

# San Francisco EMA HIV Community Planning Council

## By-Laws

### Article I – Name

The name of this Council shall be the San Francisco EMA (Eligible Metropolitan Area) HIV Community Planning Council.

### Article II – Purpose

The purpose of the Council is to:

- Support broad-based community and stakeholder participation in HIV care and prevention planning, in order to prioritize populations and geographic areas heavily impacted by or at risk for HIV, identify priority HIV prevention needs, ensure that resources are allocated appropriately, and identify gaps in the service delivery models.
- Determine the size and demographics of the population of individuals with or at risk for HIV disease;
- Determine the needs of such population, with particular attention to individuals with HIV disease who know their HIV status and are not receiving HIV-related services; and disparities in access and services among affected subpopulations and historically underserved communities
- Develop a comprehensive plan for the organization and delivery of health and support services that:
  - a) Includes a strategy for identifying individuals who know their HIV status and are not receiving such services and for informing the individuals of and enabling the individuals to utilize the services, giving particular attention to eliminating disparities in access and services among affected subpopulations and historically underserved communities;
  - b) Includes a strategy to coordinate the provision of such services with programs for HIV prevention (including outreach and early intervention) and for the prevention and treatment of substance use (including programs that provide comprehensive treatment services for such abuse); and
  - c) Is compatible with any existing State or local plan regarding the provision of health services to individuals with or at risk for HIV disease
- Assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the eligible area and, at the discretion of the planning council, assess the effectiveness of the services offered in meeting the identified needs
- Participate in the development of the Statewide coordinated statement of need
- Establish and implement methods for obtaining input on community needs and priorities that may include public meetings, conducting focus groups, and convening ad-hoc panels
- Coordinate with Federal grantees that provide HIV-related services within the eligible area.

## **Article III – Membership**

### **Size**

The size of the Council shall be no more than fifty (50) members.

### **Application, Selection, and Appointment of Members**

Applications for membership to the Council are solicited through an open, public, and proactive process. The protocol for submission, review of applications, selection and appointment of Council members should be clearly delineated in the Policies and Procedures manual. Parity, inclusion, and representation (PIR) for the Council shall be understood in terms of the HIV epidemiologic profile of the San Francisco EMA, not the national profile, and this shall be reflected in the composition of the full Council. The membership shall be comprised of persons recommended by the Membership Committee and appointed by the Mayor, according to the Council's Process for the Nomination and Appointment of New Members and alternates.

### **Term**

The term of office on the Council shall be two years.

### **Termination and Resignation**

The Council shall establish policies and procedures for the dismissal of members from the Council due to failure to fulfill their responsibilities. A member may resign from the Council at any time by notifying the Co-Chairs or Council staff in writing. Individuals who resign or are dismissed from the Council may continue to participate in Council activities and meetings as members of the public and are eligible to reapply for membership in the future.

### **Conflict of Interest**

The Council shall be governed by the requirements for the reporting of economic interests established by the California Fair Political Practices Commission, pursuant to California Government Code Section 87100 et seq., including the filing of annual statements of economic interest. In addition, pursuant to the Ryan White legislation, the Council, its members, or its Director may not be directly involved in the administration of the Part A grant; may not designate particular entities as recipients of any amounts of Part A funding; and, individuals serving on the Planning Council, or its Director, who have a financial interest, as defined in Government Code Section 87100 et seq., or are members of a public or private entity seeking Part A funding, will not participate directly or in an advisory capacity, in the process of selecting entities to receive Part A funding within that particular service category.

### **Representation and Composition of the Council**

Membership shall reflect in its composition the demographics of the population of individuals with or at risk for HIV disease in the eligible area involved, with particular consideration given to disproportionately affected and historically underserved groups and subpopulations. The

Membership Committee shall monitor the composition of the Council. Membership shall include representatives of:

- 1) Affected communities, including individuals with or at risk for HIV disease, consumers of Ryan White Program funded services and historically underserved groups and subpopulations;
- 2) Health care providers; including federally qualified health centers;
- 3) Community-based organizations serving affected populations and HIV service organizations;
- 4) Social service providers, including providers of housing and homeless services;
- 5) Mental health and substance use providers;
- 6) Local public health agencies (including San Francisco, San Mateo and Marin Counties);
- 7) Hospital planning agencies or health care planning agencies;
- 8) Non-elected community leaders;
- 9) State government (including the State Medicaid agency and the agency administering the program under Part B);
- 10) Grantees of Centers of Excellence and early intervention programs;
- 11) Grantees under other Federal HIV programs, including Part C, Part D and HOPWA, and providers of HIV prevention services;
- 12) Grantees under section 2671, or, if none are operating in the area, representatives of organizations with a history of serving children, youth, and families living with HIV and operating in the area;
- 13) Representatives of individuals who formerly were Federal, State, or local prisoners, were released from the custody of the penal system during the preceding 3 years, and had HIV disease as of the date on which the individuals were released;
- 14) Representatives from federally recognized American Indian Tribes;
- 15) Representatives HIV+ / Hepatitis C Co-infected;
- 16) A member of the Mayor's Long Term Care Coordinating Council;
- 17) Representatives from the faith community;
- 18) Representatives from business/labor; and
- 19) Representatives from local education agencies/academic institutions.

The Planning Council will meet the minimum unaffiliated consumer representation as called for in the Federal Legislation (33%), and will hold this only as a minimum, and will make efforts to exceed it. Unaffiliated Consumers shall be consumers of Part A and/or Part B funded services at the time of their appointment who are free of conflict of interest, defined as not being officers, employees, or consultants to any entity that receives Part A and/or Part B funds and not representing any such entity. They shall reflect the demographics of the population of individuals with HIV disease in the eligible area. For purposes of this section, an individual shall be considered to be receiving services if the individual is a parent of, or a caregiver for, a minor child who is receiving such services.

#### **Article IV – Officers**

There will be four officers (Co-Chairs) of the Council: one government co-chair seat (shared by HHS and CHEP), and three co-chair seats that include the following communities or attributes: people of color, women, HIV positive consumers, a consumer of prevention services, and an individual who is unaffiliated.

## **Article V – Meetings**

### **Quorum**

A quorum of the Council must be present at any regular or specially scheduled meeting in order for the Council to engage in formal decision-making. A quorum is defined as more than one-half of the membership, excluding these members on an authorized leave of absence or excused absence. In addition, at least 25% of the membership present must be PLWH in order to constitute a quorum for all meetings. Absentee votes shall not be permitted.

A quorum of Council members must be present at any regular meeting of the Council, the Leadership Committee, or a working group in order for voting to take place. A quorum is defined as more than (1/2) of the current eligible voting membership of the group that is meeting. This may be different when dividing even and odd numbers. It is the policy of the Council to round up to odd numbers. For example, in a working group with thirteen (13) members, six-and a half (6.5) would be rounded up to (7), which means that at least (7) members must be present at the working-group meeting to form a quorum. For another example, assume you have twelve (12) members in a working group; six (6) would be half (1/2) of the working group's membership, and so you would need one (1) additional member present for a total of seven (7) members present to form a quorum.

### **Proxy Designation and Voting**

Any PLWH member who is absent due to illness may appoint a proxy according to the By-laws.

- The use and designation of a proxy must be communicated to Planning Council Staff prior to use, including when a Council member becomes ill during a meeting and would like to designate a proxy. Designation of a proxy must be noted in writing within the Council Support files.
- A designated proxy must be a voting member of the Council.
- A proxy may serve for two meetings for the purpose of maintaining representation of PLWH when a member is unable to attend due to illness.
- An individual Council member may serve as proxy for not more than one member.
- A standing proxy may be established by a PLWH Council member by communicating the names of those designated as proxies in advance to council staff. Standing proxies must be noted as ongoing or temporary.
- Proxies do not affect quorum.

### **Abstentions**

An abstention is not considered a vote, and thus does not count towards the total of votes cast.

### **Voting and Majority**

Every official action taken by the Council shall be adopted by a majority vote, except where a two-thirds (2/3) vote is required by these bylaws. If two-thirds (2/3) vote is required, it shall be at least two-thirds (2/3) of all votes cast, provided a quorum is present. A majority vote shall be more than half (1/2) of all votes cast provided a quorum is present. Council members who recuse themselves due to a conflict of interest will be deducted from Members present and voting for determining a majority vote. An abstention is not considered a vote, and thus does not count towards the total of votes cast. Unanimous consent can be used for routine business, such as the approval of minutes and agendas, written ballots can be used for elections, and roll call votes should be used for everything else. Unanimous consent permits action without a motion or a vote when there is no opposition anticipated. All votes taken by the full Council will be made public in the minutes.

#### **1. Voting through Unanimous Consent**

Unanimous consent can only be used for routine business, such as the approval of minutes and agendas.

#### **2. Voting with Ballots**

Voting with ballots can only be used for elections. The results of a vote taken with ballots will be recorded in the meeting's minutes.

#### **3. Voting by Roll Call**

All major or fiscal actions taken by the Council (other than routine business and elections) must be taken through roll-call votes.

### **Motions and Decisions**

Motions should be worded affirmatively, that is, to take an action, accept a report, etc. Discussion of the motion is then in order, and the motion is open for amending, as discussed below. Discussion proceeds by the presiding Co-Chair recognizing in order members who wish to speak to the motion or to amend it.

A new motion cannot be made until the motion on the floor has been withdrawn or voted on, except by any amendments that directly affect the original motion, namely

- To amend the motion, or
- To table further discussion of the motion.
- To send the motion to a committee or work group.

During discussion of a motion it may become clear that the motion is not ready for action. The member proposing the original motion may choose to withdraw it before it is voted on

Motions submitted by a committee or work group do not need to be moved or seconded as they come from more than one individual.

### **Motions made by individual voting members:**

Individual voting members may submit motions for consideration on agenda items that have been identified for “vote”. A member introduces a motion by being recognized by the Co-Chair or working- group facilitator by saying “I move [that an action be taken].” The action is the body of the motion. Motions should be worded affirmatively, i.e., to take an action, accept a report, etc.

A motion submitted by an individual voting member, must be seconded by another voting member calling out “I second the motion,” or simply “Second,” before discussion occurs on the motion. If there is no second, the motion dies. It is customary to allow the mover to speak to a motion first and, if desired, again before it is voted on. Discussion proceeds by the Co-Chair or working-group facilitator recognizing individuals who wish to speak in order.

### **Amendments to Motions**

A voting member may move an amendment to the original motion. An amendment may delete, substitute, or add words that modify the original motion on the floor, but it must not negate or change the original intent of the motion.

In order for the motion to amend be accepted, it must be seconded by another voting member. If there is no second, the amendment dies. An amendment, once recognized by the Co-Chair or working-group facilitator and seconded, immediately becomes a new motion on the floor, temporarily replacing the original motion. The details of the proposed amendment are discussed, not the original motion, in the same way as the original motion and then the amendment is voted on. An amendment cannot be itself amended, but it can be defeated and replaced with another amendment.

**If the amendment passes,** the chair should read out the newly amended motion, which is now a new motion to be discussed, if desired, and voted on.

**If the amendment fails,** the previous motion becomes again the motion on the floor.

### **Voting Process**

When all members who wish to speak have done so, the chair should call the roll of those present for their votes including members represented by a proxy.

**Calling for a vote:** The Co-Chair will ask “is the item ready for a vote?” A member who believes a vote is being called for too soon or is being delayed too long may raise a Point of Order and may move that “we delay the vote for further discussion” or that “we vote

now,” as appropriate to the situation. Such a motion needs a second and is voted on without discussion.

**Members’ right to speak:** Every member has a right to speak at least once regarding a motion, but, in a large meeting, the chair may limit speakers’ time if no one objects, or, if a member objects, a motion to limit time may be passed with little or no discussion.

After the members have decided to vote, the chair should read the motion to be voted on so as to make certain all members understand it and then should call the roll and announce the result of the vote.

**Points of order:** A member who believes that order is being breached may, at any time, say “Point of order.” The Co-Chair should immediately acknowledge this member, and ask the member to briefly explain why she or he believes good order is being breached. The Co-Chair then rules on the point, either by correcting the situation or explaining why it is in order.

If the Co-Chair declares that the situation is in order, the member may exercise **one (1) last option** by saying “I request a vote on this point of order.” First the member and then the Co-Chair briefly explain their reasons. Then, the Co-Chair calls the roll for a vote on the point of order, and the members must abide by the result of the vote.

### **State & Local Ordinances**

The Council shall abide by state and local ordinances pertaining to meeting procedures, including the Sunshine Ordinance and the Brown Act, and where these bylaws conflict with such ordinances, the ordinances shall supersede these bylaws.

### **Meeting Announcements**

Written notice of the time and place of every regularly and special meeting of the Council shall be disseminated to council members and made publicly available at least seventy-two (72) hours in advance of the meeting. Any changes in the location or schedule of meetings shall be publicly announced at least twenty-four (24) hours before the scheduled time of the meeting.

### **Open Meetings**

All Council meetings shall be open to the public. Meetings will be tape recorded, with recordings available to Council members and the public for their review. Meeting recordings will be held for a minimum of three months. Written minutes will be made available prior to the following meeting and will be a public document.

## **Article VI – Committee & Work Groups**

The committees for the merged Council will be as standing: Steering Committee, Community Engagement, Membership Committee, and Council Affairs. Committees and Work Groups will both be considered options as Council member's "home" committee.

#### **Article VII – Grievance Procedures**

In the event of a grievance, the Council shall refer the involved parties to the grievance procedure set forward in the Council's Policy & Procedure manual. It shall be the policy of the Council to attempt to resolve grievances through informal dispute mechanisms.

#### **Article VII – Amendments**

These Bylaws may be amended by the Council at any regularly meeting by a majority (two-thirds) vote, following thirty (30) days public notice of any proposed changes. Amendments adopted by the Council shall be implemented by or at the next regularly scheduled meeting of the full Council.

#### **Article VIII - Personal Liability**

Council members shall not be personally liable for any debt, liability, or obligation of the Council. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Council may look only to the funds and property of the Council for payments of any such contract or claim, or for payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Council.