

Boston EMA Ryan White Part A HIV Health Services Planning Council

Bylaws of the *Boston EMA Ryan White Part A HIV Health Services Planning Council* *(As voted upon at the April 13, 2017 Planning Council meeting)*

Article 1 - Name

The name of this organization shall be the Boston EMA HIV/AIDS Services Planning Council, hereinafter referred to as the Planning Council.

Article 2 – Mission and Goals

The mission of the Planning Council is to improve the quality of the lives of persons with HIV/AIDS by responding to their existing and emerging needs. This is accomplished by supporting and encouraging a range of culturally appropriate health and social services. Moreover, the Council efficiently responds to the changing face of the epidemic with regards to all affected sub-populations and impacted regions within the Boston Eligible Metropolitan Area (EMA). The Council seeks to effectuate its mission by:

- A) Establishing priorities for the allocation of funds from the Ryan White HIV/AIDS Treatment Extension Act of 2009 (as established by the Ryan White Comprehensive AIDS Resources Emergency (CARE) Act of 1990, and as amended by the Ryan White Care Act Amendments of 1996 and 2000 and the Ryan White HIV/AIDS Treatment Modernization Act of 2006 in the Boston Eligible Metropolitan Area);
- B) Identifying current services and unmet service needs of individuals with HIV/AIDS and their caregivers;
- C) Developing a comprehensive plan for the organization and delivery of HIV/AIDS services that is in concert with existing state and local plans regarding the provision of services to individuals with HIV/AIDS and their caregivers;
- D) Fostering the organization, coordination and delivery of services in the Boston Eligible Metropolitan Area; conducting ongoing assessment/oversight of the delivery of services to persons with HIV/AIDS and their caregivers.

In the event of a conflict between these by-laws and the terms and revisions of the Ryan White HIV/AIDS Treatment Extension Act, the Ryan White Act shall supersede these by-laws.

Article 3 – Members

Section 3.1 Number

The Planning Council shall consist of sufficient members to comply with all legislative requirements, including demographic representation and mandated seats. Subject to the discretion and appointment of the Chief Elected Official (CEO) of the Boston EMA, at a minimum, one seat shall be designated for a representative from each of the following entities: the Massachusetts Department of Public Health, the New Hampshire Department of Health and Human Services, the Boston Public Health Commission, and the Office of the Chief Elected Official of the EMA. The Nominating Committee shall make every effort to assure equitable geographic and demographic representation of populations currently affected by HIV/AIDS in the EMA. Members of committees do not need to publicly identify as HIV+. A vacancy in any seat shall not prevent the Planning Council from conducting business.

Section 3.2 Recruitment of Membership

Members of the Planning Council shall be recruited through a well-publicized, open nominations process whose guidelines are included in the nominations packet mailed out to potential applicants. Recruitment publicity shall include mailings, posted materials, and media with contact phone numbers for request of an application packet.

Section 3.3 Nomination Process

Individuals seeking to serve on the Planning Council shall be required to fill out a written application for membership. Individuals requesting applications shall receive a nomination packet that contains a Planning Council membership application form and information sheets detailing all aspects of the open nominations process, including rules, regulations, selection criteria, and roles and responsibilities of Planning Council members. The Planning Council's conflict of interest policy shall be detailed in these materials. The applications shall be reviewed by the Nominating Committee for the Planning Council, described in Section 3.4.

Section 3.4 The Nominating Committee

The Nominating Committee is an independent body and is not a Committee of the Planning Council. The Nominating Committee shall consist of no more than fifteen (15) people, including representatives from the CEO and Grantee. The membership of the Committee shall comply as closely as practicable with the minimum standards for representation contained in Section 3.6 for the Planning Council except that at least 50% plus one (1) of the members shall be individuals who self-identify as being infected with HIV. Nominating Committee members shall be disqualified from Planning Council membership in the term(s) of their service on the Nominating Committee and in the following term, with the exception of representatives of the CEO and the Grantee. The Nominating Committee shall prepare a slate of candidates for appointment to the Planning Council from among those who apply for such appointment. That slate shall be submitted to the Chief Elected Official of the Boston Eligible Metropolitan Area for approval and appointment in accordance with Section 3.5.

Section 3.5 Appointment & Removal

Members of the Planning Council shall be appointed by the Chief Elected Official of the Boston EMA. Appointed Council Members may be removed for cause.

A Council member may be removed for cause by a two thirds vote of the Executive Committee. 'Cause' includes, but is not limited to, any conduct that: a) Negatively and directly affects the rights and interests of fellow council members; b) Violates Council Bylaws; or c) Interferes with the orderly and efficient operation of the Council.

Section 3.6 Composition

The Planning Council shall be comprised of members experienced in the delivery and receipt of HIV/AIDS health or human services and in accordance with the specific representation requirements of the Ryan White HIV/AIDS Treatment Extension Act. Planning Council membership shall reflect the broad-based community within the Eligible Metropolitan Area. Particular attention shall be paid to ensuring that the Planning Council, through its membership, is representative of all populations currently and/or likely to be affected by HIV/AIDS in the Boston Eligible Metropolitan Area. Members will reflect, as accurately as possible, the demographics of the EMA. A minimum of 33% of the members of the Planning Council shall be individuals who self-identify as being infected with HIV, who are not officers, employees or consultants to any providers receiving Part A funds and who reflect the demographics of the populations of individuals with HIV disease. No more than 10% of the members shall be employed full-time by any one municipal or state government or provider. No more than 49% shall be providers of HIV-related services who receive funds under Part A of the Ryan White Act. Planning Council membership shall include, but not be limited to, representatives from the categories mandated by the Ryan White legislation.

Section 3.7 Terms

A Planning Council membership term shall be defined as a period of approximately twenty-four (24) months, the period sufficient for the Planning Council to complete its responsibilities as defined under federal law. This term will begin on or about September 1. For any member who is seated within six (6) months or less of the end of a term, the remainder of the term then in progress and the following full term shall be considered that member's first membership term. No member shall serve more than six (6) consecutive years, with the exception of certain designated seats.

Section 3.8 Resignation

Any member of the Planning Council may resign at any time by written notice delivered in person or sent by mail/fax/email to the Chair, or by a telephone call to the Chair. Any such resignation shall take effect at the time specified in the mail/fax/email/telephone call, or if not so specified, then immediately upon receipt by the Chair of the Planning Council.

Section 3.9 Vacancies

The Chief Elected Official of the Boston EMA may fill any vacancies on the Planning Council in compliance with Article 3 Section 3.6.

Section 3.10 Compensation

All members of the Planning Council shall serve without compensation; however, expenses incurred because of consumer members' travel to meetings and child care during meetings will be reimbursed according to a schedule established by the Grantee, subject to federal policy of the Health Resources and Services Administration (HRSA).

Section 3.11 Voting

Each member shall be entitled to one (1) vote on each matter submitted to the Planning Council for a vote. There shall be no voting by proxy. Upon motion of a member in attendance and vote of 50% of the members in attendance at a Planning Council meeting, a vote may be held open for up to five business days, during which time members may cast their ballots by letter, fax, or email to the designated Planning Council staff. All votes (including faxed ballots) must be received by the designated staff within five (5) business days from the meeting at which the vote was taken.

Section 3.12 Forfeiture

Members who are absent without being excused prior to the meeting from three (3) consecutive, regularly scheduled meetings, or those who have more than five (5) total absences, excused or unexcused, during a term, after written notice shall forfeit their position on the Planning Council. Reasonable accommodations shall be extended to those members who require them because of an illness or disability.

Section 3.13 Conflict of Interest

The Planning Council may not be directly involved in the administration of a grant as defined in section 2601(a) of the Ryan White HIV/AIDS Treatment Extension Act of 2009. With respect to compliance with the preceding sentence, the Planning Council may not designate (or otherwise be involved in the selection of) particular entities as recipients of any amounts provided in the grant.

Members of the Planning Council will not be permitted to participate (directly or in an advisory capacity) in selecting entities or organizations to receive grant money for a specific purpose under section 2601(a) if the member has a financial interest in, is employed by, or belongs to an organization seeking money for that specific purpose.

If any member has a financial interest, either as an individual or as a fiduciary, in any matter(s), which comes before the Planning Council, he or she shall disclose such financial interest in advance of any discussion on such matter(s). Members shall not vote on such matter(s) if the matter being voted on is specific to that interest (i.e., a vote only on a service category for which their employee's agency is funded), but may participate in the discussion(s).

Section 3.14 Committee Participation

Much of the work of the Planning Council takes place in the committees and working groups of the Council. As a condition of appointment, each Council member will participate on at least one of the Council's committees or working groups.

Article 4 – Meetings

Section 4.1 General Meetings

The Planning Council shall meet a minimum of once each quarter during the calendar year at such times and places as it may determine, or as may be specified in the notice of the meeting.

The meetings of the Planning Council shall be open to the public and shall be held only after adequate notice to the public.

Section 4.2 Special Meetings

Special meetings of the Planning Council may be called by the Chair of the Planning Council. The Chair of the Planning Council will call a special meeting of the Planning Council when requested by a minimum of 25% of the standing membership.

Section 4.3 Notice of Meetings

All meetings of the Planning Council are open to the public and shall be given public notice.

Notice of all meetings of the Planning Council shall be sent by mail, e-mail or fax to each Council member at her or his last known address as carried on the records of the organization not less than five (5) business days prior to the date of the meeting. In the event of an emergency meeting, members may be notified by mail, e-mail, telephone or fax.

Section 4.4 Quorum

A quorum for the purpose of voting shall equal fifty percent plus one (50% +1) of the number of members.

Section 4.5 Manner of Acting

A quorum present, the act of the majority of the members present shall constitute the action of the entire Planning Council, except as otherwise provided in these by-laws.

Section 4.6 Parliamentary Procedure

Meetings of the Planning Council shall be conducted informally, governed by commonly accepted rules of courtesy, except that all decisions of the Council shall be made by Motion and that the Chair shall have the authority to invoke *Robert's Rules of Order, Newly Revised* when s/he deems it necessary to continue the Council's deliberations. *Robert's Rules of Order, Newly Revised* shall govern the Planning Council's business in all other matters to which they are applicable and in which they are not inconsistent with these by-laws.

Section 4.7 Actions Requiring A Super-majority Vote

A two-thirds vote of the full Council membership shall be required whenever a Council decision, with the exception of the regular or routine distribution of Ryan White HIV/AIDS Treatment Modernization Act Part A money, would have an adverse impact on one of the Council's members' counties. Such votes may only be taken after a meeting at which all relevant issues are raised and the county's representative(s) has/have an opportunity to be heard.

Section 4.8 Grievances

Procedures by which a Planning Council decision or process can be grieved are on file at the Boston Public Health Commission and the staff offices of the Planning Council.

Article 5 – Officers

Section 5.1 List of Officers

The officers of the Planning Council shall be the Chair, Chair- elect, and Vice Chair, and such other officers the Planning Council may designate.

Section 5.2 Election

All officers of the Planning Council shall be elected by the membership of the Planning Council during the last quarter of each Planning Council year. The retiring officers shall serve until the end of meeting where the newly elected officers are elected. New officers assume their responsibilities upon election.

Section 5.3 Duties

The Chair, Chair-Elect and Vice-Chair shall be voting members of the Planning Council. The Chair shall preside at all meetings of the Planning Council and while presiding, votes only to break a tie. In the absence of the Chair, the Chair-Elect shall preside and while presiding, shall vote only to break a tie.

Section 5.4 Limits of Terms

No individual shall hold the same office for more than two (2) consecutive terms.

Section 5.5 Vacancies

Any vacancy occurring in any office shall be filled by election by the membership of the Planning Council.

Section 5.6 Resignation

Any officer may resign at any time by written notice delivered in person, by mail, fax, or email to the Chair or Vice-Chairs of the Planning Council. In the event of the resignation of both the Chair and Vice-Chairs, the resignation shall be directed to all members of the Planning Council.

Section 5.7 Conflict of Interest Regarding Officer's Duties

Officers of the Planning Council, as designated in Section 5.1, should be free of conflict of interest or the perception of conflict of interest, between their duties as an officer and their employment or other significant affiliations. The Chief Elected Official of the Boston EMA or any member of the Planning Council may raise a potential conflict of interest with regard to an officer of the Planning Council, by requesting the Executive Committee to consider the matter. The Executive Committee will determine whether to invoke the following Resolution Procedure. The Resolution Procedure shall be as follows: in the event of such a potential conflict of interest with regard to an officer of the Planning Council, that officer shall not perform the duties of the office until the Executive Committee determines that no such potential conflict exists, or until the potential conflict is resolved. The next officer in authority shall assume that officer's duties in the interim, or in the case of a potential conflict involving the Vice Chair, the Chair Elect shall assume the duties in the interim. The officer affected by the potential conflict of interest should participate in the Executive Committee's discussion and resolution process, but shall not participate in any vote on the matter.

Section 5.8 Removal for Cause

Officers may be removed for cause by a two-thirds vote at any regularly scheduled meeting of the Planning Council with at least ten (10) days prior notice. Removal from an office does not remove a member from the Planning Council.

Article 6 – Committees

Section 6.1 General

There shall be established committees to assist the Planning Council in its work. Each committee shall maintain minutes of its proceedings and shall report to the Planning Council as required by the Planning Council.

Section 6.2 Standing Committees

The standing committees of the Planning Council shall include the following:

- 1) Executive Committee.
- 2) Consumer Committee.
- 3) Needs, Resources and Allocations Committee.
- 4) Services, Priorities and Evaluation Committee.

Section 6.3 Committees and Working Groups

The Chair of the Planning Council may establish from time to time such other committees and working groups as required by the work of the Planning Council.

Section 6.4 Committee Responsibilities

Functions assigned to standing committees shall be as follows:

Section 6.4.1 Executive Committee

The Executive Committee shall serve as the executive committee of the Planning Council and shall consist of the Chair, Chair-elect and Vice-Chair, the chairs of any standing committees, certain designated seats, and other such members as the Chair may choose to appoint. The Executive Committee shall:

- A. Be responsible with the Planning Council staff for ensuring the orderly and integrated progression of work of the Planning Council and its Committees;
- B. Oversee the operations of the Planning Council and recommend amendments to the by-laws as appropriate;
- C. Foster the active and meaningful participation of all Council members, create a supportive environment where input is valued, ensure that Planning Council work and decisions are representative and effective of the full body and the epidemic within the EMA, and regularly assess and review the feedback and needs of Planning Council members in order to promote and maintain a high level of member participation, recruitment, and retention; and
- D. When necessary and approved by the Planning Council, the Executive Committee shall be empowered to make decisions on behalf of the Council, when the Council is unable to meet.
- E. Meet as needed to review and revise the Bylaws.

Section 6.4.2 Needs, Resources and Allocations Committee

The Needs, Resources and Allocations Committee shall make recommendations to the Planning Council regarding:

- A) Potential federal, state, local and private resources available to meet unmet service needs and recommend action to the Planning Council as appropriate;
- B) The distribution of funds among priority goals using all available information regarding community service needs, current funding for HIV/AIDS services from all identifiable sources, and trend data.

The Committee shall execute the development and implementation of a process to identify needs of individuals with HIV/AIDS and their caregivers, (keeping assessment of said needs current) and assess the impact of Part A funding and programs within the EMA. This process must be objective; ethnically, culturally, and linguistically sensitive; and should include quantitative analysis to the degree that appropriate data are available.

Section 6.4.3 Services, Priorities and Evaluation Committee

The Services, Priorities and Evaluation Committee shall summarize and make recommendations to the Planning Council on service categories and provide guidance on prioritizing Part A service categories. The Committee shall assess the efficiency of the administrative mechanism in rapidly allocating funds within the EMA

Section 6.4.4 Consumer Committee

The Consumer Committee shall ensure that people living with HIV and/or AIDS are empowered, supported, and encouraged to work on the full range of activities that the Planning Council undertakes in the execution of its mandate, by:

- A) Fostering and developing consumer leadership;
- B) Working with the Executive Committee to ensure that at least one Consumer Committee member is on each Planning Council committee;
- C) Informing the Planning Council on issues from a consumer perspective, as needed; and
- D) Ensuring that diverse consumer input and participation are included in all Planning Council and committee activities.

Section 6.5 Committee Leadership

The Chair of the Planning Council shall appoint the chairs of all the committees of the Planning Council except for the Consumer Committee which shall select its own leadership. Each committee shall recommend from among its members such officers, other than the Chair, as the members deem necessary. The Chair of the Planning Council shall have the authority to appoint such other officers.

Section 6.6 Committee Membership

The Chair shall appoint committee members from the docket of the Planning Council membership. If any committee requires more members, the Chair may appoint said members from the Planning Council if an insufficient number of members volunteer.

Section 6.6.1 Consumer Committee

All Planning Council members who self-identify as HIV+ may elect to serve on the Consumer Committee.

Article 7 – Records

In accordance with open meeting laws, there shall be minutes maintained of all proceedings of the Planning Council, its committees, its working groups, and such other records as may be required for the proper conduct of its business and affairs. These minutes and related information shall be available for public inspection and copying at the entity, which provides support to the Planning Council.

Article 8 – Amendments

The Planning Council shall have the power to alter, amend, or repeal the by-laws at any meeting at which a quorum is present, provided that written notice of the proposed change is sent to all members at least ten (10) business days prior to such meeting. A two-thirds vote of the full Planning Council membership in good standing is required to amend the by-laws.