



Pinellas County Homeless Leadership Board
HMIS Governance & Executive Committee Meeting
September 16, 2019 – 2:30 PM
JWB, Room 185, Clearwater, FL

AGENDA

1. Call to Order HLB Executive Committee: Amy Foster, Chair
2. Approval of Consent Agenda: Action
 - a. Minutes, Executive Committee, August 19, 2019
 - b. July 2019 Financials
3. WestCare Satisfaction of Lien Action
4. HLB Governance Documents Action
 - a. Articles of Incorporation
 - i. Revised Draft Document per 8/19 Executive Committee
 - ii. Memo from HLB Attorney
 - iii. Resolution for Articles of Incorporation Amendment
 - b. HLB ByLaws
 - i. Revised Draft Document per 8/19 Executive Committee
 - c. InterLocal Agreement
 - i. Draft Correspondence from HLB Attorney to Signatories
 - d. Draft Memorandum of Understanding
5. HLB Board Member Tenure as of August 2019 Discussion / Action
6. CoC General Membership Pamphlet Information
7. CEO Annual Review Discussion

NEXT SCHEDULED MEETING:

October 21, 2019, JWB, Clearwater – Room 185



Homeless Leadership Board of Directors EXECUTIVE COMMITTEE MEETING | MINUTES

August 19, 2019 | 2:30 – 4:30 PM

Juvenile Welfare Board, Room 185

1. Agenda Item: Call to Order

Chair Amy Foster called the meeting to order at 3:43 PM.

2. Agenda Item: Approval of Consent Agenda

Notes/Discussion Items

Minutes, Executive Committee, May 20, 2019 and June 2019 Financials were in the Consent Agenda.

MOTION: April Lott moved to approve both, seconded by Sean King.

VOTE: All in favor, passed unanimously

3. Agenda Item: Release of Lien for Westcare

In 2009, former PCCH received \$325,965 from DCF which subcontracted to Westcare and it appeared to be a ten-year lien. DCF signed the lien. It was a mortgage. We don't have a copy of the grant and have to request grant from DCF. Westcare may not have qualified for terms of grant and that's why it went through PCCH but we have to ensure administering the grant to Westcare was satisfied. We would be considered the successor organization for PCCH so in that respect legal counsel is comfortable with us signing off on it. The lien runs in favor of governing body. Legal counsel will prepare a memo to ensure Board understands and why we are signing off but it has to be full board vote for the CEO to sign off. Regina doesn't have everything from PCCH. Duggan doesn't recall it coming up before the board in 2009. Records only have to be retained for 7 years. Chair believes we cannot make a recommendation to the Board yet based on the information we have.

ACTION: HLB staff are going to check Board minutes from 2009 for any reference to this grant. Susan Myers will follow up and Duggan will look for a status in public records.

4. Agenda Item: Approval of 2019-2020 Budget

Susan Myers presented a review of the budget over the years. The budget has grown, with most of the growth in the last three years. In 2015-16 we got our first HUD money. DCF some growth but reduction this year, reduction in challenge and ESG. The last few years we were given additional funding that others couldn't spend. We got the highest amount in the state. Pinellas County shows tremendous growth, mostly to Bridge housing program and Diversion. There has been growth in the local municipalities as well, especially from Pinellas Park and this past year with St. Petersburg.

For other non-government grants, we had more of an increase last year. We had two grants from Healthy St. Pete and one from Ministries. We are planning to apply for Allegany Franciscan Ministries for an operations grant.

For expenses, our largest expenditure is primarily staffing which has grown considerably over the years. We now have 18 FTE. Some staff are Program expenses. Better categorizations would be – program, administration and fundraising expenses. Split out overhead staff working on programs. Professional services are contracted out like HR and IT. When there is a reduction relative to that staff, it is primarily due to subcontracted dollars.

Professional services: we used to have accounting in professional services and now it's in house. We need a plan in the event funding is not available. Accounting errors in social action recently seen. Is in house what we really need or do we need additional support in that area? Expectation with board split is that it would raise additional dollars and that would require greater attention.

Staff expenses – we have added 14.25 positions since 2015 and our staff budget has increased along with it.

For Program Expenses there were additions of grants that require subcontractor and we also assumed HMIS lead agency and the Diversion program.

Professional services is less now than in 2014-15 budget due to consultants training. We get a lot of HUD money which is primarily for HMIS. Our St. Vincent de Paul money can only be targeted to veterans and occasionally for system wide programs that include veterans but they are not always approved. Use of the money is more restricted than it used to be. Increases due to the single audit and legal fees have increased.

\$20K from Healthy St. Petersburg was for training and we hired a consultant to do system wide training. Allegany Franciscan Ministries also required outside consultant training. Wondering why highlighting professional services when spending less this year than last year? Maybe word it differently and have a slide highlighting we have less flexible funds and here's what it means. Given this slide and the bar chart, it causes dissonance.

Budget Discussion

We are anticipating a decrease. This is the first year the grant is not a pass through and we will be keeping in house. HUD funding is being reduced. We reallocated some of the last year and this year hoping not to do that. We are hoping to get the left over DCF challenge. \$138K reduction. We did not include new Front Door in Pinellas County. St. Pete is an additional \$50K and we applied for the additional MIS grant. St. Pete is giving us \$25K for operations this year.

What is your percentage guess that the grants are all real or qualms about any of them? Grants up to \$50K I hope we get full about but anticipate getting less. Pinellas county not sure if working directly with 2-1-1 or passing through HLB. April wonders about not receiving entire grant from all. Duggan suggested putting in 100% of what is expected to be received and then add funding later as it comes in. If you don't get an anticipated grant, you don't do that line of service. I would be ready to tell the board that if the St. Pete money doesn't come in, that HLB will just not offer those services and apply elsewhere. It's also why you would put program staff in this category rather than staff. Add a column with notes that includes rationale – here's the plan if the money doesn't come in.

Duggan mentioned the revenue is pretty much grants. April doesn't just put into grant budget what is anticipated costs but puts in what is needed and then goes and raises it. Put in another line item with unidentified dollars for money that may come in at some point.

For the upcoming fiscal year, there are no resources for COLA for salaries. HLB does not have resources to do 401k match; possibly at the end of the year. Pam Qualls said they would do the fundraising for Cold Night Shelters. If they don't, HLB can probably put out a call for resources. Three of the county commissioners feel it is a county responsibility, but we shouldn't lose sight of it. They are the ones who get the calls and complaints; no idea until recently it was done on a volunteer basis. County reps have resisted Susan's efforts to get them to pay for it.

HMIS we built in 5% contract increase. PIT we spent more last year. County said homeless census is going to be done at the same time as PIT. This year's PIT is supposed to include the overall census count. We need to get an answer because it would mean needing more volunteers and it could affect that budget.

Increase in programs due to staff and materials required. Professionals services is \$34K less in training. The St. Vincent de Paul grant is very restrictive for veteran use only. Challenging to spend it all just on veterans.

Operational expenses are up due to more staff, more materials used. Travel reduced stipend to mileage. Conference travel is funded primarily with HMIS and St. Vincent de Paul. Subscriptions is for computer programs.

No questions on budget. Susan will make changes and present it to the board.

MOTION: Debbie Johnson motioned to approve budget and send to the Board of Directors. Seconded by Duggan Cooley.

VOTE: All in favor. Passed Unanimously.

5. Agenda Item: Revised Articles of Incorporation

Most of the items CoC will be doing were removed and HLB will serve as Lead Agency, Collaborative and HMIS Lead Agency. There was a question of whether the HLB will actually provide programs and services. Community expects more than a collaborative applicant – raise funds, administer programs. Susan added A, B and C (see page 1 of the Articles of Incorporation) and Regina removed all else. This is with the understanding that is why we are separating it out as a non profit. If you are going to be a service organization then you have to define them. The three roles are what the organization needs to perform and what we need to be doing for HUD. It's why we're separating from the CoC board.

The community could decide someone else is the collaborative applicant. Legal counsel indicates it's why you're separating it out to provide those services. The question is whether you are creating this non profit to provide services or not. The technical language is maybe saying providing any and all services that aid in the role of preventing, reducing and ending homeless in Pinellas County.

April Lott left room at 3:10 for a phone call. Quorum maintained.

In looking at the items on page 1 of the Articles of Incorporation, offering language around becoming a direct service provider may be appropriate. There are still other activities such as funding and coordination. Continuing with the list of items on pages 1 and 2 of the Articles, F would be a function of the CoC. G & H as well. You have to leave it as wide open as possible for the 5013c to grow and let the CoC and community decide what they want to fund. If HLB wanted to get into things like Rapid Rehousing that would be a problem.

Add 4th item that would specify services (see old letter i). That 4th purpose we can open up and make more broad and make applicable to the CoC. Legal counsel suggested using 'providing any and all other services relative to the goal of preventing, reducing and ending homelessness'.

Article four on page two of the Articles; why is there a cap of seven (Board of Directors)? Original was 9. You want it to be an odd number and have a smaller board for the non profit and larger for CoC. Amy Foster thinks 7 is too small. Article 5 why a specific name and not a position such as CEO? Legal counsel indicates that with a registered agent, there has to be specific person listed and it has to be current and relevant. Statutes are clear you can't take founding members out. If we are changing that and updating it, we have to change it in the document. When you do it every year, you have to change registered agent. Amy asks to have comments added to indicate why specific names are mentioned rather than position. Memo would suffice as well.

Duggan Cooley is fine with 7 Board Members as long as it doesn't go below three. We can take off the cap and change it in the By Laws and say no less than three. Members agreed that would be fine.

However, the CEO's, or registered agent's, name has to be in the Articles. It has to be a specific person. If Susan leaves, it has to be redone and resubmitted.

Duggan – both the Articles of Incorporation and By Laws changes need to be attached to the next 990

*MOTION: Duggan motioned to pass the revised Articles of Incorporation with the suggestions for amendments.
Seconded by Debbie Johnson*

VOTE: All in favor. Passed unanimously.

Meeting Adjourned for Break at 3:54

Meeting Resumed at 3:57

6. Agenda Item: Revised HLB By Laws

On page 1, Article II, the 'c' in 501c3 is a copyright symbol and needs to be corrected.

With regard to the Mission statement, what language needs to be included in there or is just saying it fine? We can add the language. We already have it as the mission. Ultimately it is the vision, mission and purpose of the organization. We can incorporate the same changes as the articles. It was suggested that nine (9) is a good cap for the Board. There have to be at least three and have not more than nine. In the By Laws, you will need to have a cap. There is still a 21 day review period that needs to be factored in to the timeline. However, this time restriction can be taken out as there is nothing requiring that timeline. At least 10 days' notice seems to be fair.

Vote needs to be a two thirds vote of the Board and not members of the HLB.

Board of Directors section Director shall be appointed to serve a three year term (page 1, article 3b). Who is appointing them? Suggesting that HLB appoint the initial three directors, then board of directors would appoint the rest of their membership. Executive Committee is elected from the Board of Directors. Four officers as the Executive Committee that will swing a vote. There is no need for an Executive Committee because they will do all their business as a Board of Directors. Article 3 b1: Directors shall have a three year term and may serve up to two terms. Some language is required explaining how they become Directors.

The Board of Directors will appoint new members to fill any seats needed. Most self-perpetuating boards leave this up to the Board to appoint new members. The BOD will appoint new members as it sees fit. They can have an ad hoc nominating committee.

April Lott returned to meeting at 4:03 PM

Bylaws aren't used often until there's a problem so they have to be right. Board placement is one of the places where having bylaws written the right way will save or not save you. There's a part here we have to be intentional with it for later. Sometimes what's helpful is what they don't say when putting bylaws together.

This has to be voted on in September. Adding the purpose to the articles, changing amendments to 10 day review and for terms adding language saying where initial board is coming from and the rest being a successor board, changing the 7 cap to 9 and we are taking out the work 'appointed' and saying directors shall serve a three year term.

One the initial board of three directors are placed, they can change as they want or need to. Susan Myers will select the first three Board members.

90 days we can file Articles of Incorporation, we need the provision that says when they need to take effect and we talked about October 1 as that date.

ACTION: Adding the Purpose to the articles, changing amendments to 10 day review and for terms adding language saying where initial board is coming from and the rest being a successor board, changing the seven cap to nine and we are taking out the work 'appointed' and saying directors shall serve a three year term. One the initial board of three directors are placed, they can change as they want or need to. Susan Myers will select the first three Board members.

MOTION: *Debbie approved revised HLB By Laws inclusive of all revisions discussed. Seconded by Duggan Cooley.*

VOTE: *All in favor. Passed unanimously.*

Duggan Cooley left the meeting at 4:19 PM. Quorum lost.

Sean King left meeting at 4:20 PM.

At the time of loss of Quorum, the following agenda items remained for discussion at a later meeting:

- **CoC Memo of Understanding**
- **Interlocal Agreement**
- **HLB Board Member Tenure as of August 2019**

Meeting Adjourned at 4:31 PM

Pinellas Homeless Leadership Board
Balance Sheet Comparison
As of July 31, 2019

	As of July, 2019	As of July 31, 2018 (PY)	Change
ASSETS			
Current Assets			
Bank Accounts			
10000 Republic Operating Checking	36,943.27	78,993.93	-42,050.66
10010 Republic Reserve Checking	44,000.00	44,033.51	-33.51
Total Bank Accounts	\$ 80,943.27	\$ 123,027.44	-\$ 42,084.17
Accounts Receivable			
12000 Grants Receivable	253,401.13	206,575.06	46,826.07
Total Accounts Receivable	\$ 253,401.13	\$ 206,575.06	\$ 46,826.07
Other Current Assets			
13000 Other Receivables	409.50		409.50
13010 Prepaid Expenses	19,187.05	12,548.04	6,639.01
13020 Unbilled Income	6,675.58	11,258.96	-4,583.38
Total Other Current Assets	\$ 26,272.13	\$ 23,807.00	\$ 2,465.13
Total Current Assets	\$ 366,616.53	\$ 353,409.50	\$ 7,207.03
Fixed Assets			
15000 Furniture and Equipment	13,079.87	13,079.87	0.00
15001 Accumulated Depreciation	-7,121.03	-4,879.79	-2,241.24
Total Fixed Assets	\$ 5,958.84	\$ 8,200.08	-\$ 2,241.24
TOTAL ASSETS	\$ 366,575.37	\$ 361,609.58	\$ 4,965.79
LIABILITIES AND EQUITY			
Liabilities			
Current Liabilities			
Accounts Payable			
20000 Accounts Payable (A/P)	109,132.05	139,134.13	-30,002.08
Total Accounts Payable	\$ 109,132.05	\$ 139,134.13	-\$ 30,002.08
Other Current Liabilities			
21000 Accrued Payroll	0.00		0.00
21010 Accrued Vacation	12,612.71	12,386.14	226.57
21015 Accrued Local Travel	1,556.65		1,556.65
24200 Accrued Expenses			0.00
22000 Deferred Revenue	57,247.89	107,435.20	-50,187.31
Total Other Current Liabilities	\$ 71,417.25	\$ 119,821.34	-\$ 48,404.09
Total Current Liabilities	\$ 180,549.30	\$ 258,955.47	-\$ 78,406.17
Total Liabilities	\$ 180,549.30	\$ 258,955.47	-\$ 78,406.17
Equity			
39000 Unrestricted Fund Balance	99,884.70	51,076.64	48,808.06
39010 Board Designated Working Capital	44,000.00	44,000.00	0.00
Opening Balance Equity	0.00		0.00
Retained Earnings			0.00
Net Income	42,141.37	7,577.47	34,563.90
Total Equity	\$ 186,026.07	\$ 102,654.11	\$ 83,371.96
TOTAL LIABILITIES AND EQUITY	\$ 366,575.37	\$ 361,609.58	\$ 4,965.79

**Pinellas Homeless Leadership Board
Budget vs. Actuals
July, 2019**

	Jul-19			YTD Oct 18-July 2019			Annual Budget
	Actual	Budget	over Budget	Actual	Budget	over Budget	
Income							
40000 Federal Grants			0.00				0.00
40100 HUD Grants			0.00				0.00
40110 CES	13,427.87	13,680.19	-252.32	130,216.00	137,209.34	-6,993.34	168,211.00
40120 HMIS	10,459.01	5,662.31	4,796.70	192,549.29	165,672.74	26,876.55	247,797.00
40130 Planning	10,258.66	8,766.32	1,492.34	95,853.26	94,289.61	1,563.65	117,608.00
Total 40100 HUD Grants	\$ 34,145.54	\$ 28,108.82	\$ 6,036.72	\$ 418,618.55	\$ 397,171.69	\$ 21,446.86	\$ 533,616.00
Total 40000 Federal Grants	\$ 34,145.54	\$ 28,108.82	\$ 6,036.72	\$ 418,618.55	\$ 397,171.69	\$ 21,446.86	\$ 533,616.00
41000 State of FL Grants			0.00				0.00
41100 DCF			0.00				0.00
41110 Challenge Grant	373.42	11,732.04	-11,358.62	143,096.74	119,619.69	23,477.05	143,385.82
41120 Emergency Solutions Grant	26,320.78	27,112.78	-792.00	277,555.78	275,954.72	1,601.06	330,416.75
41130 Staffing Grant	7,134.26	7,682.38	-548.12	89,447.24	88,022.68	1,424.56	107,142.00
41140 TANF Grant	14,396.25	4,958.33	9,437.92	52,280.05	49,583.34	2,696.71	59,500.00
Total 41100 DCF	\$ 48,224.71	\$ 51,485.53	-\$ 3,260.82	\$ 562,379.81	\$ 533,180.43	\$ 29,199.38	\$ 640,444.57
Total 41000 State of FL Grants	\$ 48,224.71	\$ 51,485.53	-\$ 3,260.82	\$ 562,379.81	\$ 533,180.43	\$ 29,199.38	\$ 640,444.57
42000 Pinellas County Grants			0.00				0.00
42005 Diversion	10,052.32	12,227.62	-2,175.30	45,891.16	104,282.84	-58,391.68	134,000.00
42010 Family Shelter/Bridge		25,000.00	-25,000.00	86,025.01	250,000.00	-163,974.99	300,000.00
42015 General Grant	8,516.14	6,467.93	2,048.21	84,051.84	82,872.98	1,178.86	100,000.00
42020 HMIS	6,913.24	6,833.32	79.92	71,863.91	71,749.86	114.05	80,000.00
42100 Youth Navigator Grant	400.31	3,697.32	-3,297.01	36,250.91	46,763.27	-10,512.36	58,330.00
42200 In Kind	2,225.00	2,225.00	0.00	22,250.00	22,250.00	0.00	26,700.00
Total 42000 Pinellas County Grants	\$ 28,107.01	\$ 56,451.19	-\$ 28,344.18	\$ 346,332.83	\$ 577,918.95	-\$ 231,586.12	\$ 699,030.00
43000 Local City Grants			0.00				0.00
43100 Clearwater, City of		1,929.95	-1,929.95	25,000.00	20,233.16	4,766.84	25,000.00
43200 Largo, City of	702.26	692.31	9.95	7,800.82	8,269.25	-468.43	10,000.00
43300 Pinellas Park, City of		3,985.52	-3,985.52	61,386.00	50,393.46	10,992.54	58,655.00
43400 St. Petersburg, City of			0.00				0.00
43410 Social Action Fund	2,307.26	1,923.08	384.18	20,385.47	20,192.34	193.13	25,000.00
43420 CDBG for HMIS	3,312.31	3,878.49	-566.18	26,332.77	28,855.27	-2,522.50	30,000.00
Total 43400 St. Petersburg, City of	\$ 5,619.57	\$ 5,801.57	-\$ 182.00	\$ 46,718.24	\$ 49,047.61	-\$ 2,329.37	\$ 55,000.00
43500 Tarpon Springs, City of			0.00		5,000.00	-5,000.00	5,000.00
Total 43000 Local City Grants	\$ 6,321.83	\$ 12,409.35	-\$ 6,087.52	\$ 140,905.06	\$ 132,943.48	\$ 7,961.58	\$ 153,655.00
44000 Other Grants			0.00				0.00
44100 Juvenile Welfare Board	8,666.06	3,076.92	5,589.14	37,665.55	37,307.66	357.89	45,000.00
44200 St. Vincent de Paul	11,156.91	17,124.82	-5,967.91	136,816.63	148,746.68	-11,930.05	187,467.00
44300 Foundation for a Healthy St. Pete			0.00				0.00
44301 Diversion Grant	7,714.70	9,309.38	-1,594.68	41,540.31	78,750.30	-37,209.99	100,000.00
44302 Workshop		0.00	0.00	17,878.33	20,000.00	-2,121.67	20,000.00
Total 44300 Foundation for a Healthy St. Pete	\$ 7,714.70	\$ 9,309.38	-\$ 1,594.68	\$ 59,418.64	\$ 98,750.30	-\$ 39,331.66	\$ 120,000.00
44500 Allegany Franciscan Min			0.00	6,913.05	8,000.00	-1,086.95	8,000.00
Total 44000 Other Grants	\$ 27,537.67	\$ 29,511.12	-\$ 1,973.45	\$ 240,813.87	\$ 292,804.64	-\$ 51,990.77	\$ 360,467.00
47000 Other Income				1,961.49			1,961.49
47200 Individual Donor -- other	104.16		104.16	845.61		845.61	
47300 Business Donations - other	23.49		23.49	241.54	0.00	241.54	
47310 Business Donations -- in kind				1,422.67		1,422.67	
47400 Foundation Income - other			0.00	6,694.76	0.00	6,694.76	
Total 47000 Other Income	\$ 127.65	\$ 0.00	\$ 127.65	\$ 11,166.07	\$ 0.00	\$ 11,166.07	\$ 0.00
Total Income	\$ 144,464.41	\$ 177,966.01	-\$ 33,501.60	\$ 1,720,216.19	\$ 1,934,019.19	-\$ 213,803.00	\$ 2,387,212.57
Gross Profit	\$ 144,464.41	\$ 177,966.01	-\$ 33,501.60	\$ 1,720,216.19	\$ 1,934,019.19	-\$ 213,803.00	\$ 2,387,212.57
Expenses							
60000 Personnel/Benefit Expenses			0.00				0.00
60010 Salaries	66,690.70	72,500.62	-5,809.92	672,236.84	736,167.84	-63,931.00	924,367.91

60020 Payroll Taxes	4,845.86	5,797.43	-951.57	48,987.09	59,083.09	-10,096.00	74,116.46
60025 Employee Benefits	7,085.31	7,797.62	-712.31	63,423.76	77,685.71	-14,261.95	98,244.27
60050 401k Match	729.24	1,290.12	-560.88	6,114.15	13,044.50	-6,930.35	16,269.89
Total 60000 Personnel/Benefit Expenses	\$ 79,351.11	\$ 87,385.79	-\$ 8,034.68	\$ 790,761.84	\$ 885,981.14	-\$ 95,219.30	\$ 1,112,998.53
61000 Program Expenses			0.00			0.00	
61005 Cold Night Shelter Support		0.00	0.00		5,000.00	-5,000.00	5,000.00
61010 Pinellas HMIS system		0.00	0.00	114,656.00	85,992.00	28,664.00	114,656.00
61015 Annual PIT Survey	7,500.00	0.00	7,500.00	22,445.50	21,500.00	945.50	22,000.00
61025 Homeless Memorial		0.00	0.00	500.00	500.00	0.00	500.00
61030 Program Materials	230.69	90.00	140.69	10,624.24	9,635.07	989.17	11,910.77
61035 Diversion Client Assistance	3,406.29	4,867.00	-1,460.71	7,044.15	38,936.00	-31,891.85	48,670.00
61040 floridahousingsearch.org		840.00	-840.00	882.00	840.00	42.00	840.00
61045 Mitigation Fund Payouts	346.86		346.86	346.86		346.86	
61050 Subcontractor Passthroughs			0.00			0.00	
61051 DCF Challenge		11,470.87	-11,470.87	136,996.69	114,708.65	22,288.04	137,650.39
61052 DCF ESG	25,662.76	26,846.36	-1,183.60	271,057.48	268,463.60	2,593.88	322,156.32
61053 DCF TANF	14,396.25	4,958.33	9,437.92	52,280.05	49,583.34	2,696.71	59,500.00
61060 Pin Cty Family Bridge		25,000.00	-25,000.00	86,025.01	250,000.00	-163,974.99	300,000.00
Total 61050 Subcontractor Passthroughs	\$ 40,059.01	\$ 68,275.56	-\$ 28,216.55	\$ 546,359.23	\$ 682,755.59	-\$ 136,396.36	\$ 819,306.71
Total 61000 Program Expenses	\$ 51,542.85	\$ 74,072.56	-\$ 22,529.71	\$ 702,857.98	\$ 845,158.66	-\$ 142,300.68	\$ 1,022,883.48
62000 Professional Fees			0.00			0.00	
62010 Audit		0.00	0.00	10,874.34	13,660.00	-2,785.66	1,366.00
62020 Legal Fees	1,200.00	250.00	950.00	15,068.00	21,500.00	-6,432.00	22,000.00
62030 Payroll and HR Fees	1,374.70	1,036.00	338.70	13,633.06	10,878.00	2,755.06	13,483.86
62035 Administrative Temp		0.00	0.00	3,172.51		3,172.51	
62040 Consultants		4,159.07	-4,159.07	22,200.00	45,839.96	-23,639.96	61,020.85
Total 62000 Professional Fees	\$ 2,574.70	\$ 5,445.07	-\$ 2,870.37	\$ 64,947.91	\$ 91,877.96	-\$ 26,930.05	\$ 110,164.71
63000 Operational Expenses			0.00			0.00	
63005 Office Rent Exp In-kind	2,225.00	2,225.00	0.00	22,250.00	22,250.00	0.00	26,700.00
63006 Office Rent - HMIS	289.79	0.00	289.79	3,376.00		3,376.00	
63010 Office Equipment			0.00	16,651.32	5,345.50	11,305.82	5,536.88
63015 Communication	968.58	1,217.72	-249.14	9,348.82	11,524.48	-2,175.66	13,959.88
63017 Internet Services	149.96		149.96	390.86		390.86	
63020 Printing & Copying	610.29	300.00	310.29	5,327.38	3,594.60	1,732.78	3,992.58
63025 License Fees		0	-727.00		500.00	-500.00	500.00
63030 IT Support		727.00	50.39	10,191.60	9,979.99	211.61	11,509.99
63035 Postage and Mailing	224.94	174.55	231.49	795.97	718.10	77.87	750.00
63040 Office Supplies	540.92	309.43	0.00	2,767.35	3,637.03	-869.68	4,255.89
63045 Insurance		0.00	0.00	3,637.36	3,455.00	182.36	5,655.00
63050 Local Travel	1,756.66	2,298.32	-541.66	13,851.93	22,046.50	-8,194.57	26,643.60
63055 Conference Travel	4,716.37	3,524.59	1,191.78	23,346.62	20,553.22	2,793.40	28,553.22
63060 Meeting Expenses	128.63	0.00	128.63	2,230.91	4,130.00	-1,899.09	4,130.00
63065 Memberships & Subscriptions	400.15	120.00	280.15	3,541.76	1,606.69	1,935.07	6,978.96
63070 Misc. Fees & Charges		165.98	-165.98	1,799.21	1,659.82	139.39	1,999.85
Total 63000 Operational Expenses	\$ 12,011.29	\$ 11,062.59	\$ 948.70	\$ 119,507.09	\$ 111,000.93	\$ 8,506.16	\$ 141,165.85
Total Expenses	\$ 145,479.95	\$ 177,966.01	-\$ 32,486.06	\$ 1,678,074.82	\$ 1,934,018.69	-\$ 255,943.87	\$ 2,387,212.57
Net Operating Income	-\$ 1,015.54	\$ 0.00	-\$ 1,015.54	\$ 42,141.37	\$ 0.50	\$ 42,140.87	\$ 0.00
Net Income	-\$ 1,015.54	\$ 0.00	-\$ 1,015.54	\$ 42,141.37	\$ 0.50	\$ 42,140.87	\$ 0.00



AGENDA ITEM DESCRIPTION FORM

Meeting Name:	Homeless Leadership Board Executive Committee
Date:	September 16, 2019
Agenda Item Number:	3
Item Title:	Follow-up Item - Lien Release Request from WestCare GulfCoast
Name of Staff Member Submitting:	Susan Myers
Background:	<p>This item was discussed at the August 19, 2019 Executive Committee meeting with two follow-up action items.</p> <p><i>HLB staff are going to check Board minutes from 2009 for any reference to this grant. Susan Myers will follow up and Duggan will look for a status in public records.</i></p> <p>Staff reviewed minutes from the 2009 PCCHH Board meetings (now the HLB) and there is no record in the minutes of any agreement between WestCare GulfCoast and PCCHH.</p> <p>Additionally, HLB Board member Duggan Cooley submitted the following follow-up information to staff:</p> <p><i>I have looked through the public records and have not found any filed notice of completion. The 2nd page of the document "mortgage lien and security agreement" in the 3rd paragraph states the term "end[s] on the date that is 10 years from the date of completion of the improvements to be made pursuant to the Grant as evidenced by a notice of the completion of said improvements approved by the Department and recorded in the Public Records of the County in which the Property is located."</i></p> <p><i>Perhaps WestCare should check in with the Department of Children and Families to determine if there is a record of completion of the grant/requirements so a notice can be filed and the lien recorded as satisfied.</i></p> <p>This information was shared with James Dates, WestCare GulfCoast CEO. He provided the following response from WestCare staff, along with a Satisfaction of Mortgage document, signed by staff from the Department of Children and Families; which they have requested to be co-signed by the HLB.</p>

	<p><i>There is no satisfaction of Lien in the Pinellas County Public records yet, this is the form we need you to sign so it can be documented in public records. The lien was recorded June 2009 for 10 years it expired June 2019. We have used the property as required for the 10 year period. We need the satisfaction of mortgage signed so we can record the lien release in the public records.</i></p> <p>Westcare staff plan to be in attendance at the September 16th Executive Committee meeting to speak to their request.</p>
Budget Impact (if any):	N/A
Staff Recommendation	Request an opinion from the HLB attorney.
CEO Approval:	<i>Susan Myers, CEO – Approved, 09/12/19</i>

Prepared by and Return to:
Anastasia Dion, an employee of
First American Title Insurance Company National Commercial Services
8311 W. Sunset Road, Suite 100
Las Vegas, Nevada 89113
(702)266-8999
File No.: NCS-952559-HHLV

SATISFACTION OF MORTGAGE

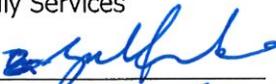
KNOW ALL MEN BY THESE PRESENTS that In consideration of a Homelessness Housing Assistance Grant (the Grant) by the **State of Florida Department of Children and Family Services (the department) to the Pinellas County Coalition for the Homeless, Inc. (the Grantee)** a corporation organized and existing under the laws of the United States of America, the owner and holder of a certain mortgage deed executed by **WestCare GulfCoast-Florida, Inc., to State of Florida Department of Children and Family Services and Pinellas County Coalition for the Homeless, Inc. (Grant Number QFZ98)** recorded **June 26, 2009** in Official Record Book **16625**, Page **851** , as affected by Subordination Agreement filed June 29, 2009 recorded in Official Records Book 16626, Page 1530; as affected by Joinder and Consent to Declaration of Restrictive Covenants filed October 19, 2009 recorded in Official Records Book 16729, Page 99; as affected by Mortgage Modification Agreement filed December 22, 2009 recorded in Official Records Book 16783, Page 2063., in the Office of the Clerk of the Circuit Court of Pinellas County, **Florida**, securing a certain note in the principal sum of **\$325,965.00** and certain promises and obligations set forth in said mortgage deed, upon the following described land situate in **Pinellas** County, **Florida**, to wit:

ALL THAT PROPERTY DESCRIBED IN AFORESAID MORTGAGE

hereby acknowledges full payment and satisfaction of said note and mortgage deed, and surrenders the same as cancelled, and hereby directs the Clerk of the said Circuit Court to cancel the same of record.

WITNESS my hand and seal this _____, 2019.

State of Florida Department of Children and Family Services

By: 
Name: Zachary Summerlin
Title: Dep. Director DEF Office on Homelessness

Pinellas County Coalition for the Homeless, Inc.

By: _____
Name: _____
Title: _____

State of Florida

County of Leon

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me on July 30, 2019, by Zachery Sumner as Deputy Director on behalf of the State of Florida Department of Children and Family Services and _____ as _____ on behalf of Pinellas County Coalition for the Homeless, Inc. who is/are personally known to me or has/have produced _____ as identification.

Jayne Lincoln
Notary Public
Jayne Lincoln
(Printed Name)



My Commission expires: Jan. 13, 2023

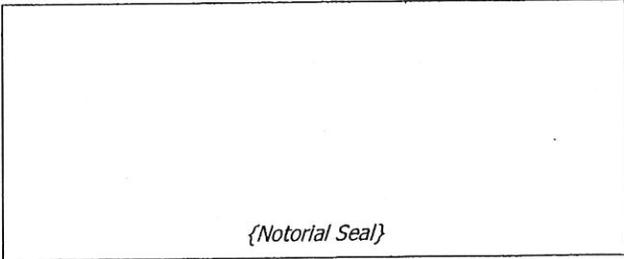
State of _____

County of _____

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me on _____, 2019, by _____ as _____ on behalf of the State of Florida Department of Children and Family Services and _____ as _____ on behalf of Pinellas County Coalition for the Homeless, Inc. who is/are personally known to me or has/have produced _____ as identification.

Notary Public

(Printed Name)



My Commission expires: _____



AGENDA ITEM DESCRIPTION FORM

Meeting Name:	Executive & HMIS Governance Committee
Meeting Date:	September 16, 2019
Item Title:	Follow Up: Revised HLB Governance Documents
Agenda Item Number:	4
Name of Staff Member Submitting:	Susan Myers
Background:	<p>The following HLB governance documents were included on the August 19, 2019 Executive Committee agenda; however, quorum was lost so only two were reviewed.</p> <ol style="list-style-type: none"> 1. <u>Articles of Incorporation</u> – Reviewed on 8/19, requested revisions drafted: <ol style="list-style-type: none"> a. Article 3.D. Purpose– Added language to reflect broader scope of new nonprofit board b. Article 4 - Directors <ol style="list-style-type: none"> i. named individuals who agreed to be the three initial board members; ii. revised number of members to be “no less than three” iii. Changed effective date from 10/01/19 to 01/01/20. c. Article 5 – added the registered office and agent information d. Per committee request - HLB attorney memo explaining the Articles of Incorporation e. Resolution to Amend the Articles of Incorporation 2. <u>HLB Bylaws</u> - Reviewed on 8/19, requested revisions drafted: <ol style="list-style-type: none"> a. Article II <ol style="list-style-type: none"> i. Added “Purpose” to title ii. Edited 501c3 typo

	<ul style="list-style-type: none"> iii. Revised Mission Statement b. Article III. A. – Number of Directors <ul style="list-style-type: none"> i. Changed number of directors to no fewer than three and no more than nine members. c. Article III.B. - Terms <ul style="list-style-type: none"> i. Removed “be elected to” ii. Added “The inaugural Board can have the option to serve three terms. d. Article III.C. – Responsibility of Directors <ul style="list-style-type: none"> i. #5 - Added broader language re: responsibilities; ii. Moved statement regarding authority to act and created a specific section e. Article III.D. –New “Authority to Act” section f. Article IX. B. - Amendment of Bylaws <ul style="list-style-type: none"> i. Revised “Notice for Amending Bylaws” from 21 to 10 days. <p>3. CoC Memo of Understanding – not reviewed</p> <p>4. Interlocal Agreement- not reviewed</p>
Budget Impact (if any):	N/A
Staff Recommendation:	Review and approve revised governance documents
CEO Approval:	<i>Susan Myers, CEO</i>

**ARTICLES OF INCORPORATION
OF
PINELLAS COUNTY HOMELESS LEADERSHIP BOARD, INC.
A FLORIDA CORPORATION
NOT FOR PROFIT**

ARTICLE ONE

NAME

The name of the Corporation is the Pinellas County Homeless Leadership Board, Inc.

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is to prevent, reduce, and end homelessness in Pinellas County, through:

- A. Serving as the Lead Agency for FL-502 - St. Petersburg, Clearwater, Largo/Pinellas County Continuum of Care.
- B. Serving as the Collaborative [Applicant](#) for FL-502 - St. Petersburg, Clearwater, Largo/Pinellas County Continuum of Care.
- C. Serving as the HMIS Lead Agency for FL-502 - St. Petersburg, Clearwater, Largo/Pinellas County Continuum of Care.
- D. [Providing any and all services, coordination and funding management necessary to carry out the policy goals of the Continuum of Care.](#)

ARTICLE FOUR

DIRECTORS

There shall be three (3) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
<u>Ms. Carlen Petersen</u>	<u>647 1st Avenue North</u> St. Petersburg, Florida 33701
<u>Ms. Ellen Fontana</u>	<u>647 1st Avenue North</u> St. Petersburg, Florida 33701
<u>Pamela Qualls</u>	<u>647 1st Avenue North</u> <u>St. Petersburg, FL 33701</u>

The Board of Directors shall consist of not ~~more than seven (7)~~ or less than three (3) individuals, and shall be appointed, elected, and serve in accordance with the Bylaws established by the Board. The Officers of the Board of Directors effective ~~January~~October 1, 2020, shall be:

- X
- Y
- Z

ARTICLE FIVE REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 647 1st Avenue North, St. Petersburg, FL 33701. The initial registered agent of the Corporation at that address shall be Ms. Susan Myers.

ARTICLE SIX

Said corporation is organized exclusively for charitable, religious, education and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE SEVEN

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Eight hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE EIGHT

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal offices of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE NINE

Except as otherwise provided herein, or as listed by Chapter 617 of the Florida Statutes, the Corporation shall have the powers authorized by law for corporations.

ARTICLE TEN

The Corporation may amend its articles of incorporation from time to time in as many respects as may be desired, if such amendment contains only such provision as might be lawfully contained in the original articles of incorporation filed at the time of making such amendment.

In particular, and without limitation upon such general power of amendment, the Corporation may amend its articles of incorporation from time to time:

1. To change its corporate name.
2. To change its period of duration.
3. To change, enlarge or diminish its corporate purposes.
4. To change classes of membership, voting rights of one or more of such classes or cumulative voting.



PERSSON, COHEN & MOONEY, P.A.
ATTORNEYS AND COUNSELORS AT LAW

David P. Persson**
Andrew H. Cohen
Kelly M. Fernandez*
Maggie D. Mooney-Portale*
R. David Jackson*
Regina A. Kardash*

* Board Certified City, County and Local Government Law
** Of Counsel

Telephone (941) 306-4730
Facsimile (941) 306-4832
Email: rkardash@swflgovlaw.com

Reply to: Lakewood Ranch

MEMORANDUM

TO: Pinellas County Homeless Leadership Board, Inc.
FROM: Regina A. Kardash, Esq.
DATE: September 11, 2019
RE: Articles of Incorporation

The proposed revisions to the Articles of Incorporation are accompanying this memorandum, and are intended to serve as not-for-profit Articles under the bifurcated governance structure wherein the Homeless Leadership Board will function as an independent not-for-profit.

Chapter 617, Florida Statutes, governs Florida not-for-profits, and details the methods and content of amendments and reorganization of an entity's Articles of Incorporation. Some of these details include information on founding members, as well as designation of a Registered Agent. It is important to note that the Registered Agent must name a specific person, and cannot just be indicated by a position within a business entity. These details have been reviewed in the document presented for the Board's consideration.

Lakewood Ranch
6853 Energy Court
Lakewood Ranch, Florida 34240

Venice
236 Pedro Street
Venice, Florida 34285

RESOLUTION 2019-01

A RESOLUTION OF THE PINELLAS COUNTY HOMELESS LEADERSHIP BOARD, INCORPORATED, A FLORIDA NOT-FOR-PROFIT, AMENDING ITS ARTICLES OF INCORPORATION, PROVIDING FOR SEVERABILITY, PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Pinellas County Homeless Leadership Board, Inc., was incorporated as a Florida not-for-profit entity in 2011; and

WHEREAS, the Pinellas County Homeless Leadership Board, Inc., currently functions simultaneously as the Continuum of Care Board and the Lead Agency and Collaborative Applicant under the federal regulations from the Department of Housing and Urban Development; and

WHEREAS, the Board of Directors has decided to correct the governance structure of the organization by bifurcating the Continuum of Care function from the not-for-profit entity; and

WHEREAS, the Pinellas County Homeless Leadership Board, Inc., desires to continue to serve as the Lead Agency and Collaborative Applicant for the Pinellas County Continuum of Care; and

WHEREAS, the amendments to the Articles of Incorporation have been made in accordance with Chapter 617, Florida Statutes;

NOW, THEREFORE, THE PINELLAS COUNTY HOMELESS LEADERSHIP BOARD, INC., DOES RESOLVE:

Section One

That the foregoing statements are true and correct, and hereby adopted as if fully set forth herein.

Section Two

That the amendments to the Articles of Incorporation, which are attached hereto as Exhibit A and incorporated herein by reference, are hereby adopted by the Board of Directors.

Section Three

That if any provision of this Resolution is found to be invalid or unenforceable as a matter of law, the offending provision shall be stricken and the remaining provisions shall continue in full force and effect.

Section Four

That this Resolution and accompanying amendments to the Articles of Incorporation shall take effect no later than January 1, 2020, in the manner provided by law.

Passed at a meeting of the Board of Directors with a quorum present and a majority vote in favor of passage, held the ____ day of _____ 2019.

Amy Foster, Chair

ATTEST:

Melissa Baird, Board Secretary

Attachment: Exhibit "A"

Bylaws of the Pinellas County Homeless Leadership Board

Article I: Name

Name: The name of this organization is the Pinellas County Homeless Leadership Board hereinafter referred to as the “HLB”.

Article II: Purpose, Mission and Vision

The HLB is a Florida non-profit public benefit corporation, recognized as tax exempt under Section 501c3 of the United States Internal Revenue Code.

Purpose: The HLB serves as the Continuum of Care Lead Agency, Collaborative Applicant, and HMIS Lead Agency for the Department of Housing and Urban Development’s Continuum of Care FL-502-St. Petersburg, Clearwater, Largo/Pinellas County CoC and to provide any and all supplemental services, coordination and funding management necessary to carry out the policy goals of the CoC

Mission: ~~The mission of the Homeless Leadership Board is to coordinate all community partners, systems and resources available with the goal of helping individuals and families to prevent, divert, and end homelessness in Pinellas County.~~ The mission of the HLB is to provide leadership in the planning, development, and alignment of community advocacy, resources, and strategies to prevent, divert, and end homelessness in Pinellas County.

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Vision: The vision of the ~~Homeless Leadership Board~~ HLB is to ensure that homelessness is rare, brief, and one-time.

Article III: Board of Directors

A. Number of Directors:

1. The HLB Board of Directors (BOD) shall consist of no fewer than ~~five (5) and no more than nine (9)~~ three (3) members.
2. Within these limits, the BOD may increase or decrease the number of directors serving on the HLB, including for the purpose of staggering the terms of directors.
3. The HLB legal representative shall be an ex-officio and non-voting member of the BOD.

B. Terms:

1. Directors shall ~~be elected to~~ serve a three-year term and may serve up to two terms.
2. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year. ~~The inaugural Board can have the option to serve three terms.~~
3. The term of office shall begin January 1 and end December 31 of the third year in office.

C. Responsibility of Directors:

1. The Board of Directors shall exercise all corporate powers of the HLB, shall oversee the business affairs of the HLB, shall advocate in support of the mission, ~~shall set policy for the work of the committees and activities of the HLB,~~ and shall plan for the future stability and continuance of the HLB.
2. The Board of Directors acts as the CoC Lead Agency for the Department of Housing and Urban Development's Continuum of Care (CoC).
3. The Board of Directors acts as the Collaborative Applicant for the Department of Housing and Urban Development's CoC (24 CFR § 578.15).
4. The Board of Directors acts as the Homeless Management Information System (HMIS) Lead Agency for the Department of Housing and Urban Development's CoC (24 CFR 578.7).
5. The Board of Directors shall oversee the provision of any and all services, coordination, and funding management necessary to carry out the policy goals established by the CoC.
~~No individual Director is empowered to commit the HLB or the Corporation by word or deed without prior explicit approval by the Board.~~
6. The Board of Directors may employ, or contract for, a Chief Executive Officer (CEO) who works at the direction of the Board to accomplish the mission of the HLB.
7. ~~All Directors are required to sit on at least one committee.~~
8. The Board of Directors shall document the proceedings of its meetings through meeting minutes, an annual report of operations, and an audited report of finances and financial systems.

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Commented [SM1]: Now Item D – Authority to Act

Commented [RK-PCM2]: Again, there should not be Committees for the non-profit BOD.

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D. Authority to Act

1. ~~No individual Director is empowered to commit the HLB or the Corporation by word or deed without prior explicit approval by the Board.~~

E. Removal of Directors:

1. Directors may be removed from the BOD by a majority vote of the full Board.

F. Vacancies:

1. Any vacancy occurring through death, resignation, removal or any other cause (other than expiration of the term of office) may be filled by the Board of Directors. Nominations may be made by any Board member. The term of the appointee shall be for the remainder of the term of the director who is replaced. Time in office to fill a vacancy will not be considered as serving part of an elected term in office.

G. Attendance:

1. Individuals appointed or elected to the BOD shall be the official Directors of the Board, with no alternates.
2. Directors are expected to attend BOD meetings. If they are not able to attend, they shall notify HLB staff of their non-attendance prior to the called meeting.
3. Board members that fail to attend three (3) consecutive meetings, or four (4) cumulative meetings annually, will be notified that they are no longer Directors of the HLB, and they will be replaced on the HLB.

- ~~4. Board members may request a Leave of Absence, up to twelve weeks, in accordance with FMLA (The Family and Medical Leave Act, 29 U.S.C. 20601, et. seq., and 29 CFR Part 825).~~
- ~~5. Members are still counted as part of quorum during Leave of Absence.~~

H. Compensation:

- ~~1. The members of the BOD shall not receive a salary or other compensation for services rendered to the HLB except for expenses incurred on behalf of the HLB and as approved by the BOD. There is no property right in membership on the Board.~~

1) Composition Number of Directors:

- ~~1. The HLB Board of Directors (BOD) of the HLB shall consist of no fewer than fifteen five (15) and no more than twenty five nine (925) persons and will be comprised of nine (9) local Elected Officials and the balance of the BOD shall consist of Community Leaders. Within these limits, the BOD may increase or decrease the number of directors serving on the HLB, including for the purpose of staggering the terms of directors.~~
 - ~~a. Each Board member shall represent their jurisdiction or constituency and the community as a whole.~~
 - ~~b. The composition of the nine Elected Officials will be one elected person from each of the following: Pinellas County Board of County Commissioners; City of Clearwater; City of Largo; City of Pinellas Park; City of St. Petersburg; City of Tarpon Springs; Pinellas County School Board. It also includes the Public Defender and the Pinellas County Sheriff, or designee of either.~~
 - ~~c. Elected officials shall comprise not more than forty percent (40%) of the HLB.~~
 - ~~d. The Community Leaders shall be individuals representing the community stakeholders, ensuring broad community representation among those concerned with homelessness, including consumers.~~
 - ~~e. All entities providing a member represented shall provide services in and/or have a substantial business interest in Pinellas County.~~
 - ~~f. The composition of the Community Leader positions shall be: JWB/Children's Services Council, one (1) position; Faith Based Organizations, one (1) position; Service Experts, four (4) positions (one of whom is the Chair of the Providers Council); Business, two (2) positions; Health Care, one (1) position; Homeless/Formerly Homeless two (2) positions, one of which is a youth over 18 and under 25 years of age; a local Housing Authority, one (1) position; At Large, three (3) positions; Chair of the Funders Council one (1) position.~~
- ~~2. The four (4) Service Expert positions shall be required to be in place for a minimum of five (5) years from the date of the approval of the By Laws by the HLB, even if other changes are made in the HLB composition.~~
- ~~3. The HLB legal representative shall be an ex-officio and non-voting member of the BOD.~~

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1) Election or Appointment of the Board of Directors:

- ~~1. BOD members that are Elected Officials shall be appointed to the HLB as defined by the Interlocal Agreement, which is incorporated herein.~~
- ~~2. Community Leader Board members shall be elected by the BOD at the annual meeting, or during the year to fill a vacancy.~~

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3. The two positions on the Board of Directors, held, one each by the Chair of the Providers Council and the Chair of the Funders Council, will be selected by their respective Councils. The remaining three Service Expert seats shall be appointed by the Providers Council, to be confirmed and ratified by the Board of Directors.

2) Terms:

1. The Elected Official Directors of the BOD shall serve at the will of their respective municipalities or governmental organizations, so long as the municipality or organization remains a signatory to the Interlocal Agreement.

2. The terms of the Community Leader Directors shall be two (2) years. No Community Leader Director shall serve for more than three (3) consecutive terms, provided that a Director elected to fill a vacancy shall be eligible for re-election to three (3) consecutive terms. Upon completion of three consecutive terms, an individual shall be eligible for membership on the BOD one (1) year after his/her termination date.

3. Community Leader Director terms should be staggered.

4. If an individual serving as a Community Leader of the HLB no longer serves in the community category to which he/she was elected, by virtue of leaving a position of employment or an appointed position, he/she must vacate the position on the Board of Directors.

Directors shall be elected to serve a three year term and may serve up to two terms.

Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

The term of office shall begin January 1 and end December 31 of the third year in office.

2) Responsibility of Directors:

a) The Board of Directors shall exercise all corporate powers of the HLB, shall oversee the business affairs of the HLB, shall advocate in support of the mission, shall set policy for the work of the committees and activities of the HLB, and shall plan for the future stability and continuance of the HLB, and shall oversee that the homeless services system designed by the HLB is being implemented effectively and efficiently.

The Board of Directors acts as the CoC Lead Agency for the Department of Housing and Urban Development's Continuum of Care (CoC).

b) The Board of Directors sits as the governing body of acts as the Collaborative Applicant for the Department of Housing and Urban Development's Continuum of Care (CoC), as the Collaborative Applicant (24 CFR § 578.15).

c) The Board of Directors sits as the governing body of acts as the Homeless Management Information System (HMIS) Lead Agency for the Department of Housing and Urban Development's CoC Continuum of Care (CoC), as the Homeless Management Information System (HMIS) Lead Agency, (24 CFR 578.57) and reviews progress of the HMIS system towards full implementation and addresses all issues and concerns of the HMIS system.

d) No individual Director is empowered to commit the HLB or the Corporation by word or deed without prior explicit approval by the Board.

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e) The Board of Directors may employ, or contract for, a Chief Executive Officer (CEO) who works at the direction of the Board to accomplish the mission of the HLB.

All Directors are required to sit on at least one committee.

The Board of Directors shall document the proceedings of its meetings through meeting minutes, an annual report of operations, and an audited report of finances and financial systems.

3) Removal of Directors:

Directors may be removed from the BOD by a two-thirds vote of the full Board.

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Removal of Directors:

Directors may be removed from the BOD by a majority vote of the full Board.

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4) Vacancies:

1. Any vacancy occurring among the Community Leaders through death, resignation, removal or any other cause (other than expiration of the term of office) may be filled by the Board of Directors. Nominations may be made by any Board member. The term of the appointee shall be for the remainder of the term of the director who is replaced. Time in office to fill a vacancy will not be considered as serving part of an elected term in office.

2. Any vacancy in an Elected Official Director seat will be refilled by the municipality or government organization for that seat.

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5) Attendance:

1. Individuals appointed or elected to the BOD shall be the official Directors of the Board, with no alternates, unless otherwise noted in Article III, Section A.1. (b).

2. Directors are expected to attend BOD meetings. If they are not able to attend, they shall notify HLB staff of their non-attendance prior to the called meeting.

3. Community Leader Directors Board members that fail to attend three (3) consecutive meetings, or four (4) cumulative meetings, annually, will be notified that they are no longer Directors of the HLB, and they will be replaced on the HLB.

4. The appointing jurisdiction shall be notified of non-attendance by an Elected Official of at least three (3) consecutive meetings, and a new representative will be requested.

5. Board members may request a Leave of Absence, up to twelve weeks, in accordance with FMLA (The Family and Medical Leave Act, 29 U.S.C. 20601, et. seq., and 29 CFR Part 825).

Members are still counted as part of quorum during Leave of Absence. Members are still counted as part of quorum during Leave of Absence.

6. The two elected constitutional officers may appoint attendees in their absence, who may cast votes.

6) Compensation:

The members of the BOD shall not receive a salary or other compensation for services rendered to the HLB except for expenses incurred on behalf of the HLB and as approved by the BOD. The two Formerly Homeless Directors shall receive a stipend of

~~\$30 per meeting. CEO will determine form of payment. There is no property right in membership on the Board.~~

Article IV: Meetings

~~A. Open Meetings: All meetings are open to the public, shall be properly noticed and are subject to the Sunshine Laws of the State of Florida (Chapters 119 and 286 F.S.).~~

~~B.A. Regular Meetings: The BOD may fix times and places for regular meetings of the HLB. Members may participate in meetings via video-conference or audio-conference.~~

~~C. Annual Meeting: The HLB shall hold an annual meeting in the fourth quarter of the calendar year in compliance with Florida Business Corporation Act (607.0701 F.S.).~~

~~D.B. Regular Meetings: The BOD may fix times and places for regular meetings of the HLB.~~

~~E. Regular Meetings: The BOD may fix times and places for regular meetings of the HLB.~~

~~F. CoC Meetings: The HLB will host at least two (2) CoC wide membership meetings in the calendar year, and one shall be the annual meeting (24 CFR § 578.7).~~

~~G.C. Special Meetings: Special meetings of the BOD may be called by the Chair, the Executive Committee, or a simple majority of the BOD with not less than seventy-two (72) hours notice. :~~

~~1. upon a vote of two-thirds of the Directors of the BOD, or~~

~~2. by the Executive Committee; and~~

~~3. written notice of the time, location and agenda of the Special Meeting shall be provided to all Directors of the HLB, and publicly noticed, not less than three (3) days prior to such a meeting.~~

~~H.D. Notice: Written notice of the time and location of regular meetings of the BOD shall be publicly noticed and shall be given to all Directors ten (10) calendar days prior to the meeting, with the exception of Special Meetings as noted supra.~~

~~I.E. Delivery of Notice: Delivery of notice to Directors shall be by email or first-class mail. Email will be used unless a Director designates that they are unable to receive such notice.~~

~~J. Waiver of notice: Notice of a meeting need not be given to any Director who submits a signed waiver or notice before or after the meeting or who attends the meeting without protesting the lack of notice at the commencement of the meeting.~~

~~K.F. HLB Meeting Quorum: Fifty-one percent (51%) of the HLB Directors must be physically present at a meeting to constitute a quorum.~~

~~L.G. Voting:~~

~~1. In any matter brought before the HLB, each Director shall have one (1) vote. A roll call vote shall be required for all funding related issues and governance document matters.~~

~~2. After a quorum is established, a vote of 51% of those voting shall be determinative unless otherwise provided herein.~~

~~2.3. Members participating via video-conference or audio-conference may vote.~~

Commented [RK-PCM3]: There should be a minimum timeframe allotted to call a Special Meeting – if there is the need for an emergency meeting, i.e. one that requires less than 24 hours notice, that can be addressed separately.

4. A majority of the BOD present, whether or not a quorum is present, may adjourn any meeting to another time and place.

3. _____

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M. Voting Without Attending the Meeting:

~~Although not the preferred method of attendance, once the physical quorum is established, the participation of one or more Directors of the BOD by teleconference or other equipment, allowing all persons participating in the meeting to hear each other at the same time, and otherwise meeting the legal requirements for such participation, shall constitute presence at a meeting. Those participating by teleconference or other equipment will not be counted towards meeting quorum requirements.~~

Article V: Officers

A. Officers: The officers of the BOD shall be:

- Chairperson
- ~~First~~-Vice Chairperson
- ~~Second~~ Vice Chairperson
- Secretary
- Treasurer
- ~~Immediate Past~~ Chairperson

The person elected as Chairperson must have been a Director of the HLB for at least one year prior to election. ~~The First and Second Vice Chairpersons shall be one each from the Elected Officials and the Community Leaders.~~

B. Election: Officers shall be elected at the annual meeting of the HLB. The election of each officer of the BOD shall require ~~a two-thirds (2/3)~~ majority vote of Board members present.

C. Term of office:

1. Each Officer elected shall serve a term of two (2) years and may be elected for an additional term. No officer shall hold the same office for more than two (2) consecutive terms.
2. Terms of office shall be from January–December bi-annually and should be staggered.

D. Removal: Any officer ~~elected or appointed by the BOD~~ may be removed by a two-thirds (2/3) vote of the BOD.

E. Vacancies: If a vacancy occurs in the Chairperson’s office, the BOD may appoint ~~one of the~~ Vice Chairpersons to complete the term. If a vacancy occurs in any other office, the BOD may appoint a Director to complete the term. Time in office to fill a vacancy will not be considered as serving part of an elected term in office.

F. Compensation: The Officers of the HLB will not receive a salary or other compensation for services rendered to the HLB but will be entitled to reimbursement of BOD pre- or post-approved expenses incurred in the performance of their duties.

Article VI: Duties of the Officers

A. Chairperson: The Chairperson shall preside at all meetings of the BOD. The Chairperson shall oversee the implementation of the policies of the HLB and shall fulfill other assignments as may be assigned or delegated by the BOD. ~~The Chairperson, at his or her own discretion, may designate ad hoc committees, appoint the members and chairpersons thereof, and shall appoint a chairperson for each of the standing committees enumerated in these Bylaws, except the Providers and Funders Councils.~~ The Chairperson may not be an employee of any organization that receives funding directed by the Homeless Leadership Board.

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~~B. Vice Chairpersons: The First Vice Chairperson shall perform the duties of the Chairperson in the absence or inability of the Chairperson and will perform other duties as requested by the Chairperson. The Second Vice Chairperson shall perform the duties of the Chairperson or the First Vice Chairperson in the absence of both and will perform other duties as requested by the Chairperson.~~

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~~B. Vice Chairperson: The Vice-Chairperson shall perform the duties of the Chairperson in the absence or inability of the Chairperson and will perform other duties as requested by the Chairperson.~~

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C. Secretary: The Secretary shall oversee and authenticate the records of the BOD and attend to giving and serving all notices of the BOD as required by these Bylaws or as required by law. The Secretary shall ensure that minutes of meetings of the Board of Directors and the Executive Committee are recorded and kept. The Secretary shall prepare the agenda at the direction of the Chairperson, and distribute the Notice to the BOD in anticipation of meetings.

D. Treasurer: The Treasurer will be prepared to report on the status of the HLB finances, present the annual budget and any revisions, and present the annual audit to the Board of Directors. The Treasurer will perform such additional duties as may be appropriate pursuant to sound financial and accounting policies and procedures.

~~E. Immediate Past Chairperson: The Immediate Past Chairperson of the BOD HLB shall be a voting member of and provide continuity to the Executive Committee. The Immediate Past Chairperson shall perform any other duties as may be required for the proper conduct of the office and as may be requested by the Chairperson.~~

Article VII: Chief Executive Officer

The Chief Executive Officer (CEO) of the HLB will be employed, or be under contract, upon a written agreement by the Board of Directors as the HLB principal administrator. He or she will supervise managerial staff as to all of the daily operations of the HLB. The Chief Executive Officer will serve as an ex officio member of all HLB committees, will prepare, ~~in conjunction with the Finance Committee,~~ the proposed annual budget for submission and approval to the Board of Directors each year and will perform such other duties as may be prescribed by the Board of Directors.

Article VIII: ~~Committees~~

Commented [RK-PCM4]: This can be removed, the BOD can handle all of these within a manageable time when it is limited to no more than 9 people.

A. ~~Committee Rules:~~

- ~~1. The Standing Committees of the HLB shall be:
 - a. ~~Executive Committee~~~~

- ~~b. Providers Council~~
- ~~c. Funders Council~~
- ~~d. Bylaws, Governance and Nominating Committee~~

- ~~2. Each committee in this section shall adopt rules governing its work that are consistent with these Bylaws or with rules adopted by the BOD.~~
- ~~3. All actions taken by the committees in this section must be ratified by the BOD.~~
- ~~4. The appointment of all committee members to the standing committees in this section shall be ratified by the BOD, except for the Providers Council and Funders Council.~~
- ~~5. Ad hoc committees may be established by the Chairman of the Board or the Board of Directors, as it deems appropriate, for limited and specific purposes to advance the mission of the HLB. Such committees shall be responsible solely to the Board of Directors and shall report status and progress of its assignments on a frequency deemed appropriate by the Board of Directors. The Bylaws Committee will be an ad hoc committee.~~
- ~~6. The Providers Council and the Funders Council may also appoint ad hoc subcommittees following these rules.~~
- ~~7. The members of the Providers Council, Funders Council, their ad hoc subcommittees, and HLB ad hoc subcommittees may include individuals who are not members of the BOD.~~
- ~~8. All committees and subcommittees shall operate under the HLB Conflict of Interest Rules, Florida Sunshine Law, and Roberts Rules of Order.~~

A. Executive Committee:

- ~~1. The Executive Committee shall be a standing committee comprised of the five Officers of the HLB, the Immediate Past Chairperson, and the Providers and Funders Council Chairs. The Chairperson shall serve as the chair of the Executive Committee. The Executive Committee shall be responsible for the general supervision of the affairs of the HLB between meetings of the BOD. The Executive Committee shall fix the hour and place of its meetings and will make recommendations to the BOD.~~
- ~~1. The Executive Committee shall act as the Audit Committee of the HLB and shall provide financial reports to the Board of Directors.~~
- ~~2. The Executive Committee shall serve as the CoC Review and Rank Committee; any Executive Committee member with a conflict shall be replaced with a vote of the BOD.~~
- ~~3. The Executive Committee shall serve as the HMIS Governance Committee and review and ratify the decisions of the Data and System Performance Committee, as established in the HMIS Charter.~~
- ~~4. The Executive Committee shall be subject to the direction of the BOD and none of its acts shall conflict with the policies enacted by the BOD. The Executive Committee shall have authority for operational decisions and may act in place of the BOD in between Board meetings. Any action taken by the Executive Committee that was not previously authorized by the BOD, as in line with its policies, must be ratified by the HLB at its next meeting.~~
- ~~5. Executive Committee meetings may be convened in emergency or crisis situations with a twenty four (24) hour minimum notice.~~
- ~~6. After four (4) calendar year absences, an Executive Committee member may be removed and an alternate appointed by a vote of the Committee members.~~

~~A. Providers Council:~~

~~1. Membership:~~

- ~~a. The membership of the Providers Council shall include representatives from homeless/at risk service providers and other organizations that are actively involved in services that affect homeless/at risk target groups in Pinellas County.~~
- ~~b. Members must act for the benefit of the homeless/at risk services system as a whole, in support of Housing First, and not for individual organizations.~~
- ~~c. The Providers Council members shall establish policies and procedures for Council membership, size of the Council, operating rules, and the work of the Council. These policies and procedures will be brought to the full BOD for ratification.~~
- ~~d. The Providers Council shall have at least eight (8) members, and it shall set the maximum number of members itself.~~
- ~~e. Members of the Providers Council should include representatives from, but not limited to:
 - ~~i) homeless service providers (housing, behavioral health, other),~~
 - ~~ii) one or more Public Housing Agencies,~~
 - ~~iii) Employment Services,~~
 - ~~iv) Veterans Administration,~~
 - ~~v) Pinellas County Schools.~~~~

~~2. Responsibilities:~~

- ~~a. Make recommendations to the full BOD on homeless/at risk services system issues, concerns and needed actions, either in response to BOD requests or on issues raised by Providers Council members.~~
- ~~b. Address the needs of all target groups, such as individuals, families, Veterans, unaccompanied youth, etc., for permanent housing.~~
- ~~c. Annually review and make recommendations on activities and priorities that enable the Pinellas system of services to meet and exceed HUD/ Continuum of Care and other performance standards.~~
- ~~d. Coordinate planning and recommendations with other community wide planning groups.~~

~~3. Leadership:~~

- ~~a. Members of the Providers Council shall elect the Council Chair and Vice Chair from the membership of the Council.~~
- ~~b. The Providers Council Chair will be selected by the members to be a full voting member of the HLB as its representative.~~

- ~~4. The Providers Council shall organize as it deems appropriate, complying with CH. 119 and 286 F.S.~~

~~A. Funders Council:~~

~~1. Membership:~~

- ~~a. The membership of the Funders Council shall include representatives from local and state governments, businesses, foundations, and other funders of services that affect all homeless/at risk target groups.~~
- ~~a. Members must act for the benefit of the homeless/at risk services system as a whole, and not for individual organizations.~~

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- ~~b. The Funders Council members shall establish policies and procedures for Council membership, size of the Council, operating rules, and the work of the Council. These policies and procedures will be brought to the full HLB for ratification.~~
- ~~d. The Funders Council shall have at least eight (8) members, and it shall set the maximum number of members itself.~~
- ~~e. Members of the Funders Council shall include representatives from, but not limited to:
 - ~~i) Pinellas County;~~
 - ~~ii) Cities of Clearwater, Largo, Pinellas Park, St. Petersburg, and Tarpon Springs;~~
 - ~~iii) Juvenile Welfare Board (JWB).~~~~

~~2. Responsibilities:~~

- ~~a. Make recommendations to the full BOD on funding of homeless/ at risk programs and services, either in response to BOD requests or on issues raised by Funders Council members.~~
- ~~b. Make recommendations on strategically aligning funding resources available for homeless/ at risk programs and services based on BOD approved priorities, to make the most effective use of scarce resources.~~
- ~~e. Annually review and make recommendations to the BOD on the best use of funds from specific resources, based on the HLB approved priorities and activities that enable the Pinellas system of services to meet and exceed applicable performance standards as approved by the BOD. Such resources include the HUD Continuum of Care, State of Florida homeless funding, and/or local public or private sources.~~
- ~~d. Determine ways the local funders can coordinate funded services through common contract language, performance outcomes, and goals.~~
- ~~e. Coordinate funding planning and recommendations with other community wide funding and planning groups~~

~~3. Leadership:~~

- ~~a. Members of the Funders Council shall elect the Council Chair and Vice Chair from the membership of the Council.~~
- ~~b. The Funders Council Chair will be selected by the members to be a full voting member of the HLB as its representative.~~

~~4. The Funders Council shall organize as it deems appropriate, complying with CH. 119 and 286 F.S.~~

~~5. Voting: A majority of 60% of those members voting is required to recommend funding decisions to the HLB.~~

~~A. Bylaws, Governance, and Nominating Committee:~~

- ~~1. A standing Bylaws, Governance, and Nominating Committee shall be appointed by the Chair in January of each year.~~
- ~~2. The Bylaws, Governance and Nominating Committee shall consist of not less than three (3) and not more than five (5) members.~~
- ~~3. The committee shall perform an annual review of the Bylaws and Charter of the HLB and make recommendations to the Board of Directors as is deemed necessary.~~

- ~~4. In its nominating function, the Committee shall provide a ballot of names for election as Community Leaders. The Committee shall ensure that the individuals nominated meet the community representation requirements as stated in Section III.A.1.f. Nominations will be taken from the floor at the annual meeting.~~
- ~~5. The Committee shall provide the names of the nominees to the HLB twenty one (21) days prior to the annual meeting, or when requested.~~
- ~~6. The Committee shall provide a single slate of nominees for the Officers of the HLB twenty one (21) days prior to the election every two years at the annual meeting.~~

Article IX: Amendment of Bylaws

- A. Authority to Amend: Subject to any limitations set forth in these Bylaws or applicable law, these Bylaws may be amended.
- B. Notice for Amending Bylaws: If at any time these Bylaws are to be amended, the Chairperson of the BOD shall give notice of any meeting called with respect to such action to all members of the BOD ~~twenty one (21)~~ (2+10) days before the meeting. Copies of the proposed changes shall accompany the notice.
- C. Vote: Any proposed amendment to these Bylaws must be approved by an absolute two-thirds (2/3) of the members of the HLB present and voting.
- D. Approval: All amendments to the Bylaws shall be effective immediately upon approval by the Board of Directors.

Article X: Conflict of Interest

Policies: The BOD shall adopt comprehensive conflict of interest policies which shall govern it and the committees and Councils of the HLB (24 CFR § 578.95).

Article XI: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the BOD in all cases to which they are applicable and in which they are not inconsistent with applicable law, these Bylaws and any special rules the HLB may adopt.

Article XII: Dissolution of the Corporation

- A. Determination: Following a thirty (30) day prior written notice to all Homeless Leadership Board of Directors, the HLB (Corporation) may be voluntarily dissolved by a two-thirds majority of the Board members at a meeting called expressly for such purpose.
- B. Assets: In the event of dissolution, or other liquidation of the assets of the HLB (Corporation), all residual assets shall be awarded to selected Pinellas County homeless service organizations, which are themselves exempt as organizations, as described in Section 501 (c) (3) of the 1986 Internal Revenue Code, or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose, applying under a "Request For

HLB Bylaws Approved ~~8.31.18~~

Proposals” (RFP). The final awards shall be determined by the HLB (Corporate) Officers, who shall act as the “Review and Award Committee” in this regard.

- C. Records: Upon the dissolution of the HLB (Corporation), its books, records, Charter, and any and all other pertinent materials shall be transferred and delivered promptly into the custody of such custodian as shall be designated by the Board of Directors.

I HEREBY CERTIFY that the above Bylaws were adopted on ~~August 31, 2018~~ by The Board of Directors.

Commented [RK-PCM5]: This should be revised to be adopted at the first meeting of the new BOD.

BOARD CHAIR SIGNATURE

SECRETARY SIGNATURE

DRAFT

Dear [Mayor/Admin/Chair]:

I am sending this correspondence on behalf of the Pinellas County Homeless Leadership Board (HLB), which currently serves as the Continuum of Care (CoC) Lead Agency and Collaborative Applicant under the Federal Department of Housing and Urban Development (HUD) guidelines. [NAME] serves as your delegate to the HLB, and you are receiving this correspondence as your [COMM/AGENCY] is a signatory to the Interlocal Agreement entered into on XXX, XXXX, a copy of which is enclosed for your review.

As your delegate may have informed you, the HLB is currently revisiting its governance structure in order to maintain compliance with the federal regulations that govern our organization. Maintaining compliance with these regulations will help to ensure that Pinellas County continues to receive federal assistance under the available funding from HUD to meet the community goal that homelessness in Pinellas County is rare, brief, and non-recurring.

Part of the HLB's governance structure includes the referenced Interlocal Agreement. The organization currently operates as both the CoC Board and a Florida not-for-profit corporation. However, this structure was not contemplated by HUD and our community has consistently lost points in HUD grant reviews due to our governance structure. In order to remedy this, the HLB Board of Directors has voted to officially bifurcate the organization into the CoC Board and the Pinellas County Homeless Leadership Board, Inc., which will be an independently operated not-for-profit intended to serve as the Lead Agency for the CoC and the Collaborative Applicant for HUD funding opportunities for Pinellas County.

The new CoC Board will have a membership structure for community partners and government agencies to participate in forming the policies and directives for our community to move forward with eradicating homelessness. Government agencies that choose to participate will be granted an automatic seat on the CoC Board of Directors, and other directors will be elected by the membership of the CoC. The CoC would like to request your continued membership and participation in our efforts and support of the work we do in our community.

The HLB is not a member or signatory to the Interlocal Agreement, which is set to sunset on XXX, XXXX. Therefore, the CoC is requesting the signatories either dissolve the Interlocal Agreement, or allow it to sunset as the document provides. The CoC Board will continue to operate in the Sunshine and be subject to Florida's public records laws. We anticipate that this change will bring new opportunities for growth in within our community.

If you have any questions, please feel free to contact either myself, or our Board Attorney Regina Kardash at (941)306-4730 or RKardash@swflgovlaw.com.

MEMORANDUM OF UNDERSTANDING

BETWEEN

FL-502-ST. PETERSBURG, CLEARWATER, LARGO/PINELLAS COUNTY CONTINUUM OF CARE

AND

PINELLAS COUNTY HOMELESS LEADERSHIP BOARD, INC.

WHEREAS the FL-502-St. Petersburg, Clearwater, Largo/Pinellas County Continuum of Care (Pinellas CoC) adopted a revised Governance Charter on June 07, 2019; and

WHEREAS the Pinellas CoC serves the geographic area of the FL-502 Continuum of Care (CoC), which encompasses all of Pinellas County, to:

- Promote a community-wide commitment to the goal of ending homelessness;
- Provide funding for efforts by nonprofit providers, states and local governments to rehouse homeless individuals and families rapidly while minimizing the trauma and dislocation caused to homeless individuals, families, and communities as a consequence of homelessness;
- Promote access to and effective use of mainstream programs by homeless individuals and families;
- Optimize self-sufficiency among individuals and families experiencing homelessness; and

WHEREAS the Pinellas CoC shall develop policies and procedures conforming to the U.S. Department of Housing and Urban Development requirements detailed in 24 CFR part 578 to designate an eligible organization to serve as the Collaborative Applicant to provide services outlined in this Memorandum of Understanding; and

WHEREAS the Pinellas CoC shall develop policies and procedures conforming to the U.S. Department of Housing and Urban Development (HUD) requirements detailed in 24 CFR part 578 to designate an eligible organization to serve as the Homeless Management Information System (HMIS) Lead Agency to provide services outlined in this Memorandum of Understanding; and

WHEREAS the Pinellas CoC shall develop policies and procedures conforming to the State of Florida Statute 420.623 and 420.624 to designate an eligible organization to serve as the CoC Lead Agency to provide services outlined in this Memorandum of Understanding; and

WHEREAS the Pinellas CoC has designated its Leadership Board to sign this Memorandum of Understanding on its behalf; and

WHEREAS the Pinellas County Homeless Leadership Board, Inc., a 501(c)(3) nonprofit organization, has been designated as the "Collaborative Applicant" by the Pinellas CoC, and as such is the sole eligible applicant for HUD CoC Planning Grant funds, and shall manage the required HUD process on behalf of the CoC to ensure the maximum amount of funds are received by the CoC jurisdiction and that the CoC is in compliance with all applicable HUD rules and regulations; and

WHEREAS the Pinellas County Homeless Leadership Board, Inc., a 501(c)(3) nonprofit organization, has

been designated as the "HMIS Lead Agency" by the Pinellas CoC, and as such is the sole eligible applicant for HUD CoC HMIS project grant funds, and shall manage the HMIS as required by HUD and that the CoC is in compliance with all applicable HUD rules and regulations; and

WHEREAS the Pinellas County Homeless Leadership Board, Inc., a 501(c)(3) nonprofit organization, has been designated as the "CoC Lead Agency" by the Pinellas CoC, and as such is responsible for the annual Challenge funds application on behalf of agencies within the CoC catchment area, apply for the CoC Lead Agency staffing dollars through the State of Florida, and other state homeless funding, shall manage the CoC and ensure the CoC is in compliance with all applicable Florida Statute 420.623, 420.624 and related rules and regulations;

NOW THEREFORE, in consideration for the mutual exchange of promises to perform as herein stated, the receipt and sufficiency of which is hereby acknowledged, The parties agree to the following:

ROLES AND RESPONSIBILITIES OF THE PINELLAS COUNTY HOMELESS LEADERSHIP BOARD, IN ITS ROLE AS COLLABORATIVE APPLICANT:

1. Conduct the HUD CoC Program grant process, which will include but is not limited to:
 - a. Plan and coordinate a collaborative grant process within the CoC catchment area.
 - b. Staff a performance, scoring, and ranking committee that:
 - i. Establishes CoC priorities that align with HUD's priorities, as stated in the Notice of Funds Availability (NOFA) or related materials;
 - ii. Scores projects using an objective set of criteria based on CoC priorities, performance, and such other objective criteria deemed appropriate; and
 - iii. Ranks projects according to the NOFA's instructions.
 - c. Develop an application timeline and project proposal process consistent with the requirements of the HUD CoC NOFA.
 - d. Prepare the application for CoC Leadership Board approval.
 - e. Submit the consolidated application to HUD.
2. Apply for HUD planning dollars and provide the match required for the planning grant.
3. Develop in cooperation with CoC committees, CoC performance targets appropriate for each population and program type based on HUD performance standards identified in HUD guidance, NOFAs and notices.
4. Conduct performance monitoring, evaluation and reporting of all CoC program and ESG program recipients and sub-recipients.
5. Develop a quality improvement plan (QIP) and provide technical assistance for underperforming projects.
6. Provide required reports to HUD.
7. In collaboration with CoC committees and the CoC Leadership Board, establish written standards for HUD-funded and state-funded recipients and sub-recipients.
8. Serve as liaison between CoC-funded projects and the local HUD Field Office located in Jacksonville, FL.

ROLES AND RESPONSIBILITIES OF THE PINELLAS COC LEADERSHIP BOARD:

1. Approve policies and procedures for performance monitoring, evaluation, corrective plans and reporting for all CoC Program and ESG recipients and sub-recipients.
2. Ensure that any potential or perceived conflicts of interest are addressed in an effective, open, and timely manner.

3. Collaborate to secure and align local public and private funds, state funds, and federal funds to prevent and end homelessness.
4. Review and approve the funding application and response to HUD's annual CoC Program NOFA for homelessness assistance resources.
5. Approve CoC performance targets appropriate for each population and program type.
6. Approve written standards for HUD-funded and state-funded homeless projects.
7. Conduct an annual performance review of the Collaborative Applicant.

ROLES AND RESPONSIBILITIES OF THE PINELLAS COUNTY HOMELESS LEADERSHIP BOARD, IN ITS ROLE AS HMIS LEAD AGENCY:

1. Oversee day-to-day administration and operation of HMIS.
2. Maintain relationship and active contract in good standing with the selected HMIS software vendor.
3. Maintain current all licenses and user agreements.
4. Maintain a working relationship with all covered homeless provider organizations.
5. Develop and implement HMIS-related trainings for end users.
6. Develop and follow a data quality plan.
7. Develop and follow a data security and privacy plan.
8. Produce standard reports and customized reports, as applicable and requested by member agencies.
9. Maintain compliance with HUD's current data standards.
10. Staff HMIS and data committees.
11. Provide mandatory reporting to HUD- AHAR and other reports, as required.
12. Develop HMIS project application and provide required match for annual consolidated application.
13. Submit annual Point in Time Count results to HUD.
14. Submit annual Housing Inventory Count results to HUD.
15. Generate an annual gaps analysis based on HMIS data and additional data available.

ROLES AND RESPONSIBILITIES OF THE PINELLAS COC LEADERSHIP BOARD WITH REGARD TO HMIS:

1. Approve policies and procedures for performance monitoring, evaluation, corrective plans and reporting for all CoC Program and ESG recipients and subrecipients.
2. Ensure that any potential or perceived conflicts of interest are addressed in an effective, open, and timely manner.
3. Review and approve the HMIS project application as a response to HUD's annual CoC Program NOFA for homelessness assistance resources.
4. Approve CoC performance targets appropriate for each population and program type.
5. Conduct an annual performance review of the HMIS Lead Agency.

ROLES AND RESPONSIBILITIES OF THE PINELLAS COUNTY HOMELESS LEADERSHIP BOARD, IN ITS ROLE AS COC LEAD AGENCY:

1. Staffing of CoC activities in accordance with Florida Sunshine Law, which includes but is not limited to:
 - a. Membership meetings -logistics, agendas, minutes;
 - b. CoC Leadership Board meetings -logistics, agendas, minutes;
 - c. Committee meetings -logistics, agendas, minutes;
 - d. Board and member support;
 - e. Board and member development and recruitment.

2. Record keeping of all CoC-related documents in accordance with Florida Sunshine Law.
3. Advocacy and outreach within and to the community.
4. CoC Planning, to include but is not limited to:
 - a. Ranking committee for state funded projects;
 - b. Development of a homeless continuum of care plan.
5. Collaborate to secure and align local public and private funds, state funds, and federal funds to prevent and end homelessness.
6. Apply for state funds on behalf of the CoC.
7. Apply for local funds on behalf of the CoC.
8. Manage state funded projects.
9. Monitor of state funded projects.
10. Update and maintain CoC-related social media.
11. Update and maintain CoC website.
12. Complete and submit State of Florida mandated reporting.
13. Development of quality improvement plan (QIP) and possible TA for state and locally funded underperforming projects

ROLES AND RESPONSIBILITIES OF THE PINELLAS COC LEADERSHIP BOARD WITH REGARD TO COC LEAD AGENCY:

1. Approve policies and procedures for performance monitoring, evaluation, corrective plans and reporting for all CoC Program, state funded recipients and subrecipients.
2. Ensure that any potential or perceived conflicts of interest are addressed in an effective, open, and timely manner.
3. Collaborate to secure and align local public and private funds, state funds, and federal funds to prevent and end homelessness.
4. Review and approve the project applications for State funding.
5. Approve CoC performance targets appropriate for each population and program type.
6. Conduct an annual performance review of the CoC Lead Agency.

DURATION AND RENEWAL

Except as provided in the TERMINATION section, the duration of this MOU shall be from January 1, 2020 through December 21, 2023. This agreement shall renew automatically unless either party gives notification pursuant to the TERMINATION section.

AMENDMENTS/NOTICES

The MOU may be amended in writing by either party and is in effect upon signature of both parties. Notices shall be mailed, emailed or delivered to:

1. Chair of the CoC Leadership Board
2. Chief Executive Officer of the Pinellas County Homeless Leadership Board, Inc.

TERMINATION

Either party may terminate this MOU at a date prior to the renewal date specified in the MOU by giving 120 days written notice to the other party. The termination shall be effective on the date specified in the notice of termination.

Signatures:

Chair, Pinellas Continuum of Care Board

Chief Executive Officer,
Pinellas County Homeless Leadership Board, Inc.

Date

Date

DRAFT



AGENDA ITEM DESCRIPTION FORM

Meeting Name:	Executive & HMIS Governance Committee
Meeting Date:	September 16, 2019
Item Title:	Board Tenure as of September 2019
Agenda Item Number:	5
Name of Staff Member Submitting:	Susan Myers
Background:	Status of Board Officers, Elected and Appointed Members as of September 2019.
Budget Impact (if any):	N/A
Staff Recommendation:	N/A
CEO Approval:	<i>Susan Myers, CEO</i> – Approved, 09 12/19

BOARD ONLY - as of September 2019

Appointed	Started			
Butler, Rick	May 2018			
Carr, Nicole	December 2018 (attendance records)			
Cundiff, Bob	Appointed by Clearwater April 2016 (letter on file)			
Dillinger, Bob	March 2012 (election records)			
Donovan, Connor	March 2019			
Foster, Amy	February 2014			
Gaultieri, Robert	June 2012			
Holck, Donna	March 2017			
Justice, Charlie	January 2019			
Sabiel, Keith	May 2018			

Elected	Began First Term	End of Current Term(s) Left	Term(s) Left	Notes
Baird, Melissa	March 2017	December 2019	1	
Cooley, Duggan	December 2017	December 2019	2	
Cox, Trenia	January 2019	December 2019	2	
Eisenbeis, Keri	January 2019	December 2019	0	resigning at end of 2019
Forsythe, Lariana	September 2019 (filling Beth Houghton's seat)	December 2020	2	
Hendricks, Paul	January 2019	December 2019	0	no longer able to serve 9.6.19
Jalazo, Michael	October 2018	December 2020	2	
Johnson, Debbie	December 2017	December 2019	2	
King, Sean	December 2016	December 2020	1	
Lott, April	January 2016	December 2019	1 (if elected to represent Providers Council)	
Picard, Sam	January 2019	December 2019	2	
Qualls, Pam	January 2018	December 2019	0	
Simmons, Shadai	October 2018	December 2019	0	resigned 9.6.19
Stoleo Redd, Robbin	December 2017	December 2019	2	
Sousa, Thomas	December 2018	December 2019	2	

Officers	Started	End of Current Term(s) Left	Term(s) Left	
Foster, Amy - Chair	January 2017 as Chair	December 2019	0	
Holck, Donna - Vice Chair	January 2019 as Vice Chair	December 2020	1	
King, Sean, At Large Vice Chair	January 2018 as At Large Vice Chair	December 2019	1	
Johnson, Debbie - Treasurer	January 2018 as Treasurer	December 2019	1	
Baird, Melissa - Secretary	January 2019 as Secretary	December 2020	1	

Policies

- CoC voting privileges are contingent upon compliance with dues payment.
- Membership application must be completed and submitted with payment.
- One membership = one vote. Organizations may have more than one representative attend meetings and should designate the voting member.
- Dues are paid annually and are effective October 1st through September 30th to match the fiscal year and are non-refundable.

Dues are \$30 for individuals and \$100 for agencies.



Pinellas County Homeless Leadership Board

647 First Avenue North
St. Petersburg, FL 33701

Phone: 727-582-7292
Email: info@pinellashlb.org
www.pinellashomeless.org



Pinellas Continuum of Care (CoC)

Become a Continuum of Care Member

If you are passionate about homelessness, join the Pinellas Continuum of Care (CoC) and partner with other community members to develop solutions to end homelessness in Pinellas County.

The Pinellas Continuum of Care (CoC)

Per the U.S. Department of Housing and Urban Development (HUD), representatives from relevant organizations within a geographic area shall establish a CoC for the geographic area to carry out the duties outlined in the CoC Governance Charter. The Pinellas CoC is a group of stakeholders with a shared community vision of making homelessness rare, brief, and one-time.

Become a member today by completing a Membership Application and sending in your dues.

Membership in the Pinellas CoC

Per HUD, membership in the CoC should ensure a community wide commitment to preventing and ending homelessness and must represent the entire geographic area covered by the Pinellas CoC. The Pinellas CoC's mission is to coordinate all community partners, systems, and resources available with the goal of helping individuals and families to prevent, divert, and end homelessness in Pinellas County.

The following parties are represented on the Pinellas CoC Lead Agency. An official membership list is documented and published by the CoC Lead Agency.

- *Non-profit Homeless Assistance Providers*
- *School Districts*
- *Victim Service Providers*
- *Social Service Providers*
- *Faith-Based Organizations*
- *Mental Health Agencies*
- *Governments*
- *Hospitals*
- *Local Municipalities*
- *Universities*
- *Businesses*
- *Affordable Housing Developers*
- *Advocates*
- *Law Enforcement*
- *Public Housing Agencies*
- *Persons who are/have experienced homelessness*
- *Veteran Service Organizations*

Non-Voting Members

Any person who attends at least one membership meeting per calendar year is considered a Non-Voting Member in good standing of the Pinellas CoC. Non-Voting Members receive information from the Pinellas CoC; including, but not limited to, meeting notices, CoC meeting minutes, and CoC reports. To remain in good standing, Non-Voting Members must attend at least one membership meeting a calendar year in order to maintain their membership. The CoC holds four quarterly membership meetings per year.

Voting Members

Voting on CoC Board members - membership must be established for a minimum of two weeks prior to any voting. Voting Members of the Pinellas Continuum of Care will retain their membership and voting status as long as they are in good standing. To remain in good standing, members must attend 50% of the regularly scheduled meetings within a calendar year.

Agency/Organization Members - In order to become a voting member of the Pinellas CoC, a representative of an agency must be a member of the Pinellas CoC in good standing, be located or provide services in the geographical area, and complete a Pinellas CoC Voting Member Application Form. Each application will be reviewed and approved by the CoC Lead Agency and Secretary of the CoC Board following CoC-approved application standards. Once the application form has been approved and the attendance requirements met, the CoC Lead Agency will notify the agency of their voting status. There is no minimum or maximum number of voting members on the Pinellas CoC.

An agency/organization may submit an application to receive voting status after attendance at one CoC meeting. An agency/organization may identify two (2) persons who may vote on behalf of the agency/organization. Only one (1) representative of an agency/organization may cast a vote on each action. In the event that neither representative can attend a duly called meeting, he or she may, with prior notice to the Chair, designate a proxy. Designations of proxies to conduct business should be rare. If a CoC voting member is unable to routinely conduct business, the agency/organization should seek to assign representation to another individual.

Individual Members - An individual who does not work for or represent an agency/organization may be nominated and elected as a voting member of the CoC to represent themselves. An individual may submit an application to become a voting member after their attendance at one CoC meeting.

Benefits of Membership

- Participation in membership meetings to network and exchange information, and to receive updates on issues affecting homeless services at the local, state and national levels.
- Participation in critical committees and work groups that coordinate homeless services, data management, strategic planning, and address issues as they emerge.
- Weekly e-newsletter highlighting events and issues that affect homeless advocacy.
- A resource link to your agency on the HLB's website.
- E-mail alerts and reminders on critical issues and meetings.
- Assistance with grant applications and program designs benefiting the CoC, including the completion of the annual CoC application to HUD.
- CoC members may be elected to serve on the CoC Leadership Board.

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