Chatham Savannah Authority for the Homeless

BYLAWS

ARTICLE I
NAME

The name of this Authority shall be the Chatham-Savannah Authority for the Homeless.

ARTICLE II

NATURE AND PURPOSE

1. **Nature**. The Chatham-Savannah Authority for the Homeless was created by Act No. 278 of the 1989 session of the General Assembly of the State of Georgia (hereinafter the "Act") and approved by Governor Joe Frank Harris on March 30, 1989. The Authority shall be deemed an instrumentality of the State of Georgia, a public corporation, and a public Authority.
2. **Purpose**. The purposes for which the Chatham-Savannah Authority for the Homeless is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The purposes of the Authority shall perpetually remain charitable in nature and are set forth in Section 7 of the amended Legislative Act, as follows:
    a. To provide all data, insights, and other information to the Interagency Council on Homelessness for Chatham-Savannah to use in developing, and in amending from time to time, a comprehensive plan for public and private agencies to effectively provide services for people experiencing homelessness.
    b. To coordinate, evaluate, and provide the U.S. Department of Housing and Urban Development required operations of the CoC and support the implementation and carrying out of the comprehensive plan developed by the Interagency Council on Homelessness for Chatham-Savannah.
    c. To contract with public and private agencies for the purposes of the subsections (a) and (b) of this section and for such public and private agencies to provide programs and services to persons experiencing homelessness in order to carry out

the provisions of the comprehensive plan developed by the Interagency Council on Homelessness for Chatham-Savannah.

d. To offer services, including administration and implementation of a homeless management information system, coordinated entry, leading the U.S. Department of Housing and Urban Development required annual Point In Time Count, submission of the U.S. Department of Housing and Urban Development notice of funding opportunity community application, coordination of the local notice of funding opportunity competition, street outreach, encampment engagement, case management, crisis intervention and referral, housing, and other related services to persons experiencing homelessness.

3. **Prohibition**. Notwithstanding any other provision of these Bylaws, this organization shall not carry on any activities not permitted to be executed by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III
POWERS AND DUTIES OF THE AUTHORITY

1. The composition, powers and duties of the Authority are defined in the Act, which shall be an addendum to these bylaws. The Authority shall govern itself in accordance with the rights, powers and duties contained therein and which are otherwise provided by laws.
2. The Authority shall not change the number of board members or the appointing authorities unless allowed to do so under the authority granted in the Act, including as it may be amended.

ARTICLE IV
MEMBERSHIP OF THE AUTHORITY'S BOARD OF DIRECTORS

1. **Composition**. The Authority shall be composed of appointed members as set forth in the Act as adopted or hereafter amended. The Authority shall be composed of ~~21~~ 13 members as follows at the time of enactment of these by law:
    a. Two members shall be appointed by the City Council;
    b. Two members shall be appointed by the County Commission;
    c. The Board Chair, the appointees from the County and the City, and the executive committee shall select the remaining board members.
    d. One member shall presently be experiencing or in the past shall have experienced homelessness.

2. **Terms of Appointment**.
    a. The terms of each appointee shall be three years.

b. In no event shall any member serve more than two consecutive, three-year terms of office.

c. All appointments will terminate on June 30th of the year. If asked by the remaining board, that member may remain a voting member of the board until a successor is appointed.

d. Vacancies shall be filled by the original appointing agency or entity. Should any appointing agency or entity fail to appoint an available seat on the board, then the Executive Director shall communicate that vacancy to the appointing agency.

e. It shall be the duty of the Executive Director to communicate with each appointing body the names of those individuals the Authority would like to be appointed. Nothing contained in this obligation to nominate shall in any way bind the appointing authority.

3. **Residence.** All members shall be residents of Chatham County.

4. **Compensation**. Members shall receive no compensation.
5. **Attendance**. All members shall attend regularly scheduled board meetings of the Authority.
    a. Members may be excused from Board Meetings by contacting the Chairperson, Vice Chair, or Executive Director at least 24 hours prior to the meeting.
    b. Should any member have two consecutive, unexcused absences, then the member may be removed as allowed herein.

6. **Removal of Members**. The Authority may, by a majority vote of its full membership remove any member of the Authority if a member fails to attend the regular meetings of the Authority or if a member otherwise fails to perform the duties and responsibilities required of members of the Authority.
    a. Prior to removal for absences, the Secretary of the Authority shall promptly notify the appointing authority that its appointed member has missed two consecutive meetings without prior notice. The appointing authority shall be given sufficient time to respond to the Authority's communication before any action is taken. Should the appointing authority offer a resolution other than removal, the executive committee shall give due deference to the request.
    b. Any vacancy created by the removal of a member as provided in the subsection shall be filled for the unexpired term in the same manner as others.

ARTICLE V
OFFICERS

1. **Officers Named.** The officers of the Authority shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer.
2. **Election of Officers.** Officers shall be elected from among the members of the Authority.
3. **Removal from Office**. An officer may be removed from office by the majority vote of the full-appointed membership.
4. **Powers and Duties of Officers.** The powers and duties of each officer shall be as follows:
    a. **Chairperson.**
        i. Preside at all meetings of the authority and all meetings of the Executive Committee created herein.
        ii. Appoint committees of the Authority as needed subject to the approval of a majority of the members present at meetings of the Authority and sign all interagency and intergovernmental agreements with the Authority.
        iii. Be an ex-officio member of all standing and ad-hoc committees;
        iv. In conjunction with the Executive Director, prepare an agenda for all meetings of the Authority.
        v. In conjunction with the Executive Director, shall ensure all new Board member will be advised of the policies contained herein regarding conflict; and,
        vi. Shall serve a two-year term.
        vii. The chair shall serve on the board of the Interagency Council on Homelessness for Chatham-Savannah.

    b. **Vice-Chairperson**.
        i. Exercise all the powers and discharge all the duties of the Chairperson during his/her absence or disability or when a vacancy occurs in the office of the Chairperson.
        ii. In the absence of the chair of the Authority, the Vice-Chair may call a meeting of the Authority and preside at meetings thereof.
        iii. The Vice Chairperson shall become the next Chairperson of the board unless otherwise voted by the Board; and,
        iv. Shall serve a two-year term.
    c. **Secretary.**
        i. Shall keep the minutes of the proceedings of the authority with the assistance of the Executive Director or her designee. They shall also authenticate, by signature, the minutes after the Board's adoption at the following meeting.
        ii. Serve as custodian of the records of the Authority for the purposes of formal request.
        iii. In the absence of the Chair and vice-Chair, the secretary may preside over the Authority's regularly schedule meetings.
        iv. Authenticate, by signature, all resolutions adopted by the Authority along with the Chairperson.

v. Perform such other duties as the Authority or the Chairperson may from time-to-time assign; and,
vi. Shall serve a two-year term.

d. Immediate Past Chairperson.

i. Shall serve a one-year term on this committee.
ii. Service on this committee does not affect any term, or lack thereof, as a member of the Board of Directors.
iii. Service on this committee does not convey the right to vote as a member of the Board of Directors.

e. Treasurer.

i. Oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results.
ii. Shall serve a two-year term.
iii. Shall perform all duties properly required by the Board of Directors or the board president; and,
iv. May appoint, with the approval of the board, a qualified fiscal agent or member of the staff to assist in the performance of all or part of the duties of the treasurer.

f. Member at Large

i. Shall be selected by the Chairperson and serve a one-year term.
ii. Shall be selected from a member of the Board of Directors.

ARTICLE VI

POWERS AND DUTIES OF THE EXECUTIVE DIRECTOR

1. **Executive Director Position Authorized**. The Authority may hire an Executive Director for the performance of its purposes.
2. **Hiring of the Executive Director.** When filling the position of the Executive Director, the Chair of the board shall appoint a Search Committee which will conduct a competitive search. Recommendations for appointment will be presented to the Executive Committee for consideration of appointment and confirmed by the majority vote of the full board.
3. **Duties of Executive Director.**
   a. The Executive Director shall be ex-officio, non-voting member of the Authority and shall participate in all board and committee meetings.
   b. The Director shall be responsible for the planning and daily management of the specified activities of the Authority in accordance with the policies of the Board whether expressed by the entirety or the Executive Committee.
   c. In conjunction with the Chairperson, prepare an agenda for all meetings of the Authority.
   d. To ensure that all members of the Authority are aware of the Conflict rules contained herein and sign an annual acknowledgement of the same in July.
   e. To attend, whenever possible, all meetings of the Authority or its committees.

f. The Executive Director shall report to the Executive Committee and adhere to agreed upon performance objectives set forth in annual performance reviews.
g. Shall give notice of meetings of the Authority to the members of the Authority in compliance with these Bylaws, the Act and Georgia law.
h. Keep the authority in compliance with all federal, state, and local laws and regulations including Georgia's Open Meeting and Open Records laws.

ARTICLE VII
GENERAL PROCEDURES

1. **Regular Meetings**.
    a. The Authority shall meet no fewer than ~~11~~ 6 times during each calendar year on the call of the chair of the Authority and shall also have an additional annual meeting.
    b. The chair of the board shall call an organizational meeting after the City of Savannah and Chatham County have each appointed its respective representatives, but no later than 45 days after the amended Legislative Act, amended in 2025, becomes effective. At that meeting, the chair of the board along with the appointees of the County and City and the executive committee shall select the remaining board members. All directors other than the executive committee serving prior to the effective date of the 2025 amendment of the Legislative Act shall cease to be directors upon such amendment becoming effective. The chair shall continue to serve for two years as chair after the 2025 amendment of the Legislative Act becomes effective.
2. **Special Meetings**. Except for the purpose of considering removal of officers, special meetings may be held when called by the Chair or by written request by four (4) or more members of the authority; provided, however, that if less than 48 hours' notice of the special meetings is given to members of the Authority, then only such business as noticed in the call shall be discussed or acted upon at the meeting.
3. **Public Meetings**. All meetings shall be public except in those instances where closed meetings may be allowed pursuant to the laws of the State of Georgia.
4. **Participation in Meetings**. Any one or more of the directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, as well as by video conferencing, so long as the method of communication allows all people participating in the meeting to hear each other.
    a. Participation by telecommunication shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present and all voting rights.
    b. In addition to all communication methods allowed herein, should the General Assembly allow additional methods of communication under the Open Meetings law then those shall also be acceptable under these Bylaws.

5. **Proxy Voting.** Voting by proxy shall not be permitted.
6. **Minutes of Proceedings**. A record shall be kept of all the actions of the Authority at the meeting. Such record shall describe all subjects considered on the agenda, the motion, if any, the second, if any, and vote on the motion. Copies of the minutes shall be delivered to each member of the Authority by the Executive Director no later than 5 days prior to the regularly scheduled meeting.
7. **Rules.** Except as otherwise provided, all meetings of the Authority shall be conducted in accordance with Robert's Rules of Order.
8. **Agenda.** There shall be an agenda for each meeting listing the items to be considered and information relating to such items. The agenda shall be approved by the Chairperson and produced by the Executive Director of the Authority.
    a. For regular meetings, a tentative agenda shall be delivered to each member by the Friday before the regular meeting date along with the minutes of the previous board meeting.
    b. The agenda shall become final two days prior to the regular meeting.
    c. The Executive Director shall ensure that publication of the agenda is in compliance with Georgia's Open Meeting Act.
9. **Quorum.** A quorum shall consist of 40% of the members of the appointed membership plus one (1) of the Authority. The presence of a quorum is presumed until the chair or a member notice that a quorum is no longer present and calls it to the attention to the body who will then declare no more business will be conducted until a quorum is present.
10. **Informal Action:** Any action required to, or which may, be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to in writing by all the Directors and recorded in the minutes of the next regularly scheduled meeting.

ARTICLE VIII

CONFLICTS OR DUALITY OF INTEREST

1. **Conflict Responsibility Acknowledged.** All members shall sign and agree to a separate letter of conflict of interest each year in July or August. Thereafter, members shall abstain from voting, entering discussions or be a part of decisions, including those made by the committee, that will in any way be a conflict of interest.

2. **Disclosure Statement.** Any duality of interest on the part of any Board or committee member shall be disclosed to the Board and made a matter of record through an annual procedure. In addition to any annual requirements, when any discussion, action or vote is taken, any such duality of interest on behalf of any member shall be disclosed. Any Board or Committee member who has a duality of interest shall not vote or use his personal influence on the matter. The minutes of the meeting shall reflect any such conflict disclosure that was made and the abstention from voting.

3. The Executive Director and Chairperson shall ensure all new Board member will be advised of this policy in addition to the other duties of his office.

ARTICLE IX

COMMITTEES

1. The authority shall have the following standing committees. Those shall be:
    a. **Executive Committee.**
        i. The executive committee shall consist of the elected officers of the board including the Member at Large. The Chairperson of the board shall be the chairperson of the Executive Committee.
        ii. The committee members shall determine the time and place of meetings.
        iii. The Chairperson shall approve the agenda for both the Executive Committee and regular Authority meetings.
        iv. The committee may recommend to the Authority such personnel policies and procedures as appropriate.
        v. The executive committee shall complete a review of the Executive Director annually.
        vi. The executive committee shall also serve as the nominating committee.
        vii. When a vacancy occurs in an Authority appointed seat, leaving an unexpired term, the executive committee shall address the vacancy at the next regularly scheduled executive committee meeting.
        viii. Each year, prior to April, the executive committee shall announce the vacancy that will become vacant on June 30th of the year to the entire board and allow a period in which the members can nominate potential board members. During the May or June meeting, the Executive Committee will meet and finalize a slate of nominations to present for adoption by the entire board prior to June 30th. If the appointing authority lies with a governmental agency, then the Chairperson or Executive Director shall convey to the appointing party the board's desired candidates. Such names should be conveyed to those authorities in sufficient time to allow appointments in time to participate at any time after July 1st.
        ix. In the event that an action must be taken by the Authority prior to the call of a meeting, the Chairperson is authorized to act and the act shall be valid so long as the Chairperson informs the Executive

Committee as soon as practical. The matter shall also be ratified at the next regularly scheduled meeting of the Authority.

2. **Ad-hoc committees**. The Authority shall, from time to time as it deems appropriate to assist or advise it in performing its duties, create a committee with a specific purpose. (Ex. Fund Development Committee)
    a. Such advisory committees shall be composed of people determined to be necessary by the Authority.
    b. Each committee shall be formed by a resolution specifying the members of the advisory committee, which shall include at least one Authority member, the duration of the advisory committee, the purposes, duties and responsibilities of the committee and other pertinent data.
    c. The members of the advisory committee shall be invited to present at meetings of the Authority from time to time as requested by the Chairperson or Executive Director.

ARTICLE X
BUDGET AND FINANCE

1. **Fiscal Year**. The fiscal year of the Authority shall begin on January 1 and end December 31.
2. **Proposed Budget**. As outlined in the above sections, the Executive Director shall prepare a proposed budget and present the same to the Budget and Finance Committee.
3. **Adopted Budget**. On or before the first day of the fiscal year, the Authority shall adopt a final budget for the new fiscal year.
4. **Audit**. The Authority shall utilize an accounting system and shall, at least once annually, have an independent audit of the Authority's finances conducted. Copies of the annual independent audit shall be submitted to the appointing agencies and entities and to the General Assembly who represent Chatham County.

ARTICLE XI
DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. Upon the dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

2. Any such assets not so disposed of shall be disposed of by the Superior Court of Chatham County and shall be distributed exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes as allowed the Authority herein.

ARTICLE XII
AMENDMENTS TO BYLAWS

These bylaws may be amended by an affirmative vote of a simple majority of the current membership of the Authority. A bylaw change shall be presented for consideration at a regular meeting of the authority but shall not be voted upon until the next regular meeting following the meeting at which the bylaw change was proposed.

So amended, this the 4th day of December 2025.

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Board Chair

Jennifer Davenport
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Jennifer Davenport, Secretary

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