the annual Point-In-Time (PIT) Count;
- Participate in the HUD Consolidated Plan process;
- Coordinate planning and service delivery through committees and stakeholder engagement;
- Coordinate with ESG recipients to establish performance measures and evaluate outcomes; and
- Monitor project and system performance and take action against underperformance;

### **Section 7. Assets**

This corporation is not organized for financial profit, and no part of its assets, income or profit shall be distributed to, or inure to the benefit of its members, directors or officers.

## **ARTICLE II. MEMBERSHIP**

### **Section 1. Membership**

The Corporation shall have members herein known as the CoC Membership. CoC members represent individuals and organizations within and those that interact with the homelessness response system, including: nonprofit homelessness providers, victim service providers, faith-based organizations, governments, businesses and local Chambers of Commerce, advocates, public housing agencies, school districts, social service providers, mental health agencies, Tribes, hospitals and healthcare partners, people with lived experience of homelessness, culturally-specific organizations, universities, affordable housing developers, and law enforcement.

### **Section 2. CoC Membership Criteria**

The HAWNY Board of Directors may establish criteria for membership, including a schedule of dues, and any waivers thereof, as well as procedural requirements for prospective members. See [Appendix A](#) for the most recent approved criteria. The Membership Criteria, as outlined in Appendix A, is a policy document maintained and amended by the Board of Directors. Changes to Appendix A do not require a membership vote. The Board of Directors shall make an invitation for new members to join publicly available within the geographic area at least annually.

### **Section 3. Meetings**

The CoC membership shall meet at least four times annually. Meeting dates will be announced to all CoC members and shared via an email list that anyone may sign up for through HAWNY's website. Special meetings of the CoC membership may be called by the HAWNY Board of Directors with as much advance notice as reasonably possible.

### **Section 4. Participation**

CoC membership meetings are open to the general public. Interested persons may attend and participate in discussion but will not have voting rights.

### **Section 5. Quorum & Voting**

A majority of Members in attendance at any meeting will constitute a quorum. Each CoC Member who has completed the criteria established by the CoC shall be entitled to one vote. **However, if multiple individuals from the same organization meet the criteria, only one designated representative from that organization may cast a vote.**

- **Governance Charter Review & Approvals:** Members shall vote annually on any necessary bylaws changes, the Governance Charter, and any other required policies.
- **Board Selection Process:** At least once every five years, Members shall review, update, and vote on the written process for selecting the Board of Directors.
- **Member Oversight of Designated Entities:** CoC members are responsible for monitoring the performance of the designated CoC Lead Agency and HMIS Lead. If members have reasonable concerns regarding performance or compliance with HUD requirements, they may bring the matter to the attention of the CoC Board. Upon review and discussion, the CoC membership may, by a majority vote during a regular or special meeting, recommend the removal and replacement of the CoC Lead or HMIS Lead with another

eligible entity, in accordance with HUD requirements and subject to Board ratification. The designation of the CoC Lead and HMIS Lead shall remain in effect until amended by a vote of the CoC membership or Board, due to performance concerns or organizational changes.

To avoid conflicts of interest, any decision to designate or reassign the CoC Lead or HMIS Lead shall follow a transparent process involving CoC membership input, and final designation shall be subject to a vote of the membership or an impartial committee appointed by the Board of Directors, as needed.

The Coordinated Entry (CE) Lead may be identified through the CoC's project selection process. When the CE Lead is HAWNY, the CoC Board shall ensure an independent mechanism for oversight, such as performance review by the Coordinated Entry Oversight Committee or another impartial structure. The Board may recommend changes to CE leadership or structure based on performance, funding availability, or evolving system needs.

### **Section 6. Proxy**

Every Member entitled to a vote may authorize another person or persons to act for such Member by proxy. Every proxy must be noted by the Member in writing and submitted to the HAWNY prior to the membership meeting. No proxy will be validated after 30 days without additional written consent by the Member. A Member may revoke their proxy at any time. The Membership may also revoke a proxy if deemed necessary by a vote or procedural ruling.

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. Purpose**

The Board of Directors shall govern and manage the affairs of HAWNY as a nonprofit corporation. As part of its responsibilities, the Board also serves as the Continuum of Care (CoC) Board for the geographic area covered by HAWNY. The Board provides organizational oversight, strategic direction, and ensures compliance with applicable nonprofit and HUD regulations.

For its specific functions as the CoC Board, see Article VI.

### **Section 2. Authority**

The general management of the affairs of this Corporation shall be vested in the Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

### **Section 3. Qualifications**

Each member of the Board of Directors must be at least eighteen (18) years of age and must not currently be, or be in the process of applying to become, a CoC-funded provider. If a Director's organization applies for and receives CoC funding, the Director will have a one-year grace period to resign from the Board.

The Board of Directors will maintain a written process for selecting prospective board members. This process will be reviewed, updated, and approved by the CoC at least every five (5) years.

### **Section 4. Number**

The Board of Directors shall consist of at least seven (7) and no more than thirteen (13) directors. The Board will make a diligent effort to include:

- At least three (3) directors who are service providers working in related fields.
- At least two (2) directors who either work for an organization located in Niagara County or reside in Niagara County.
- At least one (1) director who either works for an organization located in Genesee, Orleans, or Wyoming County or resides in one of these counties.
- At least one (1) director who has lived experience of homelessness.

The Board will make reasonable efforts to maintain these representations while ensuring the organization's needs are met.

### **Section 5. Election**

The Governance Committee will seek recommendations for potential members from the CoC membership. The Governance Committee shall present a slate of Directors to the CoC/HAWNY board for consideration to be voted upon during the annual meeting. Additional Board members may be elected throughout the year as needed, subject to Board approval.

### **Section 6. Term**

Directors shall be elected at the annual meeting for a three (3)-year term. A Director may not be reelected for another term if he or she has served three (3) consecutive full terms. If an individual wishes to serve as a Director again following the completion of their term, they must observe a mandatory waiting period of one year before becoming eligible for reappointment. One-third of the Directors shall be voted upon each year. The terms of office for all Directors shall begin on the day of their election and conclude upon the election of their successor.

### **Section 8. Removal**

Any Director may be removed from office for failure to attend fifty (50) percent of board meetings in a fiscal year or miss two (2) consecutive meetings. The Governance Committee shall recommend the removal to the Executive Committee and then to the full board for approval. Any Director may also be removed by a two-thirds (2/3) majority vote of the Board. At any meeting where a vote is to be taken to remove a member of the Board, the Director in question may attend and shall be given a reasonable opportunity to discuss their removal to the full board.

### **Section 9. Vacancies**

Any vacancy shall be filled for the unexpired term by the vote of a majority of all Directors. A nomination shall be made by the Board Chair in consultation with the Governance Committee.

### **Section 10. Regular Meetings**

Regular meetings of the Board of Directors shall be held at least Nine (9) times a year.

### **Section 11. Annual Meeting**

The Annual Meeting of the Board shall take place in the first quarter of the fiscal year, unless a different time is deemed appropriate by the Board of Directors.

### **Section 12. Quorum & Voting**

A majority of Directors will constitute a quorum. Directors' participation via conference calls, can be counted for a quorum. Each Director will be entitled to one (1) vote. The affirmative vote of the majority of the Directors is required for approval of any matter.

### **Section 13. Manner of Acting**

Except as otherwise provided by law or in these Bylaws, an “Action” or “Act” of the Board of Directors shall mean an action at a meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a quorum is present.

The purchase sale, mortgage, or lease of property shall only be authorized by vote of a two-thirds (2/3) majority of the Directors. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall only be authorized by vote of a two-thirds (2/3) majority of the Directors and a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by law.

Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

### **Section 14. Compensation of Directors**

Directors or officers shall not receive any salary or compensation for services rendered, except those Directors may be reimbursed for expenses incurred through participation in Board activities.

### **Section 15. Audit**

The Board of Directors shall present at the Annual Meeting a report certified by a firm of independent public accountants selected by the Board, showing in appropriate detail the following:

- A. the assets and liabilities, including the trust funds, if any, of the Corporation as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting;
- B. the principal changes in assets and liabilities, including trust funds, if any, during said fiscal period; the revenue or receipts of the Corporation both unrestricted and restricted to particular activities.

### **Section 16. Conflict of Interest**

All Directors must disclose any actual or perceived conflict of interest in writing. Any member with a conflict will abstain from voting on a matter for which he/she or his/her organization has a financial or other vested interest. If the Chair or a Committee Chair has a conflict, that individual will designate a temporary chair for that particular agenda item.

Membership on the Board of Directors will not prevent an agency or organization seeking funds under the purview of HAWNY from doing so. Notwithstanding this, no board member may participate or influence discussions or decisions concerning the award of a grant or other financial benefits for an organization that the member represents.

## **ARTICLE IV. OFFICERS**

### **Section 1. Chair**

The Chair shall be the principal executive officer and head of the Corporation and shall preside over all meetings of the Board of Directors.

### **Section 2. Vice Chair**

The Vice Chair shall preside over meetings of Board in the absence of the Chair. In the absence or inability of the Chair to act, the Vice Chair is vested with the powers and shall perform all duties of the Chair, and shall otherwise assist the Chair as required.

### **Section 3. Secretary**

The Secretary shall attend each Board Meeting and keep a record of the business transacted and the votes upon any business done at any Board Meeting. The Secretary shall perform all duties required by law or by the order of the Chair or the Board of Directors.

#### **Section 4. Treasurer**

The Treasurer shall oversee financial management of Corporation and payment of Corporation obligations, as authorized by the Board of Directors, in the form of checks, drafts, or cash.

#### **Section 5. Election of Officers**

The officers shall be elected at the annual meeting of the Board of Directors.

#### **Section 6. Terms**

The officers shall serve for a two (2)-year term commencing from their elections. An officer may serve two (2), two (2)-year terms.

#### **Section 7. Vacancies**

A vacancy occurring in any office may be filled for the balance or unexpired portion of the term. The Board of Directors may fill the vacancy at any duly called regular or special meeting.

## **ARTICLE V. COMMITTEES**

### **Section 1. Board Committees**

The HAWNY Board, serving as the Board of the Continuum of Care (CoC), may establish standing and ad hoc committees to support its governance responsibilities. Membership on Board Committees is limited to current Directors. All Board Committees operate under the authority and oversight of the Board of Directors.

Standing committees of the Board may include, but are not limited to:

- **Executive Committee** – composed of Board officers and standing committee chairs, empowered to act on behalf of the Board between meetings, as authorized by the Board and applicable law.
- **Governance Committee** – responsible for Board nominations, onboarding, and oversight of governance documents.
- **Finance Committee** – responsible for financial oversight, budget planning, and audit review.
- **Personnel Committee** – responsible for reviewing personnel policies, supporting the Executive Director's annual evaluation, and advising on staffing and HR matters as needed.

Committee roles and responsibilities may be further defined in Appendix B or committee charters maintained by the Board.

### **Section 2. Continuum of Care (CoC) Committees**

CoC Committees support the functions of the Continuum of Care as outlined in HUD regulations and the CoC Governance Charter. These committees may include service providers, stakeholders, and individuals with lived experience. CoC committees do not have governance authority but provide input and recommendations to the HAWNY Board acting as the CoC Board.

#### **2.1 Creation and Dissolution**

The HAWNY Board may, by majority vote, create or dissolve CoC committees as needed. Committees may be

standing or ad hoc and may form subcommittees to carry out specific tasks.

## **2.2 Committee Chairs**

Each standing CoC committee shall be co-chaired by a HAWNY staff member and one community member elected by the committee. The HAWNY Board reserves the right to remove a community co-chair who fails to meet the responsibilities of the role or whose actions conflict with CoC policies or HUD requirements. Ad hoc committee chairs may be appointed by the Board or selected by committee members at the time of formation.

## **2.3 Terms of Service**

Terms of service for committee members shall be set by the Board in consultation with the committee. Terms may vary by committee and function.

## **2.4 Quorum and Voting**

Unless otherwise stated by the Board, a majority of appointed committee members shall constitute a quorum. Actions require a majority vote of all appointed members, not just those present. All committee decisions and procedures remain subject to Board oversight.

## **Section 3. Appendix B – Committees and Structures**

Appendix B contains current descriptions and membership structures of both Board and CoC committees. It is a reference document maintained by the Board of Directors and may be updated by Board action without requiring a full membership vote.

## ARTICLE VI. Responsibilities of the Board as the Continuum of Care (CoC) Board

The HAWNY Board, serving as the Continuum of Care (CoC) Board, shall be responsible for ensuring compliance with HUD's Continuum of Care Program regulations and fulfilling the responsibilities outlined in 24 CFR 578 and the CoC Governance Charter. The CoC Board is charged with overseeing the strategic direction and system-level functions of the CoC, including the following responsibilities:

### Section 1. Required Approvals

The CoC Board shall review and approve the following items at the minimum frequency listed:

- **Collaborative Application and Priority Listing** – Approved annually or every other year, depending on the Notice of Funding Opportunity (NOFO), before submission to HUD.
- **Written Standards** (including Coordinated Entry policies) – Reviewed and approved at least once every two years, or more frequently if required by HUD or substantial changes are made.
- **HMIS Policies and Procedures** – Reviewed and approved at least once every two years, or upon major updates or vendor/system changes.
- **CoC Funding Guide** – Reviewed and approved annually. Outlines the CoC application process, scoring criteria, ranking procedures, and appeal policy.

The Board may delegate the development or review of these materials to CoC committees, working groups, or staff, but retains final approval authority.

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### Section 2. Additional Oversight Responsibilities

The CoC Board is also responsible for:

- **System Performance Oversight** – The Board shall provide oversight of system performance, including project- and system-level outcomes, by receiving regular updates from the CoC Lead and designated committees such as the Coordinated Entry Oversight Committee and the Housing Committee. These entities will monitor data and performance trends and present summaries, findings, and recommendations to the Board. The Board will use this information to offer guidance, ensure accountability, and fulfill its strategic oversight responsibilities.
- **Ensuring compliance** with HUD notices, regulations, and guidance.
- **Upholding HUD's expectations for transparency**, conflict of interest management, and equitable processes.
- **Execution of Agreements on Behalf of the CoC**  
In situations involving project changes—such as grant transfers, component type changes, reallocation, or consolidation—HAWNY board is authorized to sign agreements and submit documentation to HUD on behalf of the CoC.

If such changes involve a project operated by HAWNY, the Selection & Performance Committee shall review and authorize the submission in place of the CoC Board, to avoid conflicts of interest. In all cases, the CoC Board and full CoC Membership shall be informed of project change decisions in a timely manner.



## **ARTICLE VII. AMENDMENTS**

### **Section 1. Amendments**

The Bylaws of the Corporation may be adopted, amended or replaced by the affirmative vote of a majority of the CoC Alliance. The CoC Alliance shall review and approved the Bylaws at least annually.

## **ARTICLE VIII. DISSOLUTION**

This Corporation may be dissolved by a two-thirds (2/3) majority vote of the Board of Directors, following a dissolution plan prepared by the Board. Upon dissolution of the Corporation, any residual assets shall be donated to a not-for-profit organization(s) with purposes of this Corporation.

In the event of the dissolution, no Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of the assets of the Corporation. Such assets shall be donated, transferred, delivered or conveyed by the Corporation to one or more organizations engaged in similar activities that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to the laws of the State of New York, or to any funding source to which the assets of the Corporation belong.

## **ARTICLE IX. CONFLICT OF INTEREST**

### **Section 1. Duty of Loyalty**

No Officer or Director shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer or Director shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest. No board member 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.

### **Section 2. Conflict of Interest Definition**

A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Director of the Board, or business or agency from which such a Director derives an income or has authority in governance, as more fully set forth in the Corporation's Conflict of Interest Policy.

### **Section 3. Abstention**

A member of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest.

### **Section 4. Disclosure**

A member of the Board shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board Chair or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the Chair or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the Chair shall immediately call for a vote of the Directors

to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote.

### **Section 5. Limitations**

The Corporation is dedicated to assuring for the participation of individuals associated with the harm reduction community on its Board of Directors and recognizes that such individuals may qualify for certain services offered by the Corporation. Participation as a member of the Board does not preclude an individual from receiving services that s/he may be eligible for and need. The receipt of services or the potential of receiving services may, however, constitute a conflict of interest from time to time as defined herein. In the event that such a conflict of interest is determined to compromise the individual's ability to represent the Corporation's best interest regarding a specific issue or action before the Board, the procedures stated in this Article are in full force and effect.

## **ARTICLE X. INDEMNIFICATION**

### **Section 1. Authorized Indemnification**

Unless clearly prohibited by law or these Bylaws, this Corporation shall indemnify any person (an "Indemnified Person") made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Corporation, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director or Officer of the Corporation, or; (b) is serving or served, in any capacity, at the request of the Corporation, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

### **Section 2. Prohibited Indemnification**

The Corporation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

### **Section 3. Advancement of Expenses**

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that s/he is not entitled to be indemnified under the law or these Bylaws. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

### **Section 4. Indemnification of Others**

Unless clearly prohibited by law or these Bylaws, the Board of Directors may approve indemnification by the Corporation, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the

Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

#### **Section 5. Determination of Indemnification**

Indemnification mandated by an order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Directors must find that such indemnification will not violate the provisions of Section 2 of this Article.

No Director with a personal interest in the outcome, or who is a party to such action concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

#### **Section 6. Binding Effect**

Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

#### **Section 7. Insurance**

The Corporation is required to purchase Directors and Officers liability insurance. To the extent permitted by law, such insurance shall insure the Corporation for any obligation it incurs as a result of this Article and it may directly insure the Directors, Officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled to be indemnified.

#### **Section 8. Nonexclusive Rights**

The provisions of this Article shall not exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director Officer, employee or volunteer to provide them rights to indemnification in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations herein.

### **ARTICLE XI. HARASSMENT**

Harassment of any kind is not productive and will not be tolerated by this Corporation. Any individual bound by these By-Laws who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the Chair. Any individual bound by these By-Laws who is aware of such verbally or physically abusive conditions should report such activity immediately.

The general policy will be reflected in the personnel procedures and program procedures promulgated by the Corporation to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures

## Appendix A: Membership Eligibility Criteria

Appendix A sets forth the Membership Eligibility Criteria for the Homeless Alliance of Western New York (HAWNY) Continuum of Care (CoC). In recognition of the CoC's ongoing growth and its role in serving a diverse array of stakeholders—including service providers, government agencies, individuals with lived experience of homelessness, and community advocates—these criteria are established to clearly define eligibility for membership, the rights and responsibilities of members, and the requirements for participation in voting and other governance activities. The criteria are intended to promote transparency, accountability, and meaningful community engagement in the governance and operations of the CoC.

### Membership Categories

HAWNY's two membership categories—Partner Membership (Paid) and Free Individual Membership—ensure both organizations and individuals have a voice in the Continuum of Care (CoC). Partner Membership engages agencies driving system change, while Free Membership ensures individuals, including those with lived experience, can participate independently. This structure is critical to include both institutional and grassroots perspectives, helping the CoC make fair, informed, and community-centered decisions. Clear eligibility and expectations promote transparency and strengthen the collective effort to end homelessness.

	Partner Membership ( <i>Paid</i> )	Free Membership ( <i>Individual</i> )
Who it's for	Organizations that receive HUD CoC funding (automatically enrolled), and other organizations that choose to pay the membership fee	Trained individuals unaffiliated with CoC-funded orgs
Voting	1 vote per organization	1 vote per individual per organization(non-transferable)
Training required	CoC refresher trainings (included); additional trainings (e.g., Motivational Interviewing) may be offered based on community feedback	CoC 101, Homelessness 101, CE 101 (waiver available for prior completion). Community training (e.g. Motivational interviewing) can be attended for a fee.
Attendance	At least 3 of 4 meetings annually	At least 3 of 4 meetings annually
Other benefits	Gap reports, grant alerts, NOFO support, 1:1 TA, conference discounts	Basic training and participation rights

Cost	\$175–\$325 based on org size	Free
<p>Everyone is welcome to attend HAWNY meetings and participate in committees.</p> <p>Membership is only required to vote.</p>		

### **Paid Membership Category**

Partner Membership is a paid membership category available to all CoC-funded organizations, which are automatically designated as such, and to non-CoC-funded providers who join by paying an annual fee based on their size. To qualify, organizations must submit a membership form, pay the required fee, and have at least one representative attend at least three of the four annual CoC membership meetings. Partner Members receive benefits like e-snaps assistance, advanced gap reports, training access, funding alerts, and one designated voting seat. While sending a consistent representative is encouraged for informed participation, it is not required for eligibility.

The chart below summarizes membership types, fees, and benefits.

Type of Member	Annual Fee	Included Benefits
CoC-Funded Organizations	0.55% of successful application award (effective 2026)	Automatically includes Partner Membership, 1:1 e-snaps assistance, advanced community gap reports, refresher training, funding alerts, and designation of one voter.
Non-CoC-Funded Organizations	Based on gross revenue: • Under \$1M → \$175 • \$1M–\$5M → \$275 • Over \$5M → \$325	Access to gap reports, advanced and basic training (e.g., grant writing), funding alerts, and designation of one voting member.
Individuals (Free Membership)	\$0 (or \$25 for optional advanced training access)	Basic training access (CoC 101, Homelessness 101, CE 101), individual participation, one non-transferable vote.

## Free Membership Category

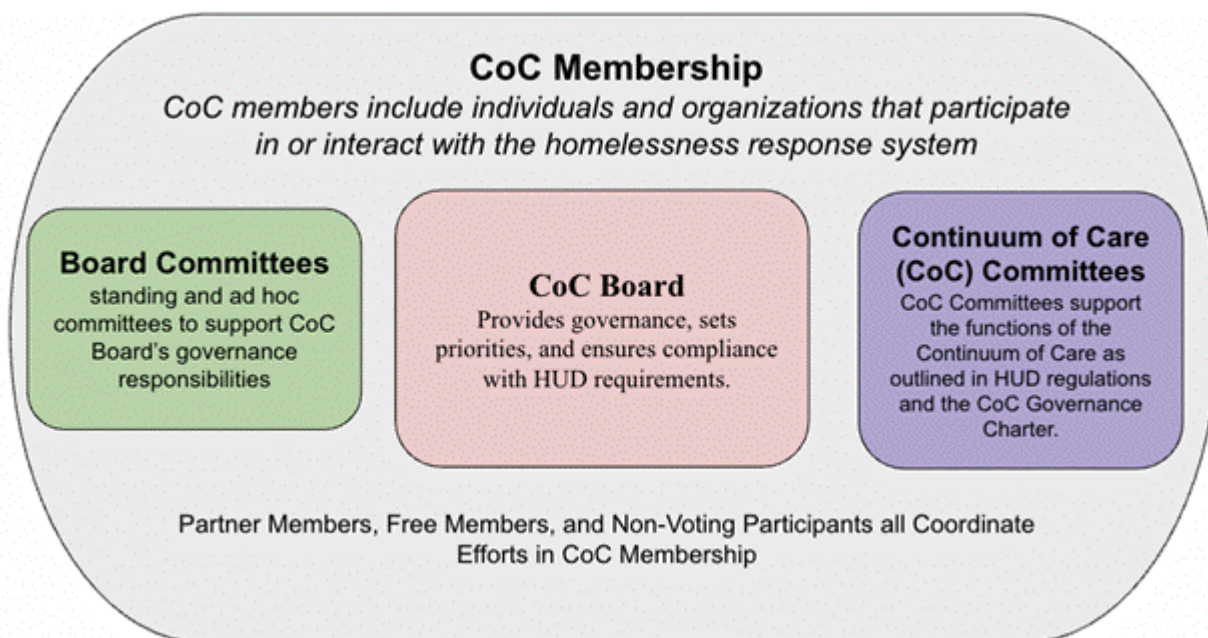
Free Membership is an individual, non-transferable membership open to anyone who submits a membership form, attends at least three of the four annual CoC meetings, and completes basic training courses (CoC 101, Homelessness 101, and CE 101, with waivers available for prior completion). While multiple individuals from the same organization can qualify, only one designated representative per organization may cast a vote.. Members help shape CoC decisions, including votes on bylaw changes.

## Non-Voting Participation

Non-voting participation is open to any individual or organization that wishes to attend HAWNY meetings, stay informed, and join discussions without formal membership. However, they are not eligible to vote or receive member-only benefits.

## Summary

Partner Members, Free Members, and Non-Voting Participants all participate in CoC membership — Partner and Free Members can vote and serve on committees, while Non-Voting Participants can attend meetings and join discussions without voting rights. Together, these roles help ensure that CoC decisions reflect the voices and needs of the whole community. This collective input informs CoC Board and committee work, strengthening coordination, planning, and system-wide improvements across the homelessness response.



## Appendix B--Committees governances and structures

### Section 1: Board Committees

All Board Committees operate under the authority of the HAWNY Board of Directors, which also serves as the Continuum of Care (CoC) Board. Membership on Board Committees is limited to current Directors. The Executive Committee, as well as all other standing or ad hoc committees, must be composed solely of Board members.

Committee chairs shall be appointed by the Board Chair in consultation with the Executive Director and subject to

approval by the Board. Committee members shall be selected based on relevant expertise, experience, and interest aligned with the committee's purpose. The Board shall ensure that committee composition reflects the values of inclusion, transparency, and effectiveness. Final approval of all committee appointments rests with the Board of Directors.

To maintain balance and effectiveness, the Board may limit the number of committees on which an individual Director may serve, particularly when interest or time constraints affect active participation. The Board may also establish a maximum size for each committee to ensure manageable group dynamics. When interest exceeds capacity, priority will be given to members whose expertise or perspective most directly aligns with the goals and responsibilities of the committee.

### **Executive Committee**

- Composed of:
  - All Board officers
  - Chairs of standing committees
  - Up to two (2) additional members appointed by the Board
- Chaired by the **Chair of the Board**
- The **Executive Director** serves as a **non-voting ex-officio member**
- A **majority of members** constitutes a quorum
- **Authority:** May exercise the full authority and powers of the Board **between meetings**, as permitted by law and this Charter
- **Reporting:** All actions must be reported to the full Board at the next regular meeting

### **Governance Committee**

- Composed of **3 to 7 Directors**
- The **Chair of the Board** serves as a **voting ex-officio member**
- The **Executive Director** serves as a **non-voting ex-officio member**
- Responsibilities:
  - Develop a list of potential Directors and nominate a slate for Board approval
  - Nominate Officers for Board consideration
  - Establish and evaluate standards and expectations for Directors
  - Orient new Board members

- Regularly review and recommend updates to:
  - Articles of Incorporation
  - Code of Regulations
  - Board Policies
- Perform other duties as assigned by the Board Chair

### **Finance Committee**

- Composed of **3 to 7 Directors**
- Chaired by the **Treasurer**
- The **Chair of the Board** serves as a **voting ex-officio member**
- The **Executive Director** serves as a **non-voting ex-officio member**
- Responsibilities:
  - Assist with preparation of the annual budget
  - Review financial statements and present summaries to the Board
  - Recommend strategies for financing capital and operating needs
  - Oversee selection of the auditor and the audit process
  - Ensure proper implementation of financial oversight policies
  - Perform other duties as assigned by the Board Chair

### **Personnel Committee**

- Supports the Board in matters related to staffing and human resources
- Responsibilities may include:
  - Conducting or overseeing the Executive Director's annual performance evaluation
  - Reviewing salary structures and benefit policies
  - Advising on HR policies and procedures
  - Supporting recruitment and succession planning for key leadership roles
  - Serving as a resource to the Executive Director on HR-related matters



## Section 2: CoC Committees

CoC Committees support the mission and federal responsibilities of the Continuum of Care. Members may include service providers, people with lived experience, and other stakeholders. Committee charters or structures may be updated by the Board to reflect evolving HUD requirements or community needs.

### Selection & Performance Committee

- Reviews and scores CoC project applications annually.
- Recommends funding priorities and reallocation strategies.
- Must include at least 7 members, with representation across sectors and subpopulations.
- Cannot include representatives of currently funded CoC projects.
- Members must have no conflict of interest with any applicant.
- Lived experience representation is required; members must recuse from discussion of programs they are connected to.
- CoC Lead staff may attend but do not score applications.

### Coordinated Entry Oversight Committee

- Oversees the coordinated entry system and written standards.
- Reviews appeals and unresolved grievances.
- Evaluates performance and ensures continuous improvement.
- Recommends policy changes to the Board.
- Educates the community about coordinated entry processes.

### HMIS Advisory Committee

- Oversees the implementation and use of the Homeless Management Information System (HMIS).
- Ensures compliance with federal, state, and local requirements.
- Reviews and updates HMIS policies every two years.

### Youth Task Force

- Addresses the needs of youth and young adults experiencing homelessness
- Develops equitable and trauma-informed strategies.
- Works collaboratively to prevent and end youth homelessness in the CoC.

### Youth Action Board (YAB)

The Youth Action Board (YAB) is composed of youth and young adults, typically ages 18–24, with lived experience of homelessness or housing instability. The YAB advises the CoC on issues, programs, and policies that affect young people experiencing homelessness. Its members serve as thought partners in developing strategies that are trauma-informed, youth-led, and developmentally appropriate. The YAB works in partnership with other committees and providers to ensure youth voices shape system planning and improvement efforts.

### Point-in-Time (PIT) Committee

The Point-in-Time Committee is responsible for planning, organizing, and executing the annual HUD-mandated Point-in-Time Count. This includes volunteer recruitment, training, mapping strategies, data collection tools, and day-of logistics. The committee ensures the count meets HUD standards and reflects the local context.

### Housing Committee

The Housing Committee supports system coordination and best practices among housing providers within the CoC. This committee is divided into subgroups based on project type—such as Rapid Rehousing, Emergency Shelter, and Permanent Supportive Housing—to ensure meaningful peer discussion and practical guidance. Each subgroup meets regularly to discuss challenges, share strategies, and collaborate on improvements to service delivery and participant outcomes. Feedback from these subcommittees is shared with the broader Housing Committee and elevated to the CoC Board as needed.

### Genesee, Orleans, and Wyoming (GOW) Committee

The Genesee, Orleans, and Wyoming (GOW) Committee is a regional collaborative dedicated to improving services for people experiencing homelessness within the GOW counties. The committee meets regularly to share resources, discuss funding opportunities, and strengthen partnerships among service providers, government agencies, and other stakeholders. Through open communication and collaboration, the committee works to enhance coordination, identify gaps, and promote effective strategies to better serve individuals and families experiencing homelessness in the Genesee, Orleans, and Wyoming communities.