

Orange County
Health Care Agency
Transitional Grant
Area

HIV Planning Council Bylaws

Date Effective:
9/22/1992

These bylaws set forth the guidelines for the HIV Planning Council mandated roles and responsibilities as required by Ryan White Legislation and Health Resources Services Administration.

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Supervisors:
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1 **ARTICLE I – NAME**

2 **Section 1. Name of Organization**

- 3 A. The name of this organization shall be the Orange County HIV Planning Council, hereinafter
4 referred to as Council.
- 5 B. The official location and mailing address of Council shall be:
6 405 W. 5th St.
7 Santa Ana, CA 92701

8 **ARTICLE II – ESTABLISHMENT OF HIV PLANNING COUNCIL**

9 The Council is established pursuant to Section 300ff-12 in Title 42 of the United States Code (hereinafter
10 “42 U.S.C.”) and its members are appointed pursuant to Section 300ff-12, subsection (b).

11 **ARTICLE III - PURPOSE AND DUTIES**

12 **Section 1. Planning Council Mission.** The mission of the Council is to work in partnership with affected
13 communities, service providers, philanthropists, and public health professionals, to support an accessible,
14 culturally competent continuum of HIV prevention and care services that promotes optimal health, fosters
15 self-sufficiency, reduces stigma and discrimination, and results in a community where new HIV infections
16 are rare.

17 **Section 2. Planning Council Duties.** In order to improve the lives of people affected by human
18 immunodeficiency virus (HIV) in Orange County, the Council shall:

- 19 A. Determine the size and demographics of the population of individuals with HIV/AIDS, as well as
20 the size and demographics of the estimated population of individuals with HIV/AIDS who are unaware
21 of their HIV status.
- 22 B. Determine the needs of such population, with particular attention to:
- 23 i. individuals with HIV/AIDS who know their HIV status and are not receiving HIV-related
24 services;
- 25 ii. disparities in access and services among affected subpopulations and historically
26 underserved communities; and
- 27 iii. individuals with HIV/AIDS who do not know their HIV status.
- 28 C. Establish priorities for the allocation of funds within the eligible area, including how best to meet
29 each such priority and additional factors that a grantee should consider in allocating funds under a
30 grant based on the:
- 31 i. size and demographics of the population of individuals with HIV/AIDS (as determined under
32 subparagraph (A)) and the needs of such population (as determined under subparagraph (B));
- 33 ii. demonstrated (or probable) cost effectiveness and outcome effectiveness of proposed
34 strategies and interventions, to the extent that data are reasonably available;

- iii. priorities of the communities with HIV/AIDS for whom the services are intended;
- iv. 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;
- v. 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/AIDS; and
- vi. capacity development needs resulting from disparities in the availability of HIV-related services in historically underserved communities.

D. Develop a comprehensive plan for the organization and delivery of health and support services described in section 300ff-14 of this title that:

- i. includes a strategy for identifying individuals who know their HIV status and are not receiving such services and for informing the individuals of and enabling the individuals to utilize the services, giving particular attention to eliminating disparities in access and services among affected subpopulations and historically underserved communities, and including discrete goals, a timetable, and an appropriate allocation of funds;
- ii. includes a strategy to coordinate the provision of such services with programs for HIV prevention (including outreach and early intervention) and for the prevention and treatment of substance abuse (including programs that provide comprehensive treatment services for such abuse);
- iii. is compatible with any State or local plan for the provision of services to individuals with HIV/AIDS; and
- iv. includes a strategy, coordinated as appropriate with other community strategies and efforts, including discrete goals, a timetable, and appropriate funding, for identifying individuals with HIV/AIDS who do not know their HIV status, making such individuals aware of such status, and enabling such individuals to use the health and support services described in section 300ff-14 of this title, with particular attention to reducing barriers to routine testing and disparities in access and services among affected subpopulations and historically underserved communities

E. 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 Council, assess the effectiveness, either directly or through contractual arrangements, of the services offered in meeting the identified needs.

F. Participate in the development of the statewide coordinated statement of need initiated by the State public health agency responsible for administering grants under 42 U.S.C. Section 300ff-21 et seq.

G. Establish methods for obtaining input on community needs and priorities which may include public meetings, conducting focus groups, and convening ad-hoc panels.

1 H. Coordinate with Federal grantees that provide HIV-related services within the eligible area.

2 **ARTICLE IV – MEMBERSHIP**

3 **Section 1. Membership.** All Council members shall be at-large members. Council membership may
4 consist of up to 27 voting members who shall be appointed by the Board of Supervisors. The composition
5 of membership shall reflect the demographic of the population of individuals with HIV/AIDS in Orange
6 County, with particular consideration given to disproportionately affected and historically underserved
7 groups and subpopulations. At least 33% of all Council’s membership shall consist of Unaligned
8 Consumers. An Unaligned Consumer is an individual (i) who is HIV-positive and receives HIV-related
9 services from Ryan White Act funded providers; (ii) who is not an officer of, employee of, or consultant
10 to, any providers receiving Ryan White Act funds, and does not represent any such entities; and (iii) who
11 resides within the County of Orange.

12 **Section 2. Required Council Membership Categories.** The membership shall include representatives of the
13 following categories:

- 14 (A) health care providers, including federally qualified health centers;
- 15 (B) community-based organizations serving affected populations and AIDS service organizations;
- 16 (C) social service providers, including providers of housing and homeless services;
- 17 (D) mental health and substance abuse providers (may have two representatives or one representative
18 who provides both services);
- 19 (E) local public health agencies;
- 20 (F) hospital planning agencies or health care planning agencies;
- 21 (G) affected communities, including people with HIV/AIDS, members of a Federally recognized Indian
22 tribe as represented in the population, individuals co-infected with hepatitis B or C and historically
23 underserved groups and subpopulations (may have up to three representatives);
- 24 (H) non-elected community leaders;
- 25 (I) State government (including the State Medicaid agency and the agency administering the program
26 under United States Code, Title 42, Chapter 6A, Subchapter XXIV, Part B) (may have two
27 representatives);
- 28 (J) Grantees under United States Code, Part 61, Subchapter XXIV, Part C, Subpart II;
- 29 (K) Grantees under 42 U.S.C. Section 300ff-71, or, if none are operating in the area, representatives of
30 organizations with a history of serving children, youth, women, and families living with HIV and
31 operating in the area;
- 32 (L) grantees under other Federal HIV programs, including but not limited to providers of HIV

1 prevention services (may have up to four representatives); and

2 (M) representatives of individuals who formerly were Federal, State, or local prisoners, were released
3 from the custody of the penal system during the preceding 3 years, and had HIV/AIDS as of the date on
4 which the individuals were so released.

5 **Section 3. Voting Requirements.** Except where the Board finds it in the best interest of the County to waive
6 voter requirements, all members of the Council shall be registered to vote in Orange County.

7 **Section 4. Open Nomination Process.** Nomination for membership on the Council shall be an open process
8 and membership shall be based on delineated and publicized criteria.

9 **Section 5. Appointments.**

10 A. Any member of the Council may propose an individual who meets the membership
11 qualification stated in this Bylaws for membership consideration by the Council. The Council,
12 having considered the nomination, may vote to request the Board of Supervisors to appoint the
13 individual on the Council.

14 B. Any member of the Board of Supervisors may recommend an individual who meets the
15 membership qualification stated in this Bylaws to the Board of Supervisors for appointment on the
16 Council.

17 **Section 6. Length of Membership.** The term for each Council member shall begin on the date of
18 appointment for mid-year appointments or on January 1 for annual appointments and terminate as
19 indicated below).

20 A. All member appointments shall be for a period of two years from the date of appointment. For
21 members who are appointed mid-year, the appointment shall expire on December 31 of the year
22 after the year of appointment.

23 B. Term limits ensure new voices are included on the Council. Term limits for members shall be three
24 (3) consecutive terms which allows for up to six (6) consecutive years on Council. The individual must
25 have a 12-month break before returning to Council. Term limits can be extended for hard to fill
26 agency-held mandated seat(s) with appropriately documented justification as to the efforts and
27 reasons for an extension of the term for the hard to fill seat(s).

28 C. Terms for members shall be staggered so that approximately one half of all memberships will expire
29 every December 31, when possible.

30 D. Appointments made to fill a vacancy left by a member before the expiration of the term of that
31 member shall be for the remaining term of that member.

32 E. Subject to Article IV., Section 6(B), a member may continue serving in the seat, beyond term
33 expiration, until such time as the member has resigned, is reappointed, is replaced, or the seat is
34 vacated by the Board of Supervisors as recommended by Council.

35 **Section 7. Attendance/Leave of Absence.**

- A. Council members shall attend all meetings of the Council and of committees to which they are appointed and be actively involved in at least one committee or task force. The Executive Committee shall regularly review member attendance at the Council and committee meetings.
- B. Members shall notify the Chairperson or its designee of any expected absence for a meeting 24 hours before a regularly scheduled Council meeting, indicating good and sufficient reasons for the absence.
- C. Council members may be granted a leave of absence for up to 3 months in accordance with HIV Planning Council policies. Requests for leave of absence shall be submitted to the Council Chairperson or its designee and approved by the Chairperson.

Section 8. Duties.

- A. In the performance of its responsibilities, the Council shall not engage in nor employ any unlawfully discriminatory practices in the provision of services or benefits, assignment of accommodations, treatment, employment of personnel or in any other respect on the basis of sex, race, color, ethnicity, national origin, ancestry, religion, age, marital status, medical condition, sexual orientation, physical or mental disability or any other protected group in accordance with the requirements of all applicable County, state, or federal laws.
- B. Members of the Council shall operate strictly within designated purposes of the Council.

Section 9. Resignation. Any Council member may resign at any time by giving written notice (letter or email) to Council's chairperson or its designee and the Board of Supervisors. Such resignation shall take effect as indicated on the notice of resignation.

Section 10. Removal.

- A. The Board of Supervisors may, at any time and without cause, remove any Council member from office prior to the expiration of their term of office by majority vote of the Board.
- B. The Council shall consider and may recommend to the Board of Supervisors the removal of any Council member due to any of the following:
 1. Loss of the status that qualified the member for appointment to the Council.
 2. Missing 3 meetings in any 12-month period.
 3. Habitual conduct that violates the Council's Rules of Respectful Engagement.
 4. Conduct that would have a negative impact on the integrity of, and/or the community's confidence in, the Council (including, but not limited to, violation of conflict of interest regulations, County Code of Ethics, the Gift Ban Ordinance or conviction of a felony offense after appointment to the Council).
 5. Failure to file California Fair Political Practices Committee ("FPPC") Form 700 as required by law.
- C. The Council Chairperson or its designee shall notify the County Clerk of the Board of Supervisors in writing of any vacancies within 10 days of learning the existence of any such vacancy.

1 **Section 11. Council Vacancies.**

- 2 A. When a vacancy occurs on the Council due to resignation or removal, a new member shall be
3 nominated and appointed in accordance with Section 5, above.

4 **Section 12. Advocacy.**

- 5 A. All Council advocacy shall be consistent with the Board of Supervisors policies and procedures.
- 6 B. The Council, unless authorized by the Board of Supervisors shall not advocate a legislative position
7 to any other legislative body other than the Orange County Board of Supervisors, and then only
8 through the Health Care Agency Director or designee.
- 9 C. An official Council position is one that has received a majority vote of members and is duly adopted
10 and consistent with the policies of the Board of Supervisors.
- 11 D. No member of the Council shall represent an official Council position in any venue or forum unless
12 authorized by the Chairperson of the Council after adoption by a majority vote of members.
- 13 E. Whenever Council members are communicating in any public setting on any Council issue, they will
14 clearly indicate whether they are advocating an official position of the Council or are speaking strictly
15 for themselves.
- 16 F. This section should not be construed as limiting in any way any member of the Council from engaging
17 in advocacy as an individual.

18 **ARTICLE V – MEETINGS**

19 **Section 1. Meetings.**

- 20 A. The Council shall, at its first meeting of each year, adopt a schedule of regular meetings and
21 transmit that schedule in writing to members, the Board of Supervisors, and the public at large.
- 22 B. All meetings of the Council and its committees, as applicable, shall be open, public and noticed in
23 conformance with the provisions of the Ralph M. Brown Act, California Government Code Section
24 54950 et seq., as amended and held at a location within Orange County, California that satisfies
25 the access requirements of the Americans with Disabilities Act.
- 26 C. Special meetings of the Council may be called either by the Council’s Chairperson or at the request
27 of the majority of the Council membership. Notice of special meetings shall:
- 28 1. Be delivered to members personally, by mail or electronically, and must be received no later
29 than 24 hours in advance of the meeting.
- 30 2. State the business to be considered and whether alternative technological means may be
31 used such as telephone or video conferencing, as technological resource available permits
32 and as permissible by the Ralph M. Brown Act.

1 Section 2. Voting.

- 2 A. The Council will strive to govern by consensus.
- 3 B. When consensus cannot be reasonably reached, official actions taken by the Council shall be
- 4 adopted only by a majority vote of a quorum.
- 5 C. No absentee votes or proxy votes will be permitted.
- 6 D. All non-unanimous voice votes will be retaken by roll call vote.
- 7 E. Any member may request that any vote be taken by roll call vote.
- 8 F. Abstentions are considered a “non-vote” – neither a vote in the affirmative nor in the negative.

9 **Section 3. Quorum.**

- 10 A. General Meetings. The number of members necessary to establish a quorum shall be no less than
11 50%+1 of the members not on a leave of absence. Committee Meetings. Quorum shall be the
12 Committee members present, but no less than 3.

13 **Section 4.** Minutes. The Council's support staff shall prepare and publish the minutes of each meeting of
14 the Council.

15 **ARTICLE VI – OFFICERS**

16 **Section 1. Officers.**

- 17 A. Officers of the Council shall consist of a Chairperson and up to two Vice-Chairpersons.
- 18 B. At least one of these officers must be an Unaligned Consumer, if feasible.
- 19 C. The representative of the Local Public Health Agency may not serve as Chairperson but may serve as
- 20 a Vice-Chairperson.

21 **Section 2. Nominations and Elections.**

- 22 A. Nominations of Officers shall be initiated at least 30 days prior to election.
- 23 B. Nominations shall be made directly by any Council member. Only current members of the Council
24 who have served at least six months on the Council and who are in good standing with the HIV
25 Planning Council membership policies may be nominated for appointment as Officer.
- 26 C. Council Officer election shall be held annually during the last Council meeting of each calendar year
27 by majority vote, a quorum present.

28 **Section 3. Officers Term of Office.**

- 29 A. Officers shall serve for terms of one calendar year.

- 1 B. No Officer may serve more than three consecutive terms.
- 2 C. No person may serve simultaneously as Chairperson for two or more boards or commissions that
- 3 are under the jurisdiction of the County Board of Supervisors.

4 **Section 4. Powers of the Officers.**

- 5 A. The Chairperson shall be the chief executive officer of the Council and shall have the general powers
- 6 and duties of management usually invested in the office of a Chairperson and shall have other
- 7 powers and duties as may be prescribed by the Council.
- 8 B. The Chairperson shall preside at all meetings of the Council and be the Chairperson of Council's
- 9 Executive Committee.
- 10 C. In the absence of the Chairperson, one of the Vice-Chairpersons shall preside over the Council's
- 11 meeting. Should the Vice-Chairpersons also not be present, the Council may select by consensus or
- 12 majority vote for another Council member to preside over the Council's meeting.

13 **ARTICLE VII – COMMITTEES AND SUBCOMMITTEES**

14 **Section 1. Executive Committee.** There shall be an Executive Committee comprised of: (1) the Chairperson

15 of the Council; (2) the Vice Chairpersons of the Council; and (3) Committee Chairpersons of the Council's

16 committees. The Executive Committee shall hold meetings at the request of the Chairperson. The

17 Executive Committee shall review the Council's Bylaws and suggest amendments to the Council in

18 accordance with Article XIV below.

19 **Section 2. Standing Committees, Subcommittees, and Task Forces.** There shall be such standing

20 committees, subcommittees, task forces, and special committees established by the Chairperson of the

21 Council or by majority vote of the Council as necessary to accomplish the business of the Council. The

22 Council appoints Council members to the committee by majority vote. All committees shall have a

23 minimum of two officers, a Chairperson and Vice Chairperson or Co-Chairs included in its membership.

24 Only the Council may dissolve a Council's committee. The term of an ad hoc committees shall be for the

25 period of time required to fulfill the ad hoc committee's purpose.

26 **ARTICLE VIII – Authority**

27

28 **Section 1. Parliamentary Authority.** The Chairperson shall preside and manage the Council meetings

29 using parliamentary procedure consistent with these Bylaws, and special rules of order the Council may

30 adopt, and any applicable County, state, or federal law.

31

32 **Section 2. Meetings.** When circumstances demand that action be taken before the next scheduled

33 Council meeting, the Council may authorize or grant its full authority to the Executive or any standing

34 committee to act on its behalf to make specific, limited, independent recommendations to the County, a

35 quorum of the Council begin present.

- 36
- 37 1. Such actions taken on behalf of the Council by a committee will be presented as an information
- 38 item at the next regular Council meeting.
- 39

2. Such actions will not require further action by the Council.

Section 3. Executive Committee. When unforeseen circumstances demand that action be taken before the next scheduled Council meeting, the Executive Committee is authorized to take action on behalf of the Council.

1. Council members shall be notified either in writing or electronically within 72 hours of any such Executive Committee action.
2. Such action is subject to review and ratification by the general membership of the Council at its next regularly scheduled meeting.

Section 4. Standing and Ad Hoc Committees.

1. Standing and ad hoc committees shall have no independent authority and shall be limited to exercising only those specific functions granted to them by the Council.
2. No standing or ad hoc committee shall have independent authority to commit the Council to any policy or action without the prior approval of the general membership of the Council.

ARTICLE IX –SUPPORT STAFF

Section 1. Support. Staff support from OC Health Care Agency shall be provided to support the Council in conjunction with the work of the Council.

ARTICLE X – COMPENSATION

Section 1. Compensation for Time. With the exception of County employees serving on the Council as part of their County employment, persons serving as Council members shall not receive salary or other compensation from the County for their attendance and services at Council meetings or in conjunction with any Council activities.

Section 2. Compensation for Expenses. Members with demonstrated financial need may be compensated for expenses incurred in connection with their duties to the extent allowed by Ryan White Act funding, HIV Planning Council policies, and applicable County policies. All requests for reimbursement shall be submitted in accordance with the policies and procedures adopted by the County on a form approved by the County Auditor-Controller.

ARTICLE XI – CONTRACTS

Section 1. Contracts. Council members shall not have the power or authority to bind the County of Orange by any contract or agreement.

ARTICLE XII – CODE OF CONDUCT AND CONFLICT OF INTEREST

Section 1. County Ordinances and Policies. All Members of the Council are subject to County Gift Ban Ordinance, County Code of Ethics, County Equal Employment Opportunity, and County Sexual Harassment

1 Policy.

2 **Section 2. Conflict of Interest.**

3 1. Members of the Council and any of its committees or subcommittees shall abstain from voting on
4 any issue in which they may be personally interested to avoid a conflict of interest in accordance
5 with County, state, and federal laws and shall refrain from engaging in any behavior that conflicts
6 with the best interest of the County.

7 2. Members of the Council may serve on the Council only if they agree that if the member has a
8 financial interest in an entity, if the member is an employee of a public or private entity or a
9 member of a public or private organization, and such entity or organization is seeking amounts
10 from a grant under Section 300-ff-11(a) of Title 42 of the United States Code, the member will not,
11 with respect to the purpose for which the entity seeks such amounts, participate (directly or in an
12 advisory capacity) in the process of selecting entities to receive such amounts for such purpose.

13 3. Members of the Council shall not vote nor attempt to influence any other Council member on a
14 matter under consideration by the Council or any of its committees or subcommittees:

15 a.Regarding the provision of services by such member (or an entity that such member
16 represents); or

17 b.That would provide direct financial benefit to such member or the immediate family of such
18 member; or

19 c. Engage in any other activity constituting a conflict of interest under County, state, or federal
20 law.

21 4. If a question arises as to whether a conflict exists that may prevent a member from voting, the
22 Chairperson or designee may consult with designated County staff to assist them in making that
23 determination.

24 5. In order to avoid a conflict of interest or the appearance of such conflict, all nominees to become
25 members of the Council shall disclose on forms provided by the County information regarding their
26 private economic interests that may be implicated by their services on the Council.

27 6. Neither the Council nor any of its members shall promote, directly or indirectly, a political party,
28 political candidate, or political activity using the name, emblem, or any other identifier of the
29 Council.

30 7. No assets or assistance provided by the County to the Council shall be used for sectarian worship,
31 instruction, or proselytization, except as otherwise permitted by law.

32 8. In the event of conflict of interest, Council member shall abstain from voting or participation in the
33 Council's activities, as appropriate, and the abstention will be recorded in the meeting minutes as
34 outlined in the Conflict of Interest policies and procedures.

35 **Section 3. Conflict of Interest and Committees.**

- 1 A. Committees of the Council that make funding recommendations to the Council shall operate with
2 the highest standards of integrity and openness. Therefore, no such committee may have, as its
3 sole presiding officer(s), an individual who is an employee or board member of an agency with a
4 financial interest in the decisions being made by the committee.
- 5 B. Members of any committee that makes funding recommendations to the Council shall comply
6 with sections 1 and 2 above.

7 **Section 4. Conflict of Interest.** The Council may not be directly involved in the administration of the grant
8 under Section 300ff-11(a) of Title 42 of the United States Code. With respect to compliance with the
9 preceding sentence, the Council may not designate (or otherwise be involved in the selection of) particular
10 entities as recipients of any amounts provided by the grant.

11 **ARTICLE XIII – GRIEVANCE PROCEDURES**

12 **Section 1. Grievance Types.** The Council will maintain grievance procedures for resolution of any
13 grievances that may arise as a result of Council decisions with respect to the following:

- 14 A. The needs assessment process;
- 15 B. The comprehensive planning process;
- 16 C. The priority setting process;
- 17 D. The allocation of funds; and
- 18 E. Any subsequent changes to established priorities and allocations.

19 **Section 2. Grievances Related to Contractual Practices.** The grievance procedures do not apply to Council
20 decisions other than those identified above or to decisions resulting from the contractual process. The
21 Orange County Health Care Agency as the grant recipient of funds is required to and has formulated
22 separate procedures to resolve grievances that may arise from the contractual process.

23 **ARTICLE XIV – ADOPTION AND AMENDMENTS OF BYLAWS**

24 **Section 1. Adoption.** An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall
25 be required to recommend these Bylaws for approval by the Board of Supervisors. These Bylaws become
26 effective upon approval by the Board of Supervisors.

27 **Section 2. Amendments.**

- 28 a. Any member of the Board of Supervisors may amend the Bylaws.
- 29 b. Any member of the Council or the Executive Committee may propose amendments to the Bylaws.
- 30 c. Proposed amendments shall be submitted in writing and made available to each member of the
31 Council no less than 5 days prior to consideration before a vote can be taken.
- 32 d. An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required

to recommend Bylaws amendments for approval by the Board of Supervisors. Any amendments to the Bylaws become effective upon approval by the Board of Supervisors.

ARTICLE XV – SEVERABILITY

Should any part, term, portion, or provision of these Bylaws be determined to be in conflict with any law, including, but not limited to, the Ryan White Act, or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions of these Bylaws shall be deemed severable and their validity shall not be affected thereby, provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.