

**BYLAWS of the
HOUSTON AREA HIV HEALTH SERVICES
RYAN WHITE PLANNING COUNCIL
Revised December 13, 2007**

ARTICLE I

Establishment, Definitions and Purposes

Section 1.01. Establishment. The Ryan White Comprehensive AIDS Resources Emergency Act of 1990, 42 USC §300ff et. seq. (West 1991 & Supp. 1997),), later revised as the Ryan White HIV/AIDS Treatment Modernization Act of 2006, requires the establishment of an HIV health services planning council by the chief elected official of the eligible area involved, as defined in §300ff 12(a)(1) of the Act. The County Judge (as hereinafter defined) has established the Ryan White Comprehensive AIDS Resources Emergency Act HIV Health Services Planning Council in conformity to Section §300ff 12(a)(1) of the Act. The Council, as established by the County Judge, is not incorporated under the Laws of the State of Texas or any other jurisdiction.

Section 1.02. Definitions. The following definitions shall have the ascribed meaning when used herein, except to the extent the context hereof clearly requires and indicates otherwise:

“Acquired Immune Deficiency Syndrome” (AIDS) is defined by the current criteria established by the Centers for Disease Control (CDC).

“Act” is defined as the Ryan White Comprehensive AIDS Resources Emergency Act of 1990, 42 USC §300ff et.seq.(West 1991 & Supp. 1997), later revised as the Ryan White HIV/AIDS Treatment Modernization Act of 2006.

“AIDS” is defined as Acquired Immune Deficiency Syndrome.

“Harris County HIV Services” is defined as the section of Harris County Public Health and Environmental Services that administers grant funds allocated to the “Eligible Metropolitan Area” under the Act.

“Council” is defined as the Ryan White HIV Health Services Planning Council established by the County Judge.

“County Judge” is defined as the chief elected official of the city or urban county that administers the public health agency that provides outpatient and ambulatory services to the greatest number of individuals with AIDS, as defined in §300ff 12(a)(1) of the Act and herein refers to the duly elected County Judge of Harris County, Texas.

“Eligible Metropolitan Area” is defined as the Houston/Harris County Area which area has been determined by the Centers for Disease Control to consist of Harris County, Waller County, Fort Bend County, Montgomery County, Chambers County and Liberty County.

“Emergency” is defined as an unforeseen combination of circumstances or the resulting state that calls for immediate action.

“HIV” is defined as the Human Immunodeficiency Virus.

“HIV Infection” is defined as the presence of HIV in the bloodstream as confirmed by the diagnostic tests prescribed by the Centers for Disease Control.

“HRSA” is defined as the Health Resources Services Administration of the Public Health Service of the United States Department of Health and Human Services.

“HSDA” is defined as the Texas Department of Health Services Delivery Area.

“RFPs” is defined as Request for Proposals.

Section 1.03. Purposes. The purposes for which the Council is established are:

- (1) To conduct needs assessment activities;
- (2) To develop a comprehensive plan for the organization and delivery of health services described in §300ff 14 of the Act that is compatible with any existing State of Texas or local plan regarding the provision of health services to individuals with HIV Infection or AIDS;
- (3) To establish priorities for the allocation of funds within the Eligible Metropolitan Area;
- (4) To allocate funds within the Eligible Metropolitan Area;
- (5) To assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the Eligible Metropolitan Area.

ARTICLE II

Appointment of Council, Composition of Council, Term and Compensation

Section 2.01. Appointment of Council. All members of the Council shall be appointed by the County Judge. Vacancies occurring on the Council shall be filled by appointment of the County Judge and serve at the pleasure of the County Judge. All candidates are subject to the established Nominations Screening process, with the exception of persons representing HRSA required governmental bodies, including the State Medicaid Agency, HOPWA and others.

Section 2.02. Composition of Council. The Planning Council will be made up of individuals as specified in Sec.2602(2) PLANNING COUNCIL REPRESENTATION as stated in the most current Ryan White Program, and will be reflective of the local HIV/AIDS epidemic. The Planning Council may also request other positions/representation in order to maintain diversity within the EMA reflecting the pandemic and/or needed expertise within the EMA subject to the approval of RWPC OPERATIONS COMMITTEE

the County Judge. These positions are subject to the Nominations Screening Process.

Section 2.03. Term. Each Council position is for a term of two (2) years. The terms of one-half the Council positions shall terminate in even-numbered years and the other half of the positions shall terminate in odd-numbered years. A term shall begin on January 1 and shall terminate on December 31 of the second year following. Council members appointed to vacancies shall complete the unexpired term of office.

Section 2.04. Term Limits. The County Judge shall appoint Council members to no more than three two-year terms. All members serve at the pleasure of the County Judge through an open nominations process.

Section 2.05. Compensation/Reimbursement. Persons serving as members of the Council shall not receive any salary or other compensation for their services as a member of the Council. All Council members may be reimbursed allowable expenses as approved by Harris County Public Health and Environmental Services, the Ryan White Planning Council, and the CEO.

ARTICLE III

Duties of the Council

Section 3.01. Duties. The duties of the Council are to see to the establishment and implementation of the purposes of the Council as set out in Section 1.03 of these Bylaws and those duties which are prescribed by the provisions of the Act as within the purview of the Council.

Section 3.02. Orientation. All new members shall be required to attend mandatory orientation within 6 months.

ARTICLE IV

Committees

Section 4.01. Steering Committee. The Steering Committee shall be composed of the following persons: Chair of the Council, Vice Chair of the Council, Secretary of the Council, and the Chair, or Co-Chairs, of each Standing Committee. Actions of the Steering Committee are subject to ratification by the Council. The Steering Committee is responsible for the following:

- (1) setting agendas for the Ryan White Planning Council;
- (2) making recommendations to the Ryan White Planning Council;
- (3) providing leadership;
- (4) previewing reports from the Standing Committees;
- (5) and functioning in “emergency” situations as they arise.

Section 4.02. Standing Committees. There shall be six Standing Committees. Each member of the Council except the Planning Council Chair is required to serve on at least one of the following standing committees.

- 1) Affected Community
- 2) Operations
- 3) Comprehensive HIV Planning
- 4) Priority and Allocations
- 5) Quality Assurance
- 6) Steering

Section 4.03 Ad hoc groups, work groups, subcommittees. The Chair of the Council or the Council may, from time to time, establish such other ad hoc groups as may be expedient or necessary to carry out the duties and responsibilities of the Council. The scope and responsibilities of such ad hoc groups shall be delineated at the time such groups may be established.

ARTICLE V

Officers, Election of Officers, Election of Committee Chairs

Duties of Officers and Duties of Service Committee Chairs

Section 5.01. Officers. The officers of the Council shall be a Chair, a Vice Chair and a Secretary. Officers cannot serve as Standing Committee Chairs. Ryan White Part A or B or State Services funded providers/employees/subcontractors/Board Members and or employees/subcontractors of the Grantee shall not be eligible to run for office of Chair of the Ryan White Planning Council. A parliamentarian may be appointed at the pleasure of the Chair. Subsequent to election, if the Chair becomes a contractor, he/she shall be removed and a new election held to elect a new Chair.

Section 5.02. Election of Officers. The officers shall be elected by the majority vote of the members of the Council at the December meeting, which shall be termed the Organizational Meeting. (Per letter from Judge Eckels dated 12-13-00: "As in any political election, the number of candidates is not regulated. Following the first vote in the race, if one candidate has not received the majority, a run-off election is held between the two candidates receiving the most votes. The Council may accept nominations for the slate of officers that exceeds two candidates and may receive nominations from the floor regardless of the number of candidates already nominated.") One of the three officers must be a self-identified HIV positive person. Officers elected at the Organizational Meeting of the Council shall serve from the date of election to the next annual Organizational Meeting. If a vacancy occurs in any office, the Council shall elect a replacement to serve the remainder of the term.

Section 5.03. Appointment of Committee Chairs. Committee Chairs will be appointed by the Planning Council Chair. Committee Chairs must be members of the Planning Council for at least one year. If committee leadership is not available from among Planning Council members with at least one year's service, the Chair may seek leadership among remaining Planning Council members.

Section 5.04. Duties of Officers. The officers of the duly appointed Council shall have the responsibility for the performance of the following duties:

Chair: The Chair of the Council shall serve as the Chief Executive Officer of the Council and shall preside at all meetings of the Council and the Steering Committee. The Chair is the only official spokesperson for the Council and will be responsible for interfacing with the public and with the media. As the only authorized spokesperson, the Chair will have a business card that includes his/her name. He/she will also be responsible for correspondence to members regarding attendance and participation issues. The Chair shall perform such other duties as are normally performed by a chair of an organization or such other duties as the Council may prescribe from time to time. The Chair of the Council is an ex-officio member of all committees (standing, subcommittee, and work groups). Ex-officio means that he/she is welcome to attend and is allowed to be a part of committee discussion. They are not allowed to vote. In the absence of the Chair of the Council, the next officer will assume the ex-officio role with committees.

Vice Chair: The Vice Chair of the Council shall preside at meetings of the Council and Steering Committee in the absence of the Chair. The Vice Chair shall perform such other duties as the Chair may designate or the Council shall prescribe from time to time.

Secretary: Per Texas law, the Secretary may not chair a meeting. The position of Secretary shall include the following duties:

- 1) The Secretary will ensure that minutes are taken, approved, and filed as mandated by the Ryan White Program.
- 2) The Secretary will be responsible for keeping an up-to-date roll of Planning Council members.
- 3) When a roll call vote is taken, the Secretary will call the roll call vote, note the vote and announce the results of the roll call vote. The Secretary will monitor voting for possible conflicts of interest, the Secretary will process inquiries into votes made in conflict of interest.
- 4) The Secretary will keep a copy of the Planning Council Bylaws and other relevant Policies and Procedures at the Planning Council meetings, and will provide the Council with clarification from the Bylaws and Policies & Procedures, as requested.
- 5) The Secretary will keep a record of all committees of the Planning Council. When (if) new committees are established, the Secretary will assure or cause to be assured the actual formation and implementation of the new committees.
- 6) The Secretary will be responsible for notification of specially called Planning Council meetings, corresponding to the members as required by the Bylaws.

Standing Committee Chairs: The Standing Committee Chairs shall preside at all meetings of their respective committees. The Committee Vice Chair shall preside at all committee meetings in the absence of the Chair. If neither are present, committee members shall use consensus to select another committee member to chair that particular meeting. The Committee Chairs are responsible for the execution of the duties prescribed herein for the Committees and for such other duties as

may be prescribed by the Chair of the Council or the Council from time to time. The Committee Chairs are responsible for the recording of or cause to be recorded all deliberations undertaken by each respective Committee. Copies of all approved minutes are available in the Office of Support for the Ryan White Planning Council

ARTICLE VI

Quorum, Voting, Proxies and Attendance

Section 6.01. Quorum. A majority of the members of the Council are required to constitute a quorum at Council meetings. In computing a quorum, vacant seats on the Council or Committee shall not be counted. A minimum of one (1) self-identified HIV positive member must be present to constitute a quorum.

At least two (2) committee members and a Chair must be present; one of these must be a self-identified HIV positive member, to constitute a Standing Committee quorum.

Section 6.02. Voting. Each member of the Council shall be entitled to one vote on any regular business matter coming before the Council. A simple majority of members present and voting is required to pass any matter coming before the Council except for that of proposed Bylaw changes, which shall be submitted (in written form) for review to the full Council at least fifteen (15) days prior to voting and will require a two-thirds (2/3) majority for passage. The Chair of the Council shall not vote except in the event of a tie. The Chairs of the Standing Committees shall not vote at Committee meetings except in the event of a tie.

Section 6.03. Proxies. There shall be no proxy voting.

Section 6.04. Council Attendance.

Council members are required to attend meetings of the Houston Area HIV Health Services (Ryan White) Planning Council. Any Council member with four (4) absences from Council meetings within a calendar year or who fails to perform the duties of a Council member described herein without just cause, is subject to removal by the CEO. The Secretary shall cause attendance records to be maintained and shall regularly provide such records to the Chair.

Standing Committee Attendance:

Committee members are required to attend regularly scheduled committee meetings. Four (4) absences from committee meetings in a calendar year may be grounds for reassignment or termination of committee membership. The Council Chair will be responsible for determining reassignment or termination of committee membership. Reasons for absences that would be used for determining reassignment or termination include: 1) sickness; 2) work related conflicts (in or out of town and vacations); and 3) unforeseeable circumstances. The Chair of the Operations Committee will notify the Planning Council Chair if a member is absent for four (4) committee meetings and, if warranted, the Planning Council Chair will formally notify the member in writing of removal from committee membership. The member will be given an opportunity to request assignment to another committee. If the member continues to fail to meet committee requirements, the member will not be permitted to continue as a member of the Planning Council.

Any Planning Council member who is unable to attend a Planning Council meeting or standing committee meeting of the committee must notify the Office of Support prior to such meeting. The

Office of Support staff will document why a member is absent. The Operations Committee will review attendance records quarterly.

ARTICLE VII

Administration of Funds, Information Regarding Funding and Council Oversight of Funding

Section 7.01. Administration of Funds. The County Judge shall designate the lead agency which will be charged with the administration and distribution of any funds granted to the Eligible Area under the Act. The Council shall report to the County Judge its findings and recommendations regarding the prioritization and allocation of funds granted under the Act, together with its recommendations as to the use of any such funds in accordance with the provisions of the Act.

Section 7.02. Information Regarding Funding. Harris County HIV Services will be responsible for the collection and dissemination of monthly reports to the Council on the administration of the funds granted to the Eligible Metropolitan Area under the Act.

Section 7.03. Council Oversight of Funding. The Council is responsible for an annual assessment of the administrative mechanism and distribution of the funds granted to the Eligible Metropolitan Area under the Act by the lead agency designated by the County Judge. The Council shall perform such other oversight duties as may be required by the Act or any regulation promulgated there under.

ARTICLE VIII

Conflicts of Interest

Section 8.01 Conflict of Interests. A conflict of interest (COI) occurs: 1) when an appointed or voting member of the planning council has a direct or indirect fiduciary or other personal or professional interest in a council decision or the outcome of a vote, 2) when a member uses his/her positions for purposes that are motivated by pursuit of private gain for themselves or their families, friends, or business associates. COI is defined to include interests that existed within 12 months preceding the date when the conflict ended. The mere perception of COI is a significant concern.

The Council, acknowledging that perception is as important as reality, has elected to voluntarily adopt the following code of conduct regarding conflict of interest to be followed during all deliberations and decisions.

- 1) In order to make members aware of any potential positive bias, Council members agree to disclose their associations with any organization seeking to do business with the Ryan White Part A or B Administrative Agencies for which they or their spouse or domestic partner, during the past twelve months:
 - a) own, have ownership interest, or have been employed;
 - b) are or have been a Board member;
 - c) are or have been a consultant; or

- d) are or have been involved in a contractual relationship.
- 2) In order to make other members aware of any potential negative bias, Council members agree to disclose their associations with any organization seeking to do business with the Ryan White Part A or B Administrative Agencies with which they or their spouse or domestic partner, during the past twelve months are or were involved in mediation, arbitration or litigation over any employment, contract, service delivery or other matter.
- 3) Council members agree to abstain from voting on any decision related to any organization for which they or their spouses or domestic partner have association as specified in number 1, above.
- 4) Council members will not serve on Grantee proposal review panels.

Section 8.02 Disclosure of Conflicts of Interests. Council members who have COI must declare that conflict before the discussion of a motion. This will be recorded in the official minutes. All council members must submit signed affidavits disclosing any COI when joining the Council, and at least annually, and/or more often as needed, thereafter. Members who are closely affiliated with an applicant are excluded from the prioritization process.

ARTICLE IX

Regular Meetings, Special Meetings, Notice and Business to be Considered

Section 9.01. Regular Meetings. Regular Meetings of the Council shall be held no less than quarterly at such times and places as shall be designated by the Council. Written Notice of Regular Meetings shall be given no less than five (5) calendar days prior to such Regular Meeting.

Section 9.02. Special Meetings. Special Meetings of the Council shall be held at such times and places as shall be designated by the Chair of the Council or upon the written request of one-half (1/2) of the members of the Council. Notice of Special Meetings shall be given no less than three **(3) working** days prior to such Special Meeting.

Section 9.03. Notice. It shall be the duty of the Secretary to give or cause to be given such notice to each member of the Council. Notice of Regular Meetings shall be given in writing. Notice of Special Meetings may be given telephonically, by email or by telecopier. Notice of Council meetings shall be posted in accordance with the Open Meeting Act, TEX. GOV'T CODE ANN. §§ 551.001-551.146, as amended.

Section 9.04. Business to be Considered. Any business coming before the Council shall be considered at a duly constituted and noticed Regular Meeting or Special Meeting. Only items approved by the Steering Committee for presentation to the Council and posted on the agenda may be voted on.

Section 9.05. Public Comment. There is an opportunity for public comment at all meetings. Persons wishing to speak must follow the Policies and Procedures for Public Comment.

ARTICLE X

Grievance

Section 10.01 Grievance. There is a Ryan White Planning Council grievance process and the Grievance Policies & Procedures must be followed.

ARTICLE XI

Amendments, Governing Procedure, Compliance and Invalidity of Provisions

Section 11.01. Amendments. These Bylaws may be amended from time to time by a vote of two-thirds (2/3) of the entire membership of the Council. Proposed amendments shall be submitted (in written form) for review to the full Council at least fifteen (15) days prior to voting.

Section 11.02. Governing Procedure. The meetings of the Council shall be conducted in accordance with Roberts Rules of Order, Revised except to the extent the provisions of Roberts Rules of Order conflict with the Bylaws of the Ryan White Planning Council in which event the Bylaws shall prevail.

Section 11.03 Compliance. The Council shall at all times comply with the duties and responsibilities set out in the Act and shall perform all of its deliberations in accordance therewith.

Section 11.04. Invalidity of Provisions. In the event any provision hereof conflicts with the provisions of the Act or other applicable law, such provision shall be deemed stricken and the remainder of these Bylaws shall be in full force and effect without regard to such invalid provision.