

BYLAWS
OF THE DELAWARE HIV PLANNING COUNCIL

Adopted June 2, 2015

Amended September 22, 2015

Article I: Name and Establishment

Section 1. The name of this Society shall be the Delaware HIV Planning Council, hereafter referred to as the “HPC,” or “the Council.”

Section 2. The HPC shall be established by the Delaware Division of Public Health. The Division of Public Health shall be the Grantee of awards made available through the U.S. Center for Disease Control and Prevention (CDC), and the U.S. Health Resources and Services Administration (HRSA) for the prevention and treatment of HIV within the State of Delaware.

Article II: Object

The object of the Council is to act as a community-based advisory group to the Delaware Division of Public Health to provide feedback regarding the Division’s HIV prevention and treatment activities; to develop a council membership that is inclusive and diverse; and to institute an evaluation process to ensure that Delaware’s HIV Care & Prevention programs are meeting the federal standards in the pursuit of ending the HIV/AIDS epidemic in the state.

Article III: Members

Section 1. *Council Participation.* HPC membership shall be divided into two classes: Voting Members; and, Non-Voting Stakeholders.

Section 2. *Maximum Membership.* The membership of the HPC shall be limited to thirty-five (35) voting members. There shall be no restrictions on the number of Non-Voting Stakeholders of the HPC.

Section 3. *Stakeholders.* Rather than non-voting members, the HPC will have stakeholders, including consumers of HIV prevention and care services, representatives of faith- and community-based organizations, educational institutions, representatives of the business community, etc.. Stakeholders shall be allowed to be on the mailing list to receive HPC materials, attend meetings of the Council, and encouraged to participate as working group members. It shall be the responsibility of the Membership & Community Engagement Working Group to participate in active outreach to a wide range of potential stakeholders, finding them where they are – and going to them as needed – to obtain their input.

Section 4. *Composition.* The HPCs voting membership will consist of representatives from a set of specific categories that reflect priorities of both the CDC Division of HIV/AIDS Prevention and the HRSA Ryan White HIV/AIDS Program. Council membership will reflect the diversity of Delaware's HIV epidemic, but membership is not limited to these categories, and some categories may not be represented. Membership of the HPC will include representatives of other Ryan White Parts¹ funded in Delaware.

Section 5. *Voting Members Qualifications.* HPC voting members must be a resident of, or be employed in the state of Delaware. HPC voting members must be an active member of one or more of the Council's working groups. All HPC voting members, and active stakeholders, must complete a Conflict of Interest form (See Appendix A of these Bylaws), and a Confidentiality Statement (See Appendix B of these Bylaws) annually – to be signed the first day of membership and subsequently during the annual meeting.

Section 6. *Member Nomination.* Voting members will be recruited and selected through an open application process; proactive recruitment will be used, as needed, to ensure a diverse membership, which reflects the epidemic in Delaware, and provides perspectives from multiple disciplines. HPC members will work to maximize engagement of consumers of prevention and care services as active members of the Council.

Section 7. *New Member Admission.* HPC applicants shall fill out a Membership Application Form, which will not be overly complex, but will have an ability to ensure applicants meet eligibility criteria and denotes all expectations of Council members. It shall be the responsibility of the Membership & Community Engagement (MCE) Working Group to review HPC member applications through a rolling process, allowing new members to fill vacant Council positions throughout the year. The MCE Working Group shall provide recommendations for membership to the Executive Committee for final review and approval. New members shall be announced at the next regularly scheduled HPC meeting following approval.

Section 8. *Terms.* Members will serve two-year terms. Upon the completion of each term of service members may be re-nominated to serve additional terms, in perpetuity. Council members who held voting privileges prior to April 1, 2015, shall reapply for membership so as to create a newly designated Council when the new structures, policies, and procedures go into effect in the new contract period.

Section 9. *Appointments.* Members will receive a Letter of Appointment from the Government Co-Chair that specifies the beginning and ending dates of their two-year term.

¹ To include: Ryan White HIV/AIDS Programs (RWHAP) Part B – States and Territories; RWHAP Part C – Community-Based Programs; RWHAP Part D – Women, Infants, Children, and Youth with HIV/AIDS and Their Families; and, RWHAP Part F – Special Projects of National Significance, AIDS Education and Training Centers (AETC), Dental Programs, and, Minority AIDS Initiative.

Section 10. *Orientation.* Voting members will receive full voting privilege following the completion of new-member orientation.

Section 11. *Attendance.* HPC voting members are expected to attend all regularly scheduled meetings of the Delaware HIV Planning Council. If a member is unable to attend a HPC meeting they are expected to notify a representative of the Executive Committee, or HPC staff support, of their absence. If a voting member misses three or more meetings in a twelve month period he/she will forfeit their voting membership status. Individuals who lose their voting status can file a grievance (see Appendix C of these Bylaws) with the Executive Committee to re-evaluate their voting status.

Section 12. *Member Removal.* Any HPC member, be it a Voting Member or Non-Voting Stakeholder, may be removed upon the recommendation of the Executive Committee for any of the following reasons:

- Nondisclosure of a conflict of interest;
- Disclosure of confidential information;
- Misrepresentation or false claims; or,
- Lack of Attendance, performance, or commitment.

Allegations regarding any of the above issues must be made in writing to the Executive Committee by a voting member of the HPC. The Executive Committee has sixty (60) days from the date of receipt of the written allegation to review and investigate the allegations, meet with the member in question, and provide a final decision. Members that are removed from the HPC for any reason will be notified in writing by the HPC Co-Chairs. If removed, the member may reapply for membership to the HPC for the next year's term twelve (12) months after his/her date of removal from the HPC. A member desiring to file a grievance regarding his/her removal from the HPC may file a grievance form found in Appendix C of these bylaws.

Section 13. *Member Resignation.* HPC members may resign at any time by providing a written notification, with signature, to the Executive Committee. An e-mail resignation is acceptable. The resignation will be in effect upon receipt of notification by the Executive Committee. The Executive Committee will notify the HPC and interested parties of this resignation and vacancy at the following Council meeting. Any person following these resignation procedures may still be considered a HPC Stakeholder, as well as is free to re-apply to be a voting member.

Article IV: Officers

Section 1. *Officers and Duties.* The officers of the Council shall be a Government Co-Chair, and two (2) Community Co-Chairs. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the HPC.

Section 2. *Government Co-Chair.* The Government Co-Chair shall be a representative from the Delaware Division of Public Health. The position shall rotate between the Ryan White Part B Administrator, or designee, and the HIV Prevention Program Administrator, or designee.

Section 3. *Community Co-Chairs.* The Community Co-Chairs shall be elected by the Council. The HPC will actively encourage and empower persons living with HIV/AIDS to seek leadership roles in the Council; this includes as Community Co-Chairs. Community Co-Chairs will serve for a term of two (2) years with the option to run for a second consecutive term. Elected Community Co-Chairs who have served two (2) consecutive terms must take a one (1) year hiatus from Co-Chairmanship prior to serving again in the same role. In 2015, the year following the adoption of these bylaws, both Community Co-Chairs will be chosen through a full election process; one will serve a one-year term, and the other will serve a full, two-year term, to allow for the creation of staggered terms.

Section 4. *Election of Community Co-Chair.* A Community Co-Chair elected to fill a vacated spot will only assume that spot for the remainder of the vacated term. Time spent filling a vacated term shall not be considered a full term, and therefore, a co-chair may still serve two full terms, if elected.

Article V: Meetings

Section 1. *Regular Meetings.* The HPC shall hold no less than six (6) regular meetings annually, held in regular intervals as determined by the Delaware HIV Consortium's manager of HIV/AIDS Community Planning, with input from the Executive Committee. Meetings shall be inclusive to all members of the general public unless otherwise ordered by the Council.

Section 2. *Location.* HPC meetings shall be held in Dover unless ordered by the Council.

Section 3. *Quorum.* Fifty-percent (50%) of current HPC members plus one member shall constitute quorum.

Section 4. *Food.* A light lunch shall be provided at all Regular Meetings of the HPC. If grant funds are not sufficient to provide for such a lunch, private funds shall be used to facilitate this requirement.

Section 5. *Annual Meeting.* An Annual Meeting will be held yearly during the regularly scheduled HPC meeting for which HPC Officer elections are held. During the annual meeting HPC members will renew their Conflict of Interest form (See Appendix A), and Confidentiality Statement (See Appendix B).

Section 6. *Working Group Meetings.* Meetings of HPC Working Groups will be held, as needed, to accomplish the tasks of the working group in a thorough and timely manner. It shall be the responsibility of the Executive Committee, designee thereof, or HPC staff support to call

meetings of HPC Working Groups. Meetings of all working groups will be held at a location that will allow for the greatest involvement by group members.

Article VI: Executive Committee

Section 1. *Executive Committee Composition.* The HPCs Government Co-Chair and Community Co-Chairs shall constitute the Executive Committee.

Section 2. *Executive Committee Duties and Powers.* The Executive Committee shall host meetings of the full Council; have general supervision of the affairs of the Council between its business meetings; make recommendations to the Council; and, perform such other duties as are specified in these bylaws. Additionally, the Executive Committee is responsible for conducting an annual evaluation of the community planning process, and generating “Letters of Appointment,” which specifies the beginning and ending dates of the two-year terms served by HPC members.

Section 3. *Executive Committee Meetings.* The Executive Committee will meet with HPC staff support at least one time prior to all HPC meetings in order to set a meeting agenda, to review the timeline and progress towards HPC deliverables, and to make corrections in HPC work, where needed.

Article VII: Working Groups

Section 1. *HPC Working Groups.* The HPC will have four (4) standing working groups to facilitate the work of the Council: Membership & Community Engagement; Testing & Linkage to Care; Retention & Viral Suppression; and, Systems of Care. Working Group members shall be appointed by the Executive Committee. Each Working Group will be led by a Working Group “Champion,” who will be selected by the group’s membership to work in conjunction by HPC staff support to ensure the on-time completion of all deliverables assigned to the working group. Working Group Champions will regularly report the progress of their working group directly to the Executive Committee.

Section 2. *Membership & Community Engagement Working Group.* It shall be the duty of the Membership & Community Engagement (MCE) Working Group to review the Council’s membership on a regular basis to evaluate its diversity to so as to ensure that it reflects the HIV/AIDS epidemic in Delaware; develop and offer an orientation to HIV/AIDS Community Planning for new or prospective members of the Council; and, address consumer participation in the planning process.

Section 3. *Testing & Linkage to Care Working Group.* It shall be the duty of the Testing & Linkage to Care (TLC) Working Group to provide a forum for Council members to critically analyze HIV Testing and Linkage-to-Care services being provided in the state; collect data to quantify its successes or failures; and, provide feedback and recommendations to the Council to

improve service delivery. Additionally, the TLC will participate in updating the Delaware HIV/AIDS Resource Guide.

Section 4. *Retention & Viral Suppression Working Group.* It shall be the duty of the Retention & Viral Suppression (RVS) Working Group to provide a forum for Council members to critically analyze HIV treatment and care services being provided in the state; collect data to quantify its successes or failures; and, provide feedback and recommendations to the Council to improve service delivery. Additionally, the RVS will participate in updating the Delaware HIV/AIDS Resource Guide.

Section 5. *Systems of Care Working Group.* It shall be the duty of the Systems of Care (SoC) Working Group to use information gathered by all other standing committees to prepare White Papers; explore how external changes affect the system of care at all points along the HIV Prevention and Care Continuum; and, address broader issues affecting HIV/AIDS treatment and care in Delaware.

Section 6. *Other Committees.* Such other committees, standing or special, may be established by the Council as it shall from time-to-time deem necessary to carry on its work. Their members shall be appointed by the Executive Committee unless this rule is suspended by a two-thirds vote before their appointment.

Section 7. *Working Group Management.* Working groups are founded to facilitate the completion of the Council's mandated deliverables. It shall be the purview of the Council to combine working groups, and expand or restrict the roles and responsibilities of one or more working groups, as needed, in the completion of these tasks.

Article VIII: Memorandum of Understanding

The work of the HPC shall be guided by a Memorandum of Understanding (MOU), developed and approved by the HPC, the Consortium, and the Delaware Division of Public Health. This MOU shall document the roles and responsibilities of each party; how communications will occur between each party; what reports, updates, and other information they will provide to each other; and the timeline for providing this information, as well as a process for resolving conflicts among the parties. It shall be the responsibility of the Executive Committee, or a designee, to act as representatives of the HPC in the development of the MOU.

Article IX: Management and Operations

Section 1. The HPC shall be supported by the Delaware HIV Consortium under the supervision of the Delaware Division of Public Health.

Section 2. The Delaware HIV Consortium's (hereafter referred to as "the Consortium") Manager of HIV/AIDS Community Planning shall provide day-to-day management of the HPC and provide the Council complete technical and logistical support. To fulfill this task the

Consortium shall work to maximize the meaningful engagement of community persons in the development and implementation of HIV/AIDS services in Delaware by: offering input and assistance in the needs assessment process; reviewing and discussing data from varied sources; and, providing input and assistance to the Delaware Division of Public Health in preparing the integrated HIV plan and the Statewide Coordinated Statement of Need – both in the prevention and treatment arenas.

Article X: Conduct, Confidentiality, Rules of Order

Section 1. Member Conduct. All individuals, be they members or guests, present for a HPC function shall behave in a manner of fairness and cooperation so that the democratic process is ensured and that the HPC maintains forward progress toward its goals. There are three basic principles of interaction upon which all the ground rules are based: business is taken up one item at a time; participants promote courtesy, justice, impartiality, and equality; and, the majority prevails while protecting the rights of the individual, the minority, and absent members.

Section 2. Confidentiality. Confidentiality with regard to the personal information of all individuals is of the utmost concern to the HPC. All members and guests shall sign a Confidentiality Statement (*see* Appendix B) at their first meeting which will remain valid and on file for a period of one (1) years or until the next election term begins.

- a) *Confidentiality of Serostatus.* The HIV status of all individuals (guest or member) at a HPC meeting is strictly guarded. Anyone who divulges his or her HIV status at a meeting has the right to expect that information will not be carried from the meeting.
- b) *Breach of Confidentiality.* Breaches of confidentiality are grounds for removal from membership of the HPC. Breaches shall be reported to the Co-Chairs by way of submitting a Grievance Form.

Section 3. Rules of Order. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the Council may adopt. Rules of order enable members to take care of business in an efficient manner and to maintain order while business is being conducted. The advantage of all participants understanding rules of order is that meetings run more smoothly, are more productive, and the rights of all members to have an impact on the decisions of the group are assured. In general, these rules include:

- a) *Addressing the Group.* One person shall speak at a time. When more than one person wants to speak to a topic, each person raises their hand and waits for recognition from the Co-Chairs before speaking. If anyone notices someone requesting the floor that is not recognized by the Co-Chairs they should bring it to the Co-Chairs' attention.
- b) *Opportunity to Speak.* Give each speaker the opportunity to complete his or her thoughts without being interrupted.
- c) *Repetition.* Avoid repeating a point already made by someone else.

- d) *Disagreements.* It is certainly permissible to disagree, but do so with respect. Separate the disagreement from the person with whom you disagree.
- e) *Topic At-Hand.* Limit comments the topic or motion under discussion.
- f) *Time Limits.* The time limits of the agenda will be observed, within reason. If discussion beyond the limits of the agenda is desired, a 2/3 majority vote to extend debate will permit further discussion. If setting aside the agenda would compromise crucial HPC business (e.g. decision on prioritization), completion of the crucial business will take priority.
- g) *Votes by Ballot.* Members shall have the right to call for a vote by ballot to protect their privacy, if desired.
- h) *Business Considered.* Any HPC voting member has the right to bring business before the HPC. Issues brought to the HPC should be relevant to the mission of the group. Notification of the chair or secretary well in advance of a meeting will allow items to be included in the agenda. If an item is not on the agenda it is possible to bring it before the HPC at the same meeting only if time permits.

Section 4. Motions. Many items of HPC business do not require a formal motion or vote. Examples of such issues include informational items, committee reports that do not require a decision to be made, or a program presented by a guest speaker. However, whenever a formal decision is to be made, it shall be brought before the HPC in the form of a motion, which is then discussed and voted on. Any HPC voting member, or working group as a whole may bring a motion to the floor. For a motion to be discussed and voted on it needs to first be seconded by another member of the HPC. A second is not required for motions brought by entire working groups. Types of motions recognized by the HPC are as follows:

- a) *Main motion.* The item of business to be discussed.
- b) *Amend.* Used to change the wording of a motion. Usually changes the meaning of the motion, but must be related to the motion.
- c) *Postpone Indefinitely.* Kills the main motion for the remainder of the meeting. (The main motion can be brought again at a future meeting.)
- d) *Refer to a committee.* Allows for a committee to investigate the issue further and report back at a later time.
- e) *Limit debate.* To limit the time for discussion or the number of times any one person can speak to the issue.
- f) *Extend the limits of debate.* To allow further discussion when the time allotted for the issue on the agenda has expired.
- g) *Close debate.* Stops discussion and requires an immediate vote.
- h) *Lay on the table.* Also called “table the motion”. Temporarily sets aside the discussion to take up something of immediate urgency. The intent is not to kill a motion (for that, postpone indefinitely is used). If adopted, someone must remember to make a motion to take from the table after the urgent issue is dispensed with.

- i) *Raise a question of privilege.* Allows a member to make a request regarding the rights of the group. Usually used to request to go into “executive session” (ask guests to leave).
- j) *Recess.* To allow for a short break.
- k) *Adjourn.* To end the meeting.
- l) *Point of order.* To correct a breach in the rules.
- m) *Withdraw a motion.* Must be made by the person who originally made the motion: When adopted, it is as if the motion never existed (it is not entered in the minutes).
- n) *Parliamentary inquiry.* Brings up a question about the rules. Sometimes a genuine question, sometimes used as a polite way of pointing out a mistake. This motion only solicits the opinion of the chair, whereas a point of order requires a ruling by the chair (which can be appealed).
- o) *Object to consideration of a question.* Prevents the main motion from being considered. The objection must be made before any discussion has begun on the motion. This makes it different from “postpone indefinitely” which kills a motion after discussion has begun. Once discussion has begun, “object to consideration” is out of order.
- p) *Division (of the assembly).* Requires a recount of a vote by a different method when someone thinks the vote was too close to call.
- q) *Suspend the rules.* Sets aside the rules temporarily. Allows the rules to be changed (or ignored) for the specific issue under consideration. Very useful when strict parliamentary procedure either gets in the way of efficiency or makes the process unfair.
- r) *Rescind.* To amend something previously adopted or reverses or change a decision made at a previous time (same meeting or previous meeting). This motion typically requires previous notice (announced at one meeting and discussed and voted at the next meeting).

Section 5. Voting. HPC motions are open for discussion and debate prior to being decided, enacted, or implemented. One or both of the HPC Co-Chairs, or staff support announce and tally votes. Votes are cast by HPC voting members, typically by the voice or by “show of hands.” HPC action, i.e. voting, can only occur when a quorum is present.

- a) *Majority Vote.* Any legitimate motion requires for its adoption a majority vote; that is, more than half the votes cast, ignoring blanks and abstentions, at a legal meeting where a quorum is present, except where HPC policy requires a larger vote, which are included below.
- b) *General Consent or Unanimous Vote.* The procedure of debate and voting is designed to protect the interests of the minority. In situations when there is evidently no minority or opposition to a motion, the formality of voting can be avoided by one of the HPC Co-Chairs asking if there is any objection to the proposed action, and if there is none, announcing the result. This is considered to be unanimous, or silent, consent.
- c) *Two-Thirds Vote.* Some situations and motions require a two-thirds vote. A two-thirds vote means two-thirds of the votes cast, ignoring blanks and abstentions, where a quorum is present. This is different from two-thirds of the members present or two-thirds of the

members. A two-thirds vote is required in any situation in which the rights of a member or members may be limited or taken away, including:

- Limiting or ending discussion.
- Suspending the rules.
- Amending or rescinding any HPC policy.
- Amending or rescinding a previous decision.
- Removing an officer from his/her position.
- Removing a member from membership.

Article XI: Amendment of Bylaws

Section 1. These bylaws will be re-evaluated by the Executive Committee, at least annually, to ensure that they still reflect the needs of the HPC.

Section 2. These bylaws may be amended at any regular meeting of the Society by a two-thirds vote, provided that the amendment has been submitted in writing at least two (2) weeks in advance of the HPC meeting in which they are to be voted on. E-mail is an acceptable form of communication for delivering Bylaw amendments.

Appendix A

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Conflict of interest occurs when a member of the Planning Council knowingly takes action or makes a statement intended to influence the conduct of the Council in such a way as to confer any financial benefit on the member, family member(s), or on any organization in which s/he is an employee or has a significant interest.

Because of this potential conflict of interest, this form has been adopted by the Delaware HIV Planning Council and must be completed by all members in accordance with the Bylaws of the Delaware HIV Planning Council.

Are you aware of any potential conflicts of interest (i.e. are you or a significant other a member of, employee of, or have a direct or indirect personal financial interest in an organization seeking/receiving federal HIV funds, or employed by an organization that has a potential to receive a financial gain or loss from the prevention, care and/or treatment of HIV)?

Yes No

If yes, please list the Agencies and/or Organizations that you are presently affiliated with. If in the future your affiliation(s) change(s) please notify the Chair of the Membership Work Group.

Organization: _____

Title: _____ Period of Affiliation: _____

Organization: _____

Title: _____ Period of Affiliation: _____

Organization: _____

Title: _____ Period of Affiliation: _____

(Please attach additional pages if necessary.)

By signing below, I agree to the following:

- The above information is true to the best of my knowledge and ability.
- Neither my immediate family nor I have received or intend to receive any gratuities, favors, or anything of material value by a representative of a community based organization that might alter my ability to work objectively on the Planning Council.
- I will remove myself from any discussion and/or voting action in which I will receive a financial benefit from the outcome.
- I have read the Conflict of Interest Policy found in the Council's Attendance and Voting Policies and Procedures.
- If I violate the Conflict of Interest Policy, I understand that the Planning Council will take the necessary actions, as outlined in the Council's Attendance and Voting Policies and Procedures.

Signature: _____ Date: _____

Appendix B

CONFIDENTIALITY STATEMENT

I, _____ (Your Name) understand that I may receive sensitive information by my participation on the Delaware HIV Planning Council. I agree to hold all information pertaining to members or consumers in the strictest confidence. I understand that should I breach any aspect of confidentiality, I will meet with the Executive Committee of the Council to explain the circumstances under which the breach occurred. I understand that a breach of confidentiality is a removable offense and therefore any such breach may result in a termination of my participation with the Delaware HIV Planning Council.

Signed: _____

Witnessed: _____

Date: _____

Appendix C

DELAWARE HIV PLANNING COUNCIL GRIEVANCE FORM

Please complete provide all information requested.

(Please Print Legibly)

Name of Person Filing Grievance:	
Agency Affiliation (if applicable):	
Mailing Address:	
Daytime Phone:	Alternative Phone:
Please state the issue, recommendation, or decision of the HPC which you are grieving and thoroughly explain how you or your agency are directly affected. Any supporting documents or materials related to this grievance must be attached to this form.	
Please state the specific remedy or solution you or your agency is seeking.	
Signature:	Date:

Submit this form to:

Tyler Berl
Delaware HIV Consortium
100 W. 10th St., Suite 415
Wilmington, DE 19801