

**Sacramento TGA
HIV Health Services Planning Council
Bylaws**

Article I

Name of Organization and Area of Service

Section 1.1, Name: The name of this body shall be the HIV Health Services Planning Council (herein after referred to as the Council).

Section 1.2, Area of Service: The Transitional Grant Area (TGA) to be served by the Council will be Sacramento County, El Dorado County, Placer County, and Yolo County (herein after referred to as the TGA). For the purposes of service delivery under Part B, Alpine County is included as an adjunct of El Dorado County.

Article II

Authority, Purpose and Duties

Section 2.1, Legal Authority: The Council was created by, and functions pursuant to, the requirements established in the Ryan White Comprehensive AIDS Resources and Emergency Act of 1990 (CARE Act), any amendments to that Act, and policies and procedures set by the United States Department of Health Services (DHS) through the Health Resources Services Administration (HRSA). In accordance with the CARE Act, the Council is appointed by the Sacramento County Board of Supervisors, designated as the Chief Elected Official (CEO) for the TGA. In 1997, a policy change by the State Office of AIDS established the Council as the entity responsible for the Part B planning and allocation processes for the TGA.

Section 2.2, Purpose: The purpose of the Council is to provide effective and efficient planning for the TGA to promote development of HIV/AIDS health care and support services that meet regional needs. The Council seeks to address these needs in a cost-effective manner in ways that reduce inefficiencies and redundancies. Emphasis is placed on the identification and engagement of the uninsured, underinsured, emerging affected populations and all historically under-represented groups living with HIV.

Section 2.3, Responsible Entities: The process of applying for, receiving, and administering Parts A/B funding necessitates a collaborative relationship between three parties: the Sacramento County Board of Supervisors as CEO, the Council, and the Sacramento County Department of Health and Human Services (DHHS) as Administrative and Fiscal Agent, each with complementary duties as described in the remainder of this section.

Section 2.4, Duties of Chief Elected Official: The CEO shall:

- (a) Receive Part A/B grant funds awarded to the TGA;
- (b) Select the Grantee;
- (c) Appoint members to the Council for the TGA; and

- (d) Ensure that all terms and conditions of the Memorandum of Understanding (MOU) between Sacramento County, El Dorado County, Placer County, and Yolo County are adhered to.

Section 2.5, Duties of Council: The duties of the Council shall be to:

- (a) Establish priorities for the allocation of Part A and B funds within the TGA including how best to meet each such priority and any additional factors to be considered in the fund allocation process;
- (b) Develop a comprehensive plan for organizing, delivering, evaluating and monitoring HIV related health and support services that seek to be innovative and interactive with existing California State and/or local plans relative to the provision of health services to individuals with HIV;
- (c) Assess the efficiency, effectiveness and expediency of the administrative mechanism for allocating funds to areas of greatest need within the TGA;
- (d) Participate in the development of the Statewide coordinated statement of need; and
- (e) Establish methods for engaging with the community to determine and prioritize needed support and care.

Section 2.6, Duties of the Administrative and Fiscal Agent: The Fiscal Agent shall:

- (a) Develop and maintain contractual agreements with Sacramento, El Dorado, Placer, and Yolo Counties and the State Office of AIDS specific to the distribution of Part A and B funds;
- (b) Write and assemble the Part A and Part B applications;
- (c) Select contractors and set contract award levels based on an established process in accordance with priorities set by the Council and under the terms of the MOU. The contractor award process shall include an appeals procedure;
- (d) Disseminate notice of contract awards inclusive of the appeals procedure;
- (e) Develop and execute contracts in a manner consistent with Part A requirements for rapid allocation of funds;
- (f) File reports required by HRSA and the State Office of AIDS;
- (g) Develop and implement a fund reallocation process under parameters set forth by the Council to insure the rapid and appropriate redistribution of any funds for which the established anticipated rates of service expenditures are greater or less than projected at the time of original funding; and,
- (h) Monitor and assess the quality, effectiveness and economy of the services supported with Part A/B grant funds.

Article III Council Membership

Section 3.1, Nominations: The ultimate selection and appointment of Council members is the responsibility of the Sacramento County Board of Supervisors upon recommendation by the Public Health Advisory Board (PHAB). Nominations for membership on the Council shall be identified through an open process and candidates shall be selected based on locally delineated and publicized criteria. Nomination Policies and Procedures established by the Council in

conjunction with the PHAB shall guide the process of recruitment, application, selection and recommendation to the Board of Supervisors.

Section 3.2, Number: The membership of the Council shall be comprised of a minimum of 19 and a maximum of 30 individuals who shall be appointed by the Sacramento County Board of Supervisors.

Section 3.3, Representation: Council membership must reflect in its composition the demographics of the epidemic in the TGA with emphasis given to the disproportionately affected and historically under-served groups and sub-populations.

- (a) The proportion of Council members living with HIV shall meet or exceed the minimum level defined by HRSA regulations;
- (b) The Council shall include any federally mandated categorical representatives mandated by the HRSA and any additional categorical representatives designated locally and as outlined in the Council's most current policies and procedures.

Section 3.4, Voting: All members shall have voting privileges on the Council.

Section 3.5, Terms: A full term as a member of the Council is three (3) years. A regular term begins on January 1. Candidates for reappointment, including those filling mandated positions, will be selected following the same policies and procedures used for new members. If a member is unable to complete a term for any reason a new member may be selected as outlined in Section 3.9 to serve the remainder of the term.

No term limits shall apply to any member of the Council. Council members may be appointed to successive membership to the Council after each three year period.

Section 3.6, Alternative Representation of Members:

- (a) Under certain circumstances as defined by policy and procedure, members living with HIV may have an alternate assigned to represent him or her during any absence due to illness related to their HIV status. Alternates will be selected according to the established policies and procedures for nomination and appointment to the Council and by any other policies and procedures that define and govern the roles and responsibilities of Council members and/or Alternates. Alternates shall participate fully in activities and meetings of the Council but vote only at those meetings which they are replacing an official Council member.
- (b) Seated members who represent a category mandated by federal or local authority for which there is only one possible source for appointment will be allowed to send a designated non-voting representative according to the policies and procedures established by the Council.
- (c) Other Council members do not qualify to have alternates or designated representatives assigned or appointed during absences for any reason.

Section 3.7, Resignations: Any Council member may resign at any time by giving written notice to an officer of the Council. Such resignation shall take effect as indicated in the notice or, if no date is given, on the date of receipt of notice.

Section 3.8, Termination: Members may be terminated from the Council in accordance with the Council's Member Removal Policy (Policy Number: GOV 11)

Section 3.9, Vacancies: If there are vacancies that occur prior to the annual nomination process, new members shall be appointed in accordance with policies and procedures created by the Council, subject to approval by the Board of Supervisors. To the fullest extent possible, appointments will be made that maintain or augment the representation and reflect goals as mandated by HRSA or established by the Council. Vacancies may be filled at any time but action to fill vacancies shall be taken when the number of seats filled on the Council is equal to or below the minimum number established in Section 3.2, or any federally mandated categories are left empty.

Section 3.10 Attendance:

Regular meeting attendance is expected and it is the responsibility of all members to communicate unavoidable absences as specified in policy (GOV 11).

Members mandated by federal or local authority who are unable to attend a Council meeting because of mandated travel designated by HRSA, the appointing authority for their particular jurisdiction (i.e., El Dorado, Placer, or Sacramento County), or critical public health issue shall be considered excused.

Members who are unable to attend a Council meeting because of travel or other meeting attendance authorized as a representative of the Council shall be excused.

Article IV Officers

Section 4.1, Officers: The officers of the Council shall be the Chair, Vice Chair of Operations, and the Vice Chair of Program Planning. All Council Officers will be considered *ex officio* members of all Council committees. The Council may appoint, and may empower the Chair of the Council or any other officer to appoint, such other officers as the activities of the Council may require, each of whom shall have such authority and perform such duties as the Council may determine are necessary.

Section 4.2, Duties of the Chair: The Chair of the Council shall:

- (a) Preside at all meetings of the Council and the Executive Committee;
- (b) When available or appropriate, attend Council committee meetings as an *ex officio* member;
- (c) Appoint any standing or special committee or workgroup; as designated by the Council;
- (d) Suspend or terminate any special committee or work group, as determined necessary by a majority vote of the Executive Committee;
- (e) Serve as a liaison and represent the interests of the Council to the Board of Supervisors, the Department of Health and Human Services, to any agency or individual who has official business with the Council and to the general public;

- (f) Accept written notice of resignation from any member or officer;
- (g) Perform all other duties as instructed by the Council, its policies and procedures, and as may be necessary or incidental to the position.

Section 4.3, Duties of the Vice-Chairs:

- (a) Vice Chair of Operations shall perform or assure the performance of the following duties, and be responsible for activities, processes and events related to the coordination of the Council with the Fiscal Agent (including Council Support operations), general operations that occur through its committee structure (Governance, Affected Communities, Council Development) and quality of service related issues.
 - i. Keep, or cause to be kept, the minutes of all meetings of the Council and Executive Committee;
 - ii. Give, or cause to be given, all notices of regular and special meetings of the Council and of the Executive Committee;
 - iii. Keep, or cause to be kept, updated membership records. Accept written notice of resignation from members and officers. Ensure that nominations and appointments are carried out in an appropriate and timely fashion.
- (b) Vice Chair of Program Planning shall be primarily responsible for activities, processes and events related to establishment of funding priorities and allocations from the Council. This person will work in conjunction with the Priorities and Allocations Committee, the Needs Assessment Committee, and others as needed.
- (c) Both Vice Chairs, when available or appropriate, shall attend Council committee meetings as an *ex officio* member.
- (d) Both or either of the Vice Chairs will be responsible for the following, as directed by the Bylaws and determined in cooperation with the other Officers and/or Executive Committee:
 - i. Perform the duties of the chair in the absence of the chair;
 - ii. Call Special Meetings of the Council consistent with the Bylaws;
 - iii. Receive any written grievance as submitted and notify and submit the grievance to the Executive Committee as directed in the Bylaws;
 - iv. Perform all other duties as instructed by the Council, its policies and procedures, and as may be necessary or incidental to the position.

Section 4.4, Election and Term of Office: Officers are nominated and elected by the members of the Council to serve for three years. Officers will be elected within the three months following the annual appointment of members.

Section 4.5, Terms: No officer shall be eligible to serve more than two consecutive terms in the same office. In such cases where there is no nomination or interested candidate for the office vacancy, the term of the existing officer may be extended for three years by a two-thirds majority vote of the Council membership.

Section 4.6, Vacancies: Officer vacancies which occur prior to the end of a term of office shall be filled by an election at the next regular or special meeting of the Council and will serve until the next regular election of officers.

Article V

Committee Structure

Section 5.1, Committees: The Council may designate one or more committees on a standing, ad hoc or advisory basis in accordance with the Council's Committee Development, Organization and Appointment Policy (Policy Number: GOV 01)

Section 5.2, Executive Committee: The purpose of the Executive Committee is to act for the Council between meetings under parameters set by the Council and to provide guidance for the Council in fulfilling its responsibilities and establishing and reaching its goals.

- (a) Executive Committee members must be Council members and serve a three-year term.
- (b) The Executive Committee shall have a minimum of 7 and a maximum of 15 members.
- (c) At least 33% of the members shall represent affected communities.
- (d) The Executive Committee shall be composed of the following:
 - i. Any officers as established and elected by the Council;
 - ii. The Sacramento County Health Officer or the person designated by the Health Officer as a member of Council;
 - iii. Standing Committee Chairs;
 - iv. Up to 4 members selected at-large when the committee does not include at least one person from El Dorado County, Placer County, or at least 33% people living with HIV. Additionally, at-large appointments can be made when the desired level of representation, or the total number of members fails to reach the minimum number established for the committee.
 - v. Regardless of any other representation on the Executive Committee, the Fiscal and Administrative agent may designate a person to serve as a nonvoting member of the Executive Committee.
- (e) The Chair of the Executive Committee shall be the Council Chair;
- (f) The responsibilities of the Executive Committee shall include, but not be limited to:
 - i. Assessment of the efficiency and effectiveness of the administrative mechanism for rapidly and appropriately allocating the funds within the TGA;
 - ii. Review and act upon grievances according to policies and procedures established by the Council.
 - iii. Institute procedures for Council record keeping and other administrative functions;
 - iv. Review and comment on reports and recommendations from committees, but not make decisions except on issues that may be delegated by the Council or that are urgent and time-sensitive.
 - v. Act as a coordinating mechanism for the Committees, workgroups and a sounding board and problem-solving mechanism for complex or controversial issues;
 - vi. Review and recommend disciplinary action against members, in accordance with criteria established by Council bylaws.
 - vii. Conduct an annual assessment of the efficiency and effectiveness of Council support services and recommend changes as needed;
 - viii. Review, prioritize and recommend parameters for the Council's regular meetings;

- ix. In general, advise and provide leadership to the Council;
- x. Ensure that any actions or recommendations from the Executive Committee are reported at the next regular Council meeting.

Article VI Meetings and Operating Procedures

Section 6.1, Regular Meetings: A regular meeting schedule for the Council will be set by the Council and can be temporarily amended as the need arises by the Chair or the Executive Committee. There will be at least six (6) regular meetings during the year. As needed, additional meetings may be scheduled. Whenever possible, at each Council meeting, the date and time of the next Council meeting shall be established.

Section 6.2, Special Meetings: Special meetings may be held on the call of any two (2) officers or four (4) Council members. Should such a meeting be called, all members shall be notified by telephone, facsimile or other reasonable alternative at least forty-eight (48) hours prior to the specified meeting time. The call or notice for a special meeting must state specifically the subject matter of the meeting. No other subject matter may be introduced or considered at the meeting.

Section 6.3, Quorum: One-third of the number of seated Council members constitutes a quorum for the transaction of business for which there is no dissenting vote. With at least one-third but not more than a majority of the total of the seated members present, any business can be transacted with a 3/4 vote of those present. When a majority of the seated members are present, any business can be transacted with a simple majority vote of those present. A majority must be determined based on all those present excluding those who cannot vote due to a conflict of interest as described in Article VII, or those attending in *ex officio* roles. Proxies are not permitted, with the exception of voting by alternates for affected community members as described under Article III Section 6. Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.

Section 6.4, Open Meetings: Council meetings shall be open in accordance with the Planning Council Open Meeting Requirements Policy (Policy Number: GOV 07).

Section 6.5, Parliamentary Procedure: Robert's Rules of Order (Webster's New World Version, Simplified and Applied, Robert McConnell Productions 1999) shall govern all meetings of the Council and its committees except as otherwise provided in these Bylaws.

Article VII Conflict of Interest

Section 7.1, Conflict of Interest Policy: Members will adhere to the Council's Conflict of Interest Policy (Policy Number: GOV 06), and may face removal from the Council/Committees for violations of that policy.

**Article VIII
Confidentiality**

Section 8.1, Prohibition: No member of the Council or its committees shall disclose confidential information acquired in the course of his/her official duties.

Section 8.2, Definition: Confidential information shall include, but is not limited to:

- (a) Information concerning the medical condition, substance abuse history, or sexual orientation of any individual, whether a member of the Council, a member of a committee, or the recipient of a service provided with Part A/B funds;
- (b) Any other confidential information, official in nature, that is not suitable for public disclosure.

**Article IX
Grievances**

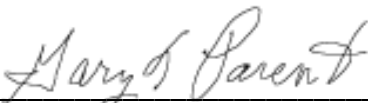
Section 9.1, Grievances: Persons or agencies who have a grievance regarding a decision made directly by the Council or regarding services provided by Ryan White CARE Act funds must follow Council's Grievance Policy (Policy Number: GOV 05). The authorized policies and procedures are available from the Council, its officers or designated agent upon request.

**Article X
Amendments**

Section 10.1 Revisions: These Bylaws may be amended by a three-fourths vote of the Council members present at a properly constituted meeting.

Section 10.2, Notice of Proposed Revisions: Copies of all proposed amendments to the Bylaws shall be sent to all members of the Council at least seven (7) working days prior to the meeting at which such amendments are to be considered for adoption.

Section 10.3, Scope of Authority for Revisions: At a meeting to amend bylaws, decisions can only be made on those bylaws contained in the prior notice as described in Section 10.2.

Adopted: 
Gary Parent, Chair