

MARIN HIV/AIDS CARE COUNCIL BYLAWS

ARTICLE I - NAME

Section 1. The name of this Council shall be the Marin HIV/AIDS CARE Council.

ARTICLE II - PURPOSE

The Council shall:

Section 1. Determine the size and demographics of the population of individuals with HIV disease;

Section 2. Determine the needs of such population, with particular attention to individuals with HIV disease who know their HIV status and are not receiving HIV-related services; and disparities in access and services among affected subpopulations and historically underserved communities;

Section 3. Establish priorities for the allocation of funds within the eligible area, including how best to meet each such priority and additional factors that the County should consider in allocating funds under a grant based on the:

- a) Size and demographics of the population of individuals with HIV disease and the needs of such population;
- b) Cost and outcome effectiveness of proposed strategies and interventions, to the extent that such data are reasonably available (either demonstrated or probable);
- c) Priorities of the HIV-infected communities for whom the services are intended;
- d) Coordination in the provision of services to such individuals with programs for HIV prevention and for other treatment services; and
- e) Capacity development needs resulting from disparities in the availability of HIV-related services in historically underserved communities.

Section 4. Develop a comprehensive plan for the organization and delivery of health and support services that:

- a) 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;
- b) Includes a strategy to coordinate the provision of such services with programs for HIV prevention and other treatment services; and
- c) Is compatible with any existing State or local plan regarding the provision of health services to individuals with HIV disease;

Section 5. Assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the County and, at the discretion of the CARE Council, assess the effectiveness of the services offered in meeting the identified needs;

Section 6. Establish and implement methods for obtaining input on community needs and priorities that may include public meetings, conducting focus groups, and convening ad-hoc panels;

Section 7. Work collaboratively with other agencies or entities that provide or fund HIV related services (e.g. Marin Medical Society, HIV Prevention Local Implementation Group and Marin County Community Development Agency (HOPWA)) in an effort to best fulfill its purpose(s).

ARTICLE III – MEMBERSHIP

Section 1. The membership shall be comprised of persons recommended by the Membership Committee and elected by the Council, according to the CARE Council's Process for the Nomination of New Members.

Section 2. Membership shall reflect in its composition the demographics of the population of individuals with HIV disease in the eligible area involved, with particular consideration given to disproportionately affected and historically underserved groups and subpopulations. The Membership Committee shall monitor the composition of the CARE Council. Membership shall include representatives of the following 5 categories:

- (1) Affected communities, including individuals with HIV disease, consumers of CARE funded services and historically underserved groups and subpopulations
- (2) Health care providers; including federally qualified health centers;
- (3) Community-based organizations serving affected populations and AIDS/HIV service organizations;
- (4) Non-elected community leaders;
- (5) Representatives of other Governmental programs, including HOPWA, providers of HIV prevention services, and representatives of organizations with a history of serving children, youth, women, and families living with HIV and operating in the area.

In addition to the above categories of representation, the Planning Council shall maintain as a goal for nomination to the Council the greatest number of HIV-positive persons possible, always ensuring that the minimum number required by the Federal Legislation is met, where applicable. With this in mind, the CARE Council will maintain a majority of HIV-positive members (equal to or greater than 51%) regardless of minimums outlined elsewhere.

The CARE Council will meet the minimum unaffiliated consumer representation as called for in the Federal Legislation (33%), and will hold this only as a minimum, and will make efforts to exceed it. Unaffiliated Consumers shall be consumers of Title I-funded services at the time of their appointment who are free of conflict of interest, defined as not being officers, employees, or consultants to any entity that receives Title I funds and not representing any such entity. They shall reflect the demographics of the population of individuals with HIV disease in the eligible area. For purposes of this section, an individual shall be considered to be receiving services if the individual is a parent of, or a caregiver for, a minor child who is receiving such services.

At times the Council may not meet the goals for Membership as described in this section, but must follow a plan created by the Membership Committee to achieve these goals.

No person may substitute for a member at meetings, with the exception of members who are PLWH, who may designate a proxy utilizing a process developed by the Membership Committee, and approved by the Council, who may serve for two meetings for the purpose of maintaining representation of PLWH when a member is unable to attend due to illness. An individual Council member may serve as proxy for not more than one member.

Section 3. Officers. The CARE Council shall elect, using a voting mechanism determined by the CARE Council, two Co-Chairs, and at least one of the elected Co-Chairs shall be a person living with HIV/AIDS, and with due consideration of the importance of bringing women and people of color with HIV / AIDS into leadership positions.

The responsibilities of the Co-Chairs include:

- a) Being the liaison between the CARE Council and the County to ensure that CARE Council responsibilities are accomplished in accordance with timelines established to meet the needs of people living with HIV /AIDS;

- b) Ensuring that the CARE Council develops service category prioritization and allocation recommendations within the appropriate time frame;
- c) Facilitating CARE Council meetings and ensuring compliance with the agenda;
- d) Nurturing group cohesion and supporting respectful engagement; and
- e) Supporting the development of CARE Council policies and procedures.

Section 4. The term of office on the Planning Council shall be two years. The size of the Planning Council shall be no more than twenty-one (21) members.

Section 5. The Membership Committee shall develop an annual Membership Plan to identify membership needs, recruitment strategies and criteria to help ensure appropriate membership representation on the Council.

ARTICLE IV - LEAVE OF ABSENCE

Section 1. A leave of absence is requested by written notice to the Membership Committee. A leave of absence may not exceed six (6) months. Persons not returning by the end of the six (6) month period will be considered to have resigned. Leaves of absence are granted only for reasons of work or personal or family health or maternity leave, and are ordinarily granted for three (3) months with a possibility of a three (3) month extension. The number of members required to establish a quorum shall be adjusted to exclude members on authorized leaves of absence. Individuals are encouraged to consider the adequate representation of their constituency when deciding between a leave of absence or resignation.

ARTICLE V - MEETING ATTENDANCE / TERMINATION

Section 1. Members of the Council will be required to attend a Council Orientation, as well as attend Council meetings and Committee meetings as required. In addition, Council members are expected to attend at least one meeting per year of the HIV Health Services Council for the San Francisco EMA. Members may be terminated from the Council if they do not meet the minimum attendance. Attendance of members shall be reviewed quarterly by the Membership Committee. Any member not in compliance with the attendance policy will be contacted by a representative of the Membership Committee. If the Membership Committee determines through this conversation that the member is unable to meet membership requirements, the Committee will make a proposal at the full CARE Council recommending their termination. The final decision shall be made by the full Council.

Section 2. Council members shall be entitled to one absence that is excused per quarter. Excused absences shall be determined by policies established by the Council.

Section 3. In consideration of the need for representation of persons with HIV, those individuals shall be exempt from the above termination clause for absences due to illness.

ARTICLE VI - MEETINGS

Section 1. Quorum. A quorum of the CARE Council must be present at all times during any regular or specially scheduled meeting when the Council engages in formal decision-making. A quorum is defined as more than two-thirds of the membership, excluding those members on an authorized leave of absence.

Section 2. Proceedings. CARE Council meetings shall be open to the public. Written minutes will be made available prior to the following meeting and will be a public document.

- Section 3. Voting. While the CARE Council will strive for consensus, every official act taken by the Council shall be adopted by a super majority vote. A super majority vote shall mean two-thirds (66%) of all members of the CARE Council present or voting. If absent, an CARE Council member may specify in writing (including FAX) his or her opinion on an identified agenda item. This information will be shared with the Council by County staff, but will not be considered a vote. CARE Council members holding proxies limited to specific agenda items acting on behalf of people living with HIV / AIDS may cast votes for the member they are representing.
- Section 4. Parliamentary Procedure. The rules of parliamentary practice, as set forth in Robert's Rules of Order, shall govern all Meetings of the CARE Council except as otherwise provided herein.
- Section 5. Order of Business. The order of business of any Regular Meeting shall be as follows:
1. Roll Call
 2. Approval of Agenda
 3. Approval of Minutes
 4. Public Comment - (additional public comment will be taken before every vote taken by the Council and at the end of every agenda item)
 5. Co-chairs Report
 6. Report of Committees
 7. Consideration of Main Agenda
 8. New Business
 9. Adjournment
- Section 6. Notice. Written notice of the time and place of every full CARE Council Meeting shall be given to members of the Council and to the public at least seventy-two (72) hours before the time of such meeting.
- Section 7. Regular Meetings. Regular Meetings of the CARE Council shall be held monthly. Extension of meeting times or additional meetings will be scheduled as needed. Any change in meeting schedule shall be announced at least seventy-two (72) hours in advance.
- Section 8. Special Meetings. Special Meetings may be called and scheduled by the Co-Chairpersons or by four or more members. The agenda, place, and time of such Meetings shall be set forth in the Meeting notice, at least seventy-two (72) hours before the time of such meeting.
- Section 9. Committee Meetings. Committee meetings of the Council shall be set forth in the Meeting notice. The Committees shall be designated by vote of the membership.
- Section 10. General. All CARE Council meetings, including committee meetings shall be open to the public, unless closed pursuant to State Law, and shall be subject to the provisions of Chapter 9 (commencing with Section 549500 of Part 1 of Division 2 of Title 5 of the California Government Code relating to meetings of local agencies) the Brown Act. All meetings shall be held at locations consistent with requirements of the Americans with Disabilities Act (ADA).

ARTICLE VII - GRIEVANCES AND APPEALS

It shall be the policy of the CARE Council to attempt to resolve grievances regarding CARE Council decisions through informal dispute mechanisms, including appropriate use of Council committees and facilitated mediation. To assist in the understanding of the basis for Council and grantee actions, written documentation regarding the Council's and the County's procedures, particularly those related to the prioritization of services, allocation of funds, and vendor selection, shall be provided as part of the Council's informal dispute mechanism.

Persons or agencies must submit an appeal request in writing to the Co-Chairs. Decisions subject to grievance shall include the needs assessment process; comprehensive planning process; priority setting process; and, process for the allocation of funds to service_categories. This appeal must meet the following criteria:

- A. The appeal request must be received in writing within ten (10) business days of an CARE Council decision;
- B. The appeal request must specify the reasons for an appeal. Available supporting documentation regarding an alleged violation of the CARE Council's process must be included.

The Co-Chairs shall review the request for appeal of a CARE Council decision and shall determine within fifteen (15) days if a basis for appeal exists. If a basis for appeal is found to exist the matter shall be referred to the appropriate committee. If no basis for appeal is determined, the appealing party may request reconsideration of the Co-Chairs decision by the full CARE Council. The decision of the CARE Council shall be final.

After a finding that the basis for appeal exists, the CARE Council shall convene a Grievance Committee, which shall meet within thirty (30) days to conduct informal dispute resolution, including facilitated mediation, fact-finding, hearing and decision-making. Representatives of the appealing party shall be consulted, and shall have the opportunity to address the Grievance Committee, in addition to other parties as deemed appropriate by the Grievance Committee. The Grievance Committee shall issue a written recommendation to the full CARE Council regarding the appeal within sixty (60) days after referral to the committee. The CARE Council shall act upon the committee's recommendation within thirty (30) days of receipt of the written_recommendation. The decision of the CARE Council shall be final and not subject to further appeal, except for grievances related to funding which shall be governed by the San Francisco HIV Health Services Planning Council provisions.

ARTICLE VIII - PERSONAL LIABILITY

The members of the Marin HIV/AIDS CARE Council shall not be personally liable for any debt, liability or obligation of the CARE Council. All persons, corporations or other entities extending credit to, contracting with or having any claim against the CARE Council may look only to the funds and property of the council for payments of any such contract or claim, or for payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the CARE Council.

ARTICLE IX - CONFLICT OF INTEREST

The Advisory Council recommends that each member review the requirements for the reporting of economic interests established by the California Fair Political Practices Commission, pursuant to California Government Code Section 87100 et seq. If required by the County of Marin or the City and County of San Francisco, Council members must file annual statements of economic interest. In addition, pursuant to Section 2602(b) of the Ryan White CARE Act of 1996, the CARE Council or its members may not be directly involved in the administration of the Title I grant; may not designate particular entities as recipients of any amounts of Title I funding; and, individuals serving on the CARE Council who have a financial interest, as defined in Government Code Section 87100 et seq., or are members of a public or private entity seeking Title I funding, will not participate directly or in an CARE capacity, in the process of selecting entities to receive Title I funding within that particular service category.

In order to avoid the appearance of conflict of interest in the course of an CARE Council meeting or activities, CARE Council members shall sign a written statement agreeing to voluntarily disclose any interests in a transaction or decision where the member; member's family, including domestic partners; employer; or business affiliation, including board membership, will receive a benefit or gain. CARE Council members should provide open disclosure and description of potential conflicts, and abstain from voting in the event of an actual conflict as determined by the CARE Council.

ARTICLE X - REPRESENTATION OF THE COUNCIL

Whenever an CARE Council member communicates with the news media, or appears at a public meeting or before any groups or agencies to discuss existing or proposed CARE Council policy, the CARE Council member will make every reasonable effort to explain to the audience whether the CARE Council member is expressing an opinion, view or position that is the individual CARE Council member's or a view, position or opinion of the CARE Council as a whole.

Whenever the CARE Council learns that a view, position or opinion of the CARE Council as a whole has been misinterpreted or misrepresented in the media, or at a public meeting, the CARE Council, through the Co-chairs or the Co-chairs' appointed representative, shall make every reasonable effort to promptly clarify the CARE Council's true position as soon as practicable, and within a period not to exceed 45 days. A CARE Council member may contact a group or agency on behalf of the CARE Council only with the knowledge and consent of a Co-Chair.

ARTICLE XI - AMENDMENTS

Section 1. These Bylaws may be amended by the CARE Council at any Regular Meeting by a super majority (two-thirds) vote, following thirty (30) days notice of any proposed changes.