

HOMELESS MANAGEMENT INFORMATION SYSTEM ADVISORY TASK FORCE

BYLAWS

ARTICLE I Members

Section 1. General Powers. As set forth in its Charter, the Homeless Management Information Systems Advisory Task Force (“HMIS Task Force” or “Task Force”) advises the Minnesota Housing Finance Agency (“Minnesota Housing”) on policy, planning, priorities and operational matters concerning the implementation and administration of the Homeless Management Information System (“HMIS”) collaboration; serves as a forum for broader stakeholder engagement, program coordination, policy, planning, and operation of the HMIS collaboration; serves as the point of collaboration among the Continuums of Care (“CoCs”), State agencies, tribes, affected communities, the State Director to Prevent and End Homelessness and the Interagency Council on Homelessness; and performs such other duties as are specifically set forth in its Charter.

Section 2. Number and Composition. The Task Force will be comprised of fifteen (15) Members, as follows: four (4) CoC representatives; three (3) State agency representatives including one from Minnesota Housing and one from the Department of Human Services; one (1) tribal representative; and seven (7) community members.

Section 3. Qualifications. Each Member shall demonstrate his or her willingness to accept responsibility for the operation of the Task Force and his or her availability to participate actively in Task Force activities. In addition, all Members shall bring a statewide perspective, demonstrate leadership, think strategically, be empowered to speak for their constituencies, and be willing, able, and committed to attending regular meetings of the Task Force. Members shall be selected to bring a variety of interests and expertise to the Task Force.

Section 4. Term of Office. Members shall serve for a term of three (3) years, subject to the statutorily limited duration of the Task Force and the Commissioner’s renewal of its authority. Upon expiration of a Member’s term, the Member may be re-appointed for additional three-year terms. Members holding seats as community members may serve up to two consecutive three-year terms, plus any partial term if less than three years (such as to fill a vacancy or the initial term to establish staggered terms for the Task Force).

Section 5. Appointment Process. Members of the Task Force shall be appointed by the Commissioner of Minnesota Housing (the “Commissioner”). The Task Force shall recommend candidates to the Commissioner for appointment to the Task Force as follows: the CoCs shall recommend the CoC representatives, each State agency named in Section 2 above shall recommend its representative, the Interagency Council on Homelessness shall recommend the third State agency representative, the participating tribes shall recommend their representative, and the Task Force shall develop a nominations process for recommending candidates to serve as community members. If the office of any Member becomes vacant for any reason, the Task

Force may recommend a successor for appointment by the Commissioner to hold office for the remainder of that position's term of office, using the same nomination process used for regular appointments. A vacancy may be filled immediately or at the next date of annual appointments. The presence of a vacancy shall not affect the validity of actions taken by the Task Force.

Section 6. Training. New Members shall participate in and complete Task Force orientation. In addition, all Members shall participate in and complete ongoing training as determined necessary by the Chair.

Section 7. Resignation and Removal of Members. Any Member may resign at any time by giving written notice of such resignation to the Secretary of the Task Force (the "Secretary"). Such resignation shall be effective upon delivery, unless a later date is specified in the notice. Members may recommend to the Commissioner the removal of a Member upon an affirmative vote of not less than two-thirds (2/3) of all Members then in office, excluding the Member proposed for removal. In addition, the Commissioner may remove a Member at any time.

ARTICLE II **Meetings**

Section 1. Place and Time of Meetings. The Task Force may hold its regular and special meetings at such places as determined by the Chair of the Task Force or his or her designee unless the Members, upon an affirmative vote of not less than two-thirds (2/3), determines otherwise. The Members may determine that one or more meetings of the Task Force shall be held solely by means of remote communication pursuant to Section 8 below. Such authorization may be general or confined to specific instances.

Section 2. Regular Meetings. The Task Force shall hold regular meetings as the Chair, or his or her designee, shall determine. At each regular meeting, the Members shall conduct such business as may properly come before the meeting.

Section 3. Special Meetings. Special meetings of the Task Force may be called: (a) by the Chair, (b) upon written request of any five (5) or more Members of the Task Force, or (c) by the Commissioner. The person or persons entitled to call a special meeting may make a written request to the Secretary to call the meeting, the Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting.

Section 4. Notice of Meeting. Notice shall be given according to the procedures set out by these Bylaws and such other procedures as may be necessary to comply with the Open Meeting Law, Minnesota Statutes Chapter 13D, as it may apply to the Task Force's meetings.

Not less than five (5) days' written notice of a regular meeting and three (3) days' written notice of a special meeting of the Members, excluding the day of the meeting, shall be given to all Members. No notice of any meeting, regular or special, need state the purposes of the meeting except as may be specifically required by these Bylaws or otherwise required by law.

Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Member of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary.

Notwithstanding the foregoing, no written notice of any meeting of the Members is required if the date, time and place of the meeting was announced at a previous meeting of the Members. Any Member may waive notice of any meeting in writing before, at, or after a meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 5. Quorum and Voting. The presence of a majority of the Members of the Task Force shall constitute a quorum for the transaction of business at any meeting of the Members, but the Members present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of Members originally present leaves less than the proportion or number otherwise required for a quorum. Participation in a meeting by remote communication pursuant to Section 8 below constitutes presence at a meeting. At any meeting of the Members, except as otherwise provided in the Charter or these Bylaws, each Member present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Members present at any meeting shall be sufficient to transact any business. Proxy voting shall not be permitted.

Section 6. Rules of Procedure. The Members may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Charter, these Bylaws, or Minnesota law. In the absence of Member action, the Chair may establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Charter, these Bylaws, or Minnesota law. The Task Force may close a meeting to the public only if doing so is in compliance with the Open Meeting Law, as it may apply to the Task Force.

Section 7. Action without Meeting. To ensure compliance with the Open Meeting Law, the Task Force may only take action at a meeting of the Task Force, and may not take action in writing or by email outside of a meeting.

Section 8. Remote Communications for Meetings. Members of the Task Force may participate in a meeting by means of conference telephone or by another means of remote communication, so long as that Member, other Members so participating, and all Members present at the meeting may participate with each other during the meeting and the use of such remote communication complies with the requirements of the Open Meeting Law as they apply to the Task Force.

ARTICLE III
Officers

Section 1. Number. The Task Force shall have the following Officers: (a) a Chair; (b) a Vice Chair; and (c) a Secretary. Except as provided in these Bylaws, the Task Force shall fix the powers and duties of all Officers.

Section 2. Appointment Process. The Chair, Vice Chair and Secretary shall be appointed by the Commissioner. The Task Force may, but is not required to, recommend candidates for Chair, Vice Chair and Secretary for appointment by the Commissioner. Subject to these Bylaws, the Task Force may also elect or appoint one or more additional Officers or assistant Officers as it may deem convenient or necessary.

Section 3. Chair. The Chair shall preside at meetings of the Task Force and shall perform such other duties as prescribed by the Charter and these Bylaws, and as may be prescribed by the Task Force from time to time. The Chair must be a Member of the Task Force.

Section 4. Vice Chair. The Vice Chair shall have such powers and perform such duties as the Chair or Task Force may prescribe from time to time. In the absence of the Chair or in the event of the Chair's death, inability, or refusal to act, the Vice Chair shall perform the duties of the Chair, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair. The Vice Chair must be a Member of the Task Force.

Section 5. Secretary. The Secretary shall be responsible for ensuring that all actions and the minutes of all proceedings of the Task Force are recorded, and shall be responsible for all documents and records of the Task Force. He or she shall give or cause to be given any required notice of meetings of the Task Force, and shall provide to all Members within thirty (30) days after each meeting copies of all said actions and minutes of said proceedings, and shall perform such other duties and have such other powers as the Task Force may from time to time prescribe. The Secretary need not be a Member of the Task Force.

ARTICLE IV
Committees

The Task Force may establish one or more committees as may be specified in resolutions approved by the affirmative vote of a majority of the Members. Such committees shall at all times be subject to the direction and control of the Task Force, and shall have such authority to act or make recommendations, and such membership, as shall be set forth in the resolutions establishing the committee.

ARTICLE V
Conflict of Interest

Section 1. Policy. It shall be the policy of the Task Force that all Officers and Members thereof shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Task Force in any and all actions taken by them on behalf of the Task Force in

their representative capacities. Officers and Members shall comply with all governmental statutes, ordinances and regulations.

Section 2. Definitions. The following are considered a “direct or indirect interest or a relationship” which would trigger this Conflict of Interest Policy. As a result, the requirements of Section 3 below must be met if the Task Force is contemplating an action that directly involves any of the following:

- a. an Officer, Member, or person in a position to exercise substantial influence over the affairs of the Task Force, or a member of the family of such person (a member of the family is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister);
- b. an organization in which an Officer, Member, or person in a position to exercise substantial influence over the affairs of the Task Force, or a member of the family of such person, is a director, officer, or legal representative; or
- c. an organization in which an Officer, member, or person in a position to exercise substantial influence over the affairs of the Task Force, or a member of the family of such person, has a material financial interest.

Section 3. Procedures.

- a. Any Member who has an actual or possible conflict of interest must disclose the existence and nature of the conflict to the Chair. The disclosure must be made at or prior to the meeting of the Task Force during which the Members are considering the proposed action.
- b. The Task Force shall determine whether an actual conflict of interest exists.
- c. If the Task Force determines that an actual conflict exists, the Member with the conflict of interest may make a presentation at the meeting at which the action will be discussed, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the action that results in the conflict of interest.
- d. The Task Force may take an action involving a conflict of interest if the material facts about both the action and the Member’s interest in the action are either fully disclosed or known to the Members of the Task Force. In such cases, the action must be authorized, ratified, or approved in good faith by a majority of the Members present and entitled to vote thereon. The vote of any interested Member does not count for purpose of determining what constitutes a majority vote, and the presence of any interested Member at a meeting at which such a vote is taken does not count in determining the presence of a quorum.
- e. Members shall deliver to the Chair an annual disclosure of known potential conflicts.

ARTICLE VI
Amendments

The Members may amend these Bylaws to omit or include any provision which could be lawfully omitted or included at the time of such amendment. Any number of amendments, or an entire revision of the Bylaws, may be voted upon at a meeting of the Members and shall be adopted at such meeting upon receiving an affirmative vote of two-thirds (2/3) of the Members who are present at the meeting and entitled to vote on the proposed amendment or revision. Any such amendments to the Bylaws must be approved by the Commissioner to be effective.

The Members may also recommend to the Commissioner amendments to the Charter, with the affirmative vote of two-thirds (2/3) of the Members who are present at a meeting. Any such amendments to the Charter must be adopted by the Commissioner to be effective.

CERTIFICATION OF ADOPTION

HOMELESS INFORMATION SYSTEM ADVISORY TASK FORCE:

The undersigned, as Secretary of the Homeless Management Information System Advisory Task Force, hereby certifies that the foregoing Bylaws of the Task Force were adopted by resolution of the Task Force at a meeting held on _____, 2015.

Secretary

COMMISSIONER OF THE MINNESOTA HOUSING FINANCE AGENCY:

The foregoing Bylaws are hereby approved.

Mary Tingerthal, Commissioner

Date: _____