

Bylaws

Portland Area HIV Services Planning Council

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I. DEFINITIONS

- A. **CARE Act, Ryan White CARE Act, or RWCA:** The federal Comprehensive AIDS Resources Emergency Act of 1990, as amended in 1996 and again in 2000.
- B. **Ryan White HIV/AIDS Treatment Modernization Act of 2006, Ryan White Modernization Act, RWH/ATMA or Ryan White Program, Part A:** An act to amend title XXVI of the Public Health Service Act to revise and extend the program for providing life-saving care for those with HIV/AIDS.
- C. **Title I or RWCA I:** Title I of the CARE Act.
- D. **Part A:** In Ryan White HIV/AIDS Treatment Modernization Act, replaces Title I.
- E. **CEO:** Chief Elected Official, and refers to the Chair of the Board of Multnomah County Commissioners, who is designated by the CARE Act to be the recipient of the Part A grant funds.
- F. **MCHD:** Multnomah County Health Department, which has been designated by the CEO to serve as the administrative agent (also called “Grantee” or “fiscal agent”) for RWCA I funds.
- G. **TGA:** Transitional Grant Area, which for the Portland TGA includes: Clackamas, Columbia, Multnomah, Washington, and Yamhill counties in Oregon; and Clark County in Washington.
- H. **Lead Staff:** The highest ranking Planning Council staff person, i.e., the Planning Council Administrator.
- I. **Planning Council or Council:** The Portland TGA HIV Services Planning Council established by the Chair of the Board of Multnomah County Commissioners.
- J. **Member or members:** Persons who have been duly and lawfully appointed to the Council.
- K. **Proxy** refers to the written authorization of an absent Planning Council member to register a vote on a matter scheduled for a vote on the agenda of a Council meeting.

II. LEGAL AUTHORITY

The Portland Eligible Metropolitan Area HIV Services Planning Council (EMA) was established on July 6, 1994 by the Chair of the Board of Multnomah County Commissioners (CEO) in accordance with federal Ryan White CARE Act requirements. Title I of the CARE Act requires that a planning council be established by the CEO of the political entity which administers the major public health agency in the EMA. The CEO has sole authority for establishing the Council. Authorization of the Ryan White HIV/AIDS Treatment Modernization Act of 2006 reclassified the Portland EMA as a Transitional Grant Area (TGA).

III. DUTIES OF THE COUNCIL

- A. The Planning Council shall:
 - 1. Determine the size and demographics of the population of individuals with HIV disease;
 - 2. Determine the needs of such population, with particular attention to:
 - a. Individuals with HIV disease who know their status and are not receiving HIV-related services; and
 - b. Disparities in access and services among affected subpopulations and historically underserved communities;
 - 3. Regularly assess service needs and the epidemiological overview of HIV disease in the TGA and use the information in the annual prioritization of need and identify gaps in services as well as needs of specific populations;

4. Identify emergent needs, epidemiological trends in HIV and AIDS, and access to care barriers for infected populations and the Council knowledge gaps concerning these for the TGA;
5. Establish priorities for the allocation of funds within the TGA, including how best to meet each priority, and additional factors that the Grantee should consider in allocating funds under a grant based on:
 - a. size and demographics of the population of individuals with HIV disease and the needs of such population;
 - b. demonstrated (or probable) cost effectiveness and outcome effectiveness of proposed strategies and interventions, to the extent that such data are reasonably available;
 - c. priorities of the communities with HIV disease for whom the services are intended;
 - d. coordination in the provision of services to such individuals with programs for HIV prevention and for the prevention and treatment of substance abuse including programs that provide comprehensive treatment for such abuse;
 - e. availability of other governmental and non-governmental resources, including the State Medicaid plan under title XIX of the Social Security Act and the State Children's Health Insurance Program under title XXI of such Act to cover health care costs of eligible individuals and families with HIV disease; and
 - f. capacity development needs resulting from disparities in the availability of HIV-related services in historically underserved communities.
6. Allocate resources into service categories for the TGA.
 - a. develop plan for the allocation of RWH/ATMA Part A funds among the service categories approved by the Planning Council;
 - b. identify services that are no longer necessary to fund or which may be funded more efficiently within another services category;
 - c. development of new service categories, reviewing and modifying service category definitions, particularly for modifications related to eligibility levels.
 - d. determine the level of funding for services in the TGA from other government agencies, private foundations, and programs; and
 - e. manage Conflict of Interest as defined in the act.
7. Develop a comprehensive plan for the organization and delivery of health and support services described in section 2604 of the Act that-
 - a. includes a strategy for identifying individuals who know their 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, and including discrete goals, a timetable, and an appropriate allocation of funds;
 - b. includes a strategy to coordinate the provision of such services with programs for HIV prevention (including outreach and early prevention) and for the prevention and treatment of substance abuse (including programs that provide comprehensive treatment service for such abuse); and
 - c. is compatible with any existing State or local plan regarding the provision of health services for persons with HIV disease.
8. 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, either directly or through contractual arrangements, of the services offered in meeting the identified needs.

9. Participate in the development of the Statewide Coordinated Statement of Need (SCSN) initiated by the State public health agency responsible for administering grants under Part B (Oregon Health Division);
 10. Establish methods for obtaining input on community needs and priorities which may include public meetings (in accordance with the Act), conducting focus groups, and convening ad-hoc panels; and
 11. Coordinate with Federal grantees that provide HIV-related services within the eligible area.
- B. Council members shall discharge their duties in accordance with the Mission, Vision, and Values statements of the Council.
- C. To ensure compliance with RWH/ATM Act requirements, the Council shall work cooperatively with the CEO and the Multnomah County Health Department in accordance with the *Working Agreement Between Multnomah County Health Department and the Portland TGA HIV Services Planning Council* (in effect at the time these Bylaws are approved), or any subsequently negotiated and approved replacement document.

IV. MEMBERSHIP

A. SIZE

The Council shall consist of a maximum of 20 members.

B. REPRESENTATION

The Council shall include representatives from each of the following categories:

1. Health care providers, including federally qualified health centers;
2. Community-based organizations serving affected populations and AIDS service organizations;
3. Social service providers, including providers of housing and homeless services;
4. Mental health providers;
5. Substance abuse providers;
6. Local public health agencies;
7. Hospital planning agencies or health care planning agencies;
8. Affected communities, including people with HIV disease and historically underserved groups and sub-populations;
9. Non-elected community leaders;
10. State Medicaid agency;
11. State agency administering the Title II program;
12. Grantees under subpart II of part C (Title III);
13. Grantees under section 2671 (Title IV), or, if none are operating in the area, representatives of organizations with a history of serving children, youth, women and families living with HIV and operating in the area;
14. Grantees under other Federal HIV programs, including but not limited to providers of HIV prevention services; and
15. Representatives of individuals who formerly were Federal, State or local prisoners, were released from the custody of the penal system during the preceding three years, and had HIV disease as of the date on which the individuals were so released;
16. Members of a Federally recognized Indian tribe as represented in the population;
17. Individuals co-infected with HIV disease and Hepatitis B or C

C. DEMOGRAPHIC REFLECTIVENESS

1. The Council shall reflect in its composition the demographics of the population of individuals with HIV disease in the eligible area involved, with particular consideration given to disproportionately affected and historically underserved groups and subpopulations.
2. No less than 33% of the members shall be persons living with HIV who reflect the demographics of the populations of infected or affected individuals living with HIV in the TGA. At least two of these members must be openly living with HIV and be willing to sign a release allowing public identification of their HIV status.
3. Members living with HIV who represent infected communities in the TGA must be people who are receiving HIV-related services from Part A funded providers. They may not be officers, employees, or consultants to any provider receiving Part A funds.
4. Members of the Council shall be selected for their expertise, ability, and willingness to consider the entire continuum of care in their decision-making. Council members must agree to represent only themselves, not their affiliate agencies or constituencies.

D. TERM

Each member shall be appointed for a two-year term beginning September 1st. A member appointed mid-year shall serve a partial term until the following September, at which point their two-year term begins.

E. NOMINATIONS

The Nominations Committee shall be responsible for managing the nominations process for the filling of vacancies, whether due to the expiration of a term or for any other reason.

F. APPOINTMENTS

The CEO shall make all appointments based on nominations submitted by the Operations Committee upon the recommendation of the Nominations Committee

G. MEMBER DUTIES

All Council members shall:

1. Attend and actively participate in all regular Council meetings.
2. Notify the Council office in advance of a scheduled meeting that he or she will not be in attendance.
3. Review materials for Council or committee discussion/action before each meeting.
4. Attend special meetings as available.
5. Refer any need for public or media contact to the Council Co-Chairs or Council Lead Staff. The Council Co-Chairs serve as the sole official and public representatives and spokespersons for the Council in consultation with Council Lead Staff.
6. Uphold the goals, objectives, policies and procedures of the Planning Council as it relates to his or her assigned Council or committee work.
7. Contribute his or her professional and personal expertise to further the work of the Planning Council through the Council or committee level effort in which he or she is engaged.

H. RESIGNATION

A Council member may resign by giving written notice to the Planning Council office or Council Co-Chairs. The notice must be signed or submitted by electronic transmittal and must specify an effective date of resignation.

I. REMOVAL

Removal of a Member

1. A Council member who fails to perform his/her duties as discussed in Sections IV.G.1 of these bylaws shall be recommended for removal. In addition, unreasonable conduct or behaviors that significantly interfere with the business of the Planning Council are also grounds for termination of membership.
 - a. Proposed terminations shall be reviewed by the Operations Committee, who shall submit a recommendation to the Chief Elected Official (CEO). A two-third vote of the Operations Committee shall be required for recommendation to the CEO for final approval of termination.
2. The Council may recommend to the CEO that a member be removed for any of the following reasons:
 - a. Loss of the affiliation which qualified the member to represent a membership category as defined in Section IV.B and Section IV.C.
 - b. Failure to comply with the duties of membership as defined in Section IV.G.1 of these Bylaws.
 - c. Unreasonable conduct or behaviors that significantly interfere with the business of the Planning Council.
3. A recommendation for removal of a member must originate from the Nominations Committee, and is submitted to the Operations Committee for their review.
 - a. Any Council member can recommend to the Nominations Committee the removal of another Council member, providing supporting information is made available for this action.
 - b. The Operations Committee shall consider and then accept or deny the recommendation by a two-thirds vote. If accepted, a recommendation to remove the member shall be submitted by the Operations Committee to the CEO.

V. OFFICERS AND ELECTIONS

A. COUNCIL OFFICERS

The Council shall have two elected officers, known as “Co-Chairs.”

B. TERM

1. Co-Chairs shall serve for two years from September 1 to August 31. Terms will be staggered with one Co-Chair elected each year.
2. No person shall serve more than three consecutive terms as Co-Chair unless approved by a two-thirds vote of the Council.

C. CO-CHAIR REQUIREMENTS

1. Membership on the Council.
2. One Co-Chair shall be a person openly living with HIV who is willing to sign a release allowing public identification of his or her HIV status.
3. Proven ability to preside at meetings, oversee complex work plans and timelines, and supervise and direct the work of Council or committee members.
4. Agree to adhere to principles of employee supervision consistent with MCHD personnel policies.
5. Agree to adhere to confidentiality policies consistent with MCHD personnel policies.

D. DUTIES

Co-Chairs shall be required to:

1. Serve as the sole official and public representatives and spokespersons of the Council, in consultation with Council Lead Staff. (The Co-Chairs may delegate this duty to another or others by specific delegation.)
2. Provide the official signature for the Council.
3. Preside at any regular or special meetings of the Council and at meetings of the Council's Operations Committee. (Co-Chairs may delegate this duty to another or others by specific delegation.)
4. Work collaboratively with Council Lead Staff and Grantee to ensure compliance with RWH/ATM Act requirements and other federal guidance.
5. Ensure compliance with the Working Agreement Between Multnomah County Health Department and the Portland TGA HIV Services Planning Council.
6. Work with Council Lead Staff to establish priorities for Council, committee and staff work necessary to complete the objectives specified in Section III, Duties of the Council.
7. Be consulted by MCHD in the hiring, evaluation/work improvement, and termination of Council Lead Staff.
8. Manage the Informal Dispute Resolution Process as defined in Section IX.B.
9. In consultation with the Council's Operations Committee, ensure coordination and communication among committees.
10. Ensure that the work plan of the Council is accomplished.

E. ELECTIONS

1. One Co-Chair shall be elected each June for a two-year term beginning September 1.
2. A list of candidates shall be prepared by the Nominations Committee.
3. Each member present shall vote, except for the outgoing Co-Chair, who shall vote only to break a tie.
4. The candidate receiving a simple majority of votes cast shall be elected.
5. A run-off election between the top two candidates shall be conducted if no candidate receives a simple majority of the votes cast.
6. In the event of a vacancy, a special election to fill the remainder of the term shall be held at the next regular meeting.

F. REMOVAL OF CO-CHAIRS

A motion may be made at a regular meeting to remove a Co-Chair either at the next regular meeting or at a special meeting. A simple majority of the votes cast is necessary for the motion to pass. However, a two-thirds vote of the Council at the subsequent meeting shall be necessary to remove the Co-Chair.

VI. MEETINGS

A. REGULAR MEETINGS

1. Regular meetings of the Council shall be held at a time and place determined by the Planning Operations Committee.
2. Regular meetings shall be open to the public, and adequate public notice shall be given for all Council meetings.

B. SPECIAL MEETINGS

1. A special meeting may be called by the CEO, the Council Co-Chairs, the Operations Committee, or any one-third of the current Council membership. Adequate public notice shall be given prior to holding a special meeting.
2. A special meeting shall include an agenda specifying the action item(s) to be considered. No other item or action may be introduced at the meeting.
3. Members shall receive a meeting notice and agenda at least five days before a special meeting either by mail, electronic transmittal, or in person.
4. Special meetings shall be open to the public.
5. The Operations Committee can authorize a mail-in or electronic vote on an emergency action item, provided that public testimony related to the issue has taken place at a Planning Council meeting within four months of the mail-in vote.

C. MEETING ACCESS AND NOTIFICATION

1. All regular and special meetings of the Council shall be open to the public, except for executive sessions (closed, confidential sessions of any committee), which are lawfully allowed under Oregon Public Meetings Law (ORS 192). Notice of regular and special meetings of the Council will be distributed as necessary to ensure adequate public notice of all meetings.
2. Time will be scheduled for testimony from non-members at each regular and special meeting of the Council.
3. Members shall receive a meeting notice and agenda at least five days before a meeting either by mail, electronic transmittal, or in person.
4. Members of the public shall receive a meeting notice and agenda upon request to the Council office.
5. Meeting notices and agendas shall be posted in a public area in the Council office
6. Non-Council members may, in advance of the meeting or prior to the beginning of a meeting, provide the Council staff with written material pertinent to any meeting agenda topic of the Council or Council Committee. Council staff will provide this material to the Co-Chairs or Committee Chair for consideration of distribution to Council/Committee members. Materials or comments on issues not on the meeting agenda are to be provided to Council staff, who will forward on to the Operations Committee for consideration.

D. QUORUM

1. Quorum for conducting Council votes and actions shall be achieved when a majority (more than 50%) of Council members is present.
2. Quorum for conducting Committee votes and actions shall be achieved when the greater of
 - a. One-Third (33 1/3%), or at least
 - b. Two (2) Members are present.
3. Absent a quorum, no action can be taken. However, Council Co-Chairs or Committee Chairs shall have discretion to determine whether or not to proceed with discussion only.
4. Members who are absent and have provided a written proxy (as described below in "F. Proxy") are not counted for the purpose of quorum.
5. To ensure a quorum at Council meetings, members shall notify the Council office if an absence is anticipated.

E. RULES

Regular and special meetings of the Council shall be conducted according to Roberts Rules of Order Newly Revised.

F. PROXY

1. "Proxy" refers to the written authorization of an absent Planning Council member to register a vote at a Council meeting.
2. A written proxy will be counted toward a decision only on matters that have been scheduled for a vote on the agenda.
3. The absent Council member must provide the proxy in advance of the Council meeting to the Council office or to one Co-Chair either by mail, electronic transmittal, or in person.

G. DECISIONS

Decisions of the Council shall be made by a majority vote, unless otherwise specified in these Bylaws.

H. MINUTES

1. Council Co-Chairs will ensure that written minutes and/or a recording of the meeting proceedings will be made of each regular or special Council meeting. Written minutes shall contain a list of those present, a description of the matters discussed, and conclusions and/or actions adopted. The written minutes shall also include copies of all reports received, issued or approved by the Council.
2. Minutes of all Council meetings and committee meetings shall be public records.
3. MCHD shall archive the minutes consistent with County policy. Minutes of Council and committee meetings shall be available at the Council office to any member of the public who wishes to inspect them. Council staff shall provide a copy of Council or committee minutes at the request of members of the public.
4. Minutes shall be considered for approval at the next regular meeting.
5. Planning Council Co-Chairs shall review and certify the accuracy of the minutes. The certified minutes of the meeting shall be the only document retained in the Council's official files.
6. The Council and staff shall insure that inappropriate disclosure of information of a personal nature that would constitute a clearly unwarranted invasion of personal privacy, including any disclosure of medical information or personnel matter does not occur as a result of fulfilling the other provisions of this section.

VII. COMMITTEES

A. STANDING COMMITTEES

1. In order to accomplish its work, the Council shall establish standing and ad hoc committees based on the Council's annual work plan. A committee shall accomplish whatever tasks assigned to the committee by the Operations Committee. Committee members are appointed by the Operations Committee.
2. The standing committees are:
 - a. **Operations:**
 - i. The Operations Committee is responsible for ensuring the orderly and integrated progression of the Council's work. This may include the development of policies and procedures. The Committee oversees the operations of the Council and recommends amendments to the bylaws as appropriate. It is composed of Co-Chairs, Chairs of standing committees, a representative of planning & administration, and three at-large members elected by the Council.
 - ii. The scope of the Operations Committee's work includes:

- (A) Meeting on a quarterly basis to plan and coordinate the meetings of the full Planning Council;
- (B) Appointing committee chair and determining committee membership;
- (C) Appointing an ad hoc committee to complete a recommended Comprehensive Plan for the Council's approval;
- (D) Reviewing and updating the Council's Bylaws and Policies and Procedures, as necessary;
- (E) Appointing other ad hoc committees as necessary;
- (F) Identifying and delegating committee tasks and assignments;
- (G) Developing work plans to assist the Council in accomplishing its work in a timely manner and in compliance with all administrative deadlines;
- (H) Through analysis of the annual Needs Assessment and the current epidemiology of HIV/AIDS in the TGA,
 - (1) Identifying Council knowledge gaps that are essential to the Council to perform high quality planning and decision-making;
 - (2) Making recommendations for future studies that it believes are important to filling the existing knowledge gap;
- (I) **Membership Recruitment**
 - (1) The committee is responsible for the recruitment of new members, the filling of vacancies that may occur and the nominations of Council Co-Chairs. The Committee shall ensure that the Council membership reflects relevant legal and representative requirements, and that ethical standards for Planning Council members are maintained. The scope of this work includes:
 - (2) Working with Council staff to accomplish targeted applicant recruitment to ensure that vacant seats on the Council designated for HRSA (Health Resources Services Administration) mandated representation categories or groups may be filled in a timely fashion.
 - (3) Working with Council staff to ensure strong representation by people with HIV/AIDS, historically underserved populations within the TGA, residents from the various regions of the TGA.
 - (4) Reviewing the membership roster at least once quarterly to ensure that the Council membership reflects the TGA and meets the grant requirements.
- (J) **Membership Training, Development and Retention**
 - (1) The committee is responsible for developing and providing new member orientation as well as ongoing membership training and development, as necessary. The scope of this work includes:
 - (a) Working with Council staff to identify and plan for orientation and training needs of new Council members.
 - (b) Coordinating ongoing training and member development with Co-Chairs and Council Staff.
 - (c) Promoting leadership and active participation in the processes of the Planning Council and committees.
 - (d) Developing and following the Council's retention plan so as to improve member attendance, participation and retention

and

2. **Nominations:**

- i. The Nominations Committee shall be led by two Co-Chairs, one of which shall be a Person Living with HIV/AIDS (PLWH/A).

- ii. Both Co-Chairs, in collaboration with the Council Staff, Council Co-Chairs and other Committees as necessary, shall coordinate membership nominations;
 - (A) Reviewing membership applications, interviewing candidates and creating a slate of new member recommendations to be approved by the Operations Committee and the Chief Elected Official of the TGA.
 - iii. Spearheading the annual Planning Council Co-Chair election process.
 - iv. Reviewing the membership roster of the Planning Council on a quarterly basis to prevent and address member attrition.
 - v. Recommending to the Operations Committee member removal (as described in IV.I.1.c)
3. **Evaluation:**
- i. The committee shall be led by a Chair appointed by the Operations Committee.
 - ii. The committee is responsible for the Assessment of the Administrative Mechanism which reviews information concerning the Grantee's (MCHD Care Services office) procurement process, contract monitoring report, and disbursement timeframe information.

B. COMMITTEE RULES

Standing and ad hoc committees of the Council shall be conducted according to Roberts Rules of Order.

VIII. CONFLICT OF INTEREST

A conflict of interest is defined as an actual or perceived interest by the member in an action which results in, or has the appearance of resulting in, personal, organizational, or professional gain. Members of the Council shall avoid such conflict of interest and manage potential conflicts of interest as follows:

- A. Upon application for membership, all applicants shall complete and sign the Conflict of Interest Disclosure Form. On this form they shall disclose any professional and/or personal affiliations with any organization or agency which has received, may seek, or is eligible for RWH/ATMA Part A funds.
- B. An interest resulting in personal, organizational, or professional gain does not include services received by a member as a client of an agency or organization which has received, may seek, or is eligible for RWH/ATMA Part A funds. This exception does not apply if a member is an officer, employee, or consultant to any provider receiving Part A funds.
- C. The Council conflict of interest policy shall apply to all work undertaken by members on behalf of the Council.

IX. GRIEVANCE PROCEDURE

- A. The policy for Grievance Procedures complies with RWH/ATM Act requirements.
- B. Issues, concerns, and disputes which are not the subject of the Grievance Procedures cited in Section IX.A may be considered under the Council's Informal Dispute Resolution Process.

X. AMENDMENTS

These Bylaws may be amended at any meeting of the Council provided the amendments have been distributed in writing to members at least 30 days in advance. A two-thirds vote of the members present is

required to pass the amendment.