

**METROPOLITAN ATLANTA HIV HEALTH SERVICES PLANNING
COUNCIL**

BY-LAWS¹

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¹ BY-LAWS, Adopted 12/14/90 and amended October 12, 1992/ September 21, 1995/January 16, 1997/September 18, 2003/May 20, 2004/ August 19, 2004/ March 16,2006.

PREFACE **DEFINITIONS**

The terms listed below shall have the following meanings:

“Active Member” is a Voting or At-Large Member who participates in Planning Council and Committee meetings, and attends at least one-half (1/2) of the scheduled meetings and misses no more than two consecutive meetings.

“Aligned Consumer” refers to a consumer of Ryan White CARE Act services who is an employee, consultant, or board member of a Ryan White CARE Act-funded service provider.

“Board” means the Board of Commissioners of Fulton County, Georgia.

“Chief Elected Official” means the Chairman of the Board of Commissioners of Fulton County Georgia or the Commissioner designated by the Board to carry out the duties of the Chief Elected Official as prescribed in the CARE Act. The CEO/Grantee is ultimately responsible for administering all aspects of the EMA’s Title I CARE Act funds and ensuring that all legal requirements are met.

“CARE Act” means the Ryan White CARE Act of 1990 [Pub. L. 101-146], as amended by the Ryan White CARE Act of 1996 [Pub. L. 104-146], and the Ryan White CARE Act Amendments of 2000 [Pub. L. 106-345.]. The CARE Act amends Title XXVI of the Public Health Service Act [U.S. Code 300ff-11 et seq.].

“Consumer” means a person living with HIV disease who is a recipient of Ryan White CARE Act-funded services.

“County” means Fulton County, a legal subdivision of the State of Georgia.

“Day” shall refer to a normal business day of Fulton County Government (8:30 am to 5:00 pm, Monday through Friday exclusive of official holidays).

“EMA” means the Atlanta Eligible Metropolitan Area. This refers to the Metropolitan Statistical Area – a geographic area established by the U.S. Census Bureau. An EMA must be a metropolitan area with a population over 500,000 reporting more than 2,000 AIDS cases for the most recent five-year period.

“Grantee” means the CEO or the CEO’s designee. The Grantee is the recipient of CARE Act funds responsible for administering the award.

“HOPWA” means the Housing Opportunity for People With AIDS Program, from the U.S. Department of Housing and Urban Development (HUD) under the AIDS Housing Opportunity Act (42 U.S.C. 12901), as amended by the Consolidated Submissions for Community Planning and Development Programs, Final Rule, 24 CFR Part 91, published on January 5, 1995 (60 FR 1878).

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

“Member” means an individual duly appointed to serve on the Planning Council regardless of voting status.

“Non-aligned” refers to a person who is not an employee, consultant, or board member of a Ryan White CARE Act funded service provider.

“Planning Council” and/or “Council” means the Metropolitan Atlanta HIV Health Services Planning Council.

“Standard Operating Procedures” refers to a document or set of instructions describing how to perform routine operations or conduct a specific task.

ARTICLE I.
NAME, AUTHORITY, AREA OF SERVICE

SECTION 1. Name: The name of this entity shall be the “Metropolitan Atlanta HIV Health Services Planning Council”, and may be referred to by its short title the “Planning Council” or “Council”.

SECTION 2. Authority: The Planning Council is established under the authority of Title I, the “HIV Emergency Relief Grant Program” of the Ryan White Comprehensive AIDS Resources Emergency Act: The Ryan White CARE Act of 1990 [Pub. L. 101-146], as amended by the Ryan White CARE Act of 1996 [Pub. L. 104-146], and the Ryan White CARE Act Amendments of 2000 [Pub. L. 106-345]. The CARE Act amends Title XXVI of the Public Health Service Act [42 U.S. Code 300ff-11 et seq.]

SECTION 3. Service Area: The area served by the Planning Council shall be the Atlanta Eligible Metropolitan Area (EMA) as defined by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS) in accordance with the directives of the CARE Act.

ARTICLE II.
MISSION, PURPOSE AND GOALS

SECTION 1. Mission: The overall mission of the Council is to:

Plan, build and fund community partnerships to ensure that HIV services are delivered effectively and efficiently. This shall be accomplished through:

- * Increasing public awareness
- * Seeking involvement from the community
- * Establishing and implementing a long-range comprehensive plan
- * Setting clear priorities
- * Facilitating collaborative projects
- * Recommending allocations of HOPWA funds and collaborating with administering entity
- * Maintaining an evaluation process
- * Encouraging the identification of additional funding resources

The mission of the Council is to assist the efforts of Fulton County Government by:

- a.) Fostering the organization, coordination and delivery of health care and other services;
- b.) Identifying current services and unmet service needs of persons with HIV disease and their families;
- c.) Developing a comprehensive plan which establishes priorities for services to persons with HIV disease and which is in concert with existing state and local plans;
- d.) Ensuring that funds are allocated in a manner which is fair and equitable and does not discriminate on the basis of race, color, creed, disability, national origin, gender, gender identity, sexual orientation or religion of clientele served by any agency, community-based organization or institution requesting funds through this Council;
- e.) Conducting ongoing assessment/oversight of the delivery of services to persons with HIV disease and their families including quality management programs and outcome indicators.
- f.) Undertaking the process used to establish priorities among service categories, to ensure consistency with locally identified needs, and to address how to best meet each priority.

ARTICLE III
POWERS AND DUTIES

SECTION 1. The Planning Council shall have those powers and duties that are necessary and proper to fulfill its obligations under the CARE Act. These powers and duties include without limitation:

- A) establishment of priorities for the allocation of Ryan White CARE Act Title I funds within the Metropolitan Atlanta EMA, including how best to meet each such priority and additional factors that the Grantee should consider in allocating funds under a grant based on the:
 - i) documented needs of the HIV infected population;
 - ii) cost and outcome effectiveness of proposed strategies and interventions, to the extent that such data are reasonably available (either demonstrated or probable);
 - iii) priorities of the HIV-infected communities for whom the services are intended; and,
 - iv) availability of other governmental resources.
- B) development of a comprehensive plan for the organization and delivery of health services and other services for Persons Living With HIV/AIDS and their families. The comprehensive plan shall be compatible with any existing State of Georgia or local plan regarding the provision of health services and other services to individuals with HIV disease.
- C) assessment of the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need in the Atlanta EMA.
- D) development of the standard operating procedures of the development of the EMA's Need Assessment (to include such items as the targeted population groups, the geographic areas, etc.).
- E) at the discretion of the Planning Council, assessment of the effectiveness and efficiency of Title I funded programs of the providers selected to deliver health and/or other services in the Atlanta EMA.
- F) participation in the development of the Statewide Coordinated Statement of Need initiated by the Georgia Department of Human Resources.
- G) establishment of methods for obtaining input on community needs and priorities which may include public meetings, conducting focus groups and convening ad hoc panels.

- H) establishment of priorities and recommendation of selected service providers for the allocation of HOPWA funds within the Metropolitan Atlanta EMA.

ARTICLE IV.
MEMBERS

SECTION 1. Establishment/Creation: The Chief Elected Official (CEO)/Grantee shall establish and maintain the Planning Council, assuring representation of each category as stated in the CARE Act.

SECTION 2. Categories: The Planning Council shall be comprised of two (2) categories of membership: Voting Members and At-Large Members. For the purposes of certifying compliance with the membership requirements of the CARE Act, reporting shall be limited to the composition of the Planning Council's Voting Membership.

SECTION 3. Number:

- A) Voting Membership: The Planning Council's Voting Membership shall consist of no less than the number of members required by the CARE Act and no more than the number mutually agreed upon by the CEO/Grantee and the Executive Committee.
 - i) No less than 33 percent of the Planning Council's Voting Membership must be PLWH who receive Title I services (in the case of minors, this would include their caregivers) and who are unaligned with provider agencies that receive Title I funding. Alignment is defined to include board membership and employment/consulting arrangements with agencies receiving Title I funding
- B) At-Large Membership: The Planning Council's At-Large Membership number shall not be predetermined, but rather shall be defined by the number of qualified applicants who apply for Planning Council Membership under the rules of the Planning Council.

SECTION 4. Representation:

- A) Council Membership will include, and not be limited to, representatives of the following:
 - i) Health care providers, including federally qualified health centers
 - ii) AIDS Service Organizations (ASOs) and community-based organizations (CBOs) serving affected populations
 - iii) Social Service providers, including housing and homeless service providers
 - iv) Substance abuse treatment providers
 - v) Mental health providers
 - vi) Local public health agencies
 - vii) Hospital planning agencies or health care planning agencies

- viii) Affected communities, including people with HIV disease and historically underserved groups and subpopulations
- ix) Non-elected community leaders
- x) State Medicaid agency
- xi) State agency administering the Title II program
- xii) CARE Act or other programs serving women, children, youth and families
- xiii) CARE Act Title III Grantees
- xiv) Grantees under other Federal HIV Programs, including HIV prevention providers, and
- xv) Representatives of individuals who formerly were Federal, State, or local prisoners, were released from the custody of the penal system during the preceding 3 years, and had HIV disease as of the date on which the individuals were so released.

B) The Voting Membership of the Planning Council must include at least one member to separately represent each of the 15 membership categories (unless no entity from that category exists in the EMA). (See exceptions to this rule in Subsection D below.) Separate representation means that each Voting Member can fill only one legislatively required membership category at any given time, even if qualified to fill more than one. As membership on the Planning Council changes, an individual member may be moved from one representation category to another to meet legislative requirements. The Planning Council may choose to include additional representatives within any category to achieve what it considers adequate community representation.

C) The category “grantees under other Federal HIV Programs” is to include, at a minimum, a representative from each of the following:

- Federally-funded HIV prevention services and grantees providing services in the EMA who are funded under the CARE Act’s Special Programs of National Significance (SPNS)
- AIDS Education and Training Centers (AETCs)
- HIV/AIDS Dental Reimbursement Program
- The Housing Opportunities for Persons With AIDS (HOPWA) program of the U.S. Department of Housing and Urban Development (HUD), and
- Other Federal programs if they provide treatment for HIV disease, such as the Veterans Administration.

D) There are three exceptions to the rule on separate representation:

- One person can represent both the substance abuse and mental health provider categories if his/her agency provides both types of services and the person is familiar with both programs.
- A single Voting Member may represent both the CARE Act Title II

program and the State Medicaid Agency if that person is in a position of responsibility for both programs.

- One person can represent any combination of CARE Act Part F Grantees (SPNS, AETCs, and Dental Reimbursement Program) and HOPWA, if the agency represented by the individual receives grants from some combination of these for funding streams (e.g., a provider that receives both HOPWA and SPNS funding).

- E) Given the number and types of agencies, organizations, individuals and institutions directly involved in delivering HIV-related services in the Metro Atlanta area, and the need to involve persons from the HIV-affected community, the Council Membership shall not be limited to representation from the categories specified by the Ryan White CARE Act. Additional members who have demonstrated experience, interest and commitment to the overall mission of the Council may be appointed by the CEO/Grantee to insure representation from appropriate consumers, providers of services and concerned citizens. Areas of principle interest/expertise include: Gay/Bisexual Men's HIV Health Needs; Injecting Drug Users Health Needs; Women's HIV Health Needs; Pediatric/Adolescent HIV Health Needs; General Public Health; Substance Use/Abuse Services; HIV Health Needs of the Various Communities of Color; Mental Health Services; Other Non-Medical Support Services; and Health Planning.

SECTION 5. Appointment.

- A) Members of the Council shall be appointed by the CEO/Grantee of Fulton County. The Membership Committee shall provide to the CEO/Grantee nominations for Planning Council Membership. All individuals requesting membership on the Planning Council shall be required to complete an Application for Membership. Applications may be accepted throughout the year. Recommendations for Council Membership will be received from any source. The CEO/Grantee shall be mindful of the necessity to reach a balance between involving all persons interested in and knowledgeable about the issues and maintaining a workable group that can function efficiently and effectively. The process which is followed is provided in the Council's Standard Operating Procedures.
- B) Designated Alternate: the CEO/Grantee may designate an alternate for any Voting Member of the Council who is Living with HIV/AIDS or other life threatening illness. To the greatest extent possible, the alternate will be an individual who fulfills a similar category of representation and/or who represents a similar population.

- C) Vacancies:
 - i) Vacancies resulting from death, involuntary removal, or voluntary resignation of any Voting Member will be filled within ninety (90) days of notice to the CEO/Grantee.
 - ii) The member appointed as a result of a vacancy will fill the remaining term of the vacated slot.
 - iii) A vacancy shall not prevent the Council from conducting business.

SECTION 6. Term: The term of service for Planning Council Voting Members shall be two years, following appointment by the CEO/Grantee. One-half of the initial Planning Council members will be appointed for a one-year term; one-half will be appointed for two-year terms. Thereafter, Council members shall serve for staggered two-year terms and shall serve until a successor is named by the CEO/Grantee. Members may be reappointed by the CEO/Grantee.

The term of service for Planning Council At-Large Members shall not be limited unless removal of an individual member is recommended under the provisions of the By-Laws.

SECTION 7. Removal.

- A) Attendance. Attendance at Planning Council meetings and Committee meetings is crucial to the operations of the Council. Members of the Planning Council shall be recommended for removal if the Member fails to remain “active”. An active Member is a Voting or At-Large Member who participates in Planning Council and Committee meetings, has no more than three (3) excused or unexcused absences or misses more than two consecutive meetings. Participation for less than three-fourths of the period of any meeting shall constitute lack of attendance.

If a Member cannot attend a regularly scheduled Planning Council Meeting or committee meeting, the Member shall notify the Grantee or its designee or, if a committee meeting, the committee Chair at least 24 hours prior to the scheduled meeting.

If the Member is unable to provide 24 hour notice, the Member shall notify the Grantee or its designee or, if a committee meeting, the committee Chair as soon as possible to explain the absence. Until the absence is reported, the absence shall be considered unexcused.

An excused absence includes, but is not limited to, illness, absence from the EMA or personal hardship.

The Membership Committee will review attendance of members and will make appropriate recommendations for action by the Executive Committee of the Council. The Executive Committee will then make appropriate recommendations for action by

the CEO/Grantee.

B) Cause for Removal.

- i) The CEO/Grantee has the right to remove Council members for good cause at his/her own initiative or at the recommendation of the Council's Membership Committee and Executive Committee. Committee Chairs may make recommendations for removal to the Council's Membership Committee.
- ii) If a Voting Member appointed to represent a specifically required category listed in Article IV, SECTION 4 fails to maintain that status, the Voting Member shall forfeit representation of that on the Planning Council and may be moved to an At-Large membership.
- iii) A Planning Council member who has an identified conflict of interest and does not abstain from voting on issues related to that conflict will be removed from the Planning Council. The motion for removal of a member due to conflict of interest may be made at one meeting for discussion and voted upon at the next regularly scheduled meeting of the Planning Council. The Planning Council member being discussed must be provided an opportunity to respond to the motion prior to a removal vote. If removal of the member is approved, that recommendation will be forwarded to the CEO/Grantee for consideration and possible further action.

SECTION 8. Compensation. All members of the Council shall serve without compensation or reimbursement unless otherwise allowed for by the Council.

SECTION 9. Continuing Education. Each Council member shall attend an initial orientation/education session unless excused for good cause by the CEO/Grantee and periodic continuing education sessions as prescribed and designed by the Council and the Grantee. Failure to participate may result in forfeiture of Voting Member Status and/or removal from the Planning Council.

SECTION 10. Volunteer Status. Council members serve on a volunteer basis to the Fulton County CEO/Grantee.

SECTION 11. Fulton County CEO's Representative. The CEO shall designate a non-voting member who shall act as his/her representative.

SECTION 12. Staff Members. Staff and coordination will be provided by the CEO/Grantee of Fulton County. These staff members shall not serve as Voting Members of the Planning Council.

SECTION 13. Quorum. A quorum for the purpose of holding a Planning Council meeting shall

consist of thirty percent (30%) of the active Council Voting Members. If a quorum is not present at any meeting of the Planning Council, those present can meet but cannot transact business or take votes on behalf of the Planning Council. If a quorum is met but not all members remain present for the duration of the meeting, business can continue to be conducted until the meeting is adjourned.

ARTICLE V. **OFFICERS**

SECTION 1. Appointing Authority: The officers of the Council shall consist of the following, and such other officers as the CEO/Grantee or Council may from time to time designate and appoint:

- A) Chair, appointed by the CEO/Grantee from the membership of the Council. In no event shall the Council be chaired by the CEO, the Grantee, or an employee of the CEO or Grantee. To the greatest extent possible, this slot should be filled with a non-aligned consumer of Ryan White funded services.
- B) First Vice-Chair, who may be recommended by the Consumer Caucus to the Membership Committee and appointed by the CEO/Grantee from the membership of the Council. Two individuals may be recommended by the Consumer Caucus to the Membership Committee for each required slot. To the greatest extent possible, this slot should be filled with a HIV+ non-aligned consumer of Ryan White funded services.
- C) Second Vice-Chair, who may be recommended by the Consumer Caucus and appointed by the CEO/Grantee from the membership of the Council. To the greatest extent possible, this slot should be filled with a HIV+ non-aligned consumer of Ryan White funded services.
- D) Parliamentarian who shall also serve as the Chair of the Council Procedures Committee
- E) Secretary, filled by the CEO's representative to the Council
- F) Executive Committee, to include officers named above plus the Chair of the standing committees identified in Article VI, Section 1 below.

SECTION 2. Chair: The Chair's duties and responsibilities include, but are not limited to:

- A) presiding at all meetings of the Planning Council and Executive Committee;
- B) appointing the chair of all committees, subcommittees, advisory or ad hoc committees, and task forces;
- C) serving as an ex-officio member of committees and task forces;
- D) may only vote to break a tie in cases of equal votes;
- E) representing the Planning Council to the CEO/Grantee, HRSA, and other interested parties; and,
- F) conducting the business of the Planning Council meetings.

SECTION 3. First Vice-Chair:

- A) The First Vice-Chair shall serve in the absence or disability of the Chair and all powers and duties of the office shall be performed by this designee.
- B) In the event the office of the Chair becomes vacant, the First Vice-Chair shall serve until a new Chair is appointed by the CEO/Grantee.
- C) Shall serve as an ex-officio member of all committees and task forces.
- D) Except when acting in the Chair's stead, the First Vice-Chair may vote on any issue before the Planning Council and its committees, subcommittees, advisory or ad hoc committees, and task forces.

SECTION 4. Second Vice-Chair:

- A) The Second Vice-Chair shall serve in the absence or disability of the First Vice-Chair and all powers and duties of the office shall be performed by this designee.
- B) In the event the office of the Chair and the Office of the First Vice-Chair become vacant, the Second Vice-Chair shall serve until a new Chair is appointed by the CEO/Grantee. Shall serve as an ex-officio member of all Committees and Task Forces.
- C) Except when acting in the Chair's stead, the Second Vice-Chair may vote on any issue before the Planning Council and its committees, subcommittees, advisory or ad hoc committees, and task forces.

SECTION 5. Parliamentarian:

- A) The Chair of the Council Procedures Committee shall also serve as the Parliamentarian of the Planning Council.
- B) The Parliamentarian advises the Chair, other Officers, committees, task forces and Members on matters of parliamentary procedure.
- C) The Parliamentarian may, upon approval of the Chair, retain the services of a certified Parliamentarian to assist with meetings or to consult concerning matters of parliamentary order.

SECTION 6 Secretary:

- A) The Secretary shall serve as an ex-officio member of the Council, all committees and task forces.
- B) The Secretary shall have responsibility for:
 - i) recording and maintaining minutes of all proceedings of the Council and Executive Committee and such other books and records as may be required for the proper conduct of the Council's business and affairs;
 - ii) maintenance of membership rosters for Planning Council, committees, subcommittees, advisory or ad hoc committees, and task forces;
 - iii) the public announcement/advertisement of the meeting dates, times, and locations for all Planning Council meetings; and,
 - iv) performance of such duties as designated by the Chair and/or the

Executive Committee.

ARTICLE VI. **COMMITTEES**

SECTION 1. Standing Committees. The following shall be standing committees of the Council:

- A) Executive Committee
- B) Priorities Committee
- C) HOPWA Committee
- D) Council Procedures Committee
- E) Evaluation Committee
- F) Public Policy and Resource Development Committee
- G) Membership Committee
- H) Comprehensive Planning Committee
- I) Quality Management Committee
- J) Assessment Committee

SECTION 2. With the exception of the Executive Committee which shall be chaired by the Chair of the Planning Council, all Committees shall be chaired by a Voting Member of the Planning Council appointed by the Chair of the Planning Council for a one (1) year term.

SECTION 3. Committee Responsibilities. Functions assigned to standing committees shall include, but not be limited to, the following:

- A) Executive Committee:
 - i) Shall be comprised of the Chair, Vice Chairs, Secretary, and Committee Chairs of the Planning Council;
 - ii) Shall meet on a regularly scheduled basis prior to each Planning Council meeting and may be convened by the Chair of the Planning Council at the Chair's discretion, or at the request of the CEO/Grantee, to take action on time-sensitive issues which make it impractical to convene the entire Planning Council;
 - iii) Consider such matters as are necessary for the orderly discharge of the business of the Planning Council;
 - iv) A report of the activities and actions of any Executive Committee meeting shall be made at the next scheduled Planning Council meeting;
 - v) Set the agenda for each Planning Council meeting; and
 - vi) Perform other duties as may be required or as assigned by the Chair of the Planning Council or by vote of the Planning Council.
- B) Priorities Committee: Shall assess service needs and then recommend priority areas and funding percentages for allocation of funds.

- C) HOPWA Committee: Shall recommend, pursuant to the established priority service categories by the Priorities Committee, the allocation of funds to the granting entity and assure that each applicant for funding meets specified criteria.
- D) Council Procedures Committee: Shall be responsible for oversight of the operations of the Council and recommending amendments to the By-Laws and Standard Operating Procedures, as appropriate. As specified in the By-Laws and Standard Operating Procedures, the Committee may also be involved in actions related to the Council's Grievance Procedures. The Chair of this committee shall serve as the Parliamentarian of the Council.
- E) Evaluation Committee: Shall be responsible for the assessment of the efficiency of the Grantee's administrative mechanism in rapidly allocating funds to the areas of greatest need in the Atlanta EMA and other evaluations as assigned by the Executive Committee or the Council.
- F) Public Policy and Resource Development Committee: Shall involve the Planning Council Membership in educational and advocacy efforts, drawing upon the diversity of the council to illustrate a broad, effective, community response to the HIV epidemic.
- G) Membership Committee:
 - i) The Membership Committee shall review the attendance records of the membership and recommend to the Executive Committee any action deemed necessary.
 - ii) The Membership Committee shall recommend to the CEO/Grantee, through the Council Chair, individuals for appointment as Voting Members, Members At Large, and Alternates in order to assure a broad-based Council Membership. In developing the annual roster of recommendations for membership for consideration by the CEO/Grantee, the Membership Committee shall, to the greatest extent possible, recommend at least two (2) names for consideration for each vacant Voting Member slot.
- H) Comprehensive Planning Committee: Develops and monitors the Atlanta EMA's Comprehensive HIV Health Services Plan to guide the Metropolitan Atlanta HIV Health Services Planning Council in its work to empower HIV infected individuals to achieve and to maintain health and well-being.
- I) Quality Management Committee: shall be responsible for the development, oversight and evaluation of the quality management plan to ensure access to and retention in care, quality of services and related outcomes and linkage of social support services to medical services.
- J) Assessment Committee: Identifies the needs of the Atlanta EMA populations,

identifies unmet needs of specific populations, and provides that information to the Priorities Committee on an annual basis and to the Comprehensive Planning Committee on a regular basis.

SECTION 4. Committee Membership. Each Council member shall serve, as appointed by the Council Chair, on one of the standing committees of the Council. No Council member shall be appointed to, or serve as a member of, the HOPWA Committee or the Priorities Committee when there is a conflict of interest as provided in SECTION 2 of Article XI.

SECTION 5. Ad hoc committees. The CEO/Grantee and/or Council Chair may, at their discretion, authorize the creation, define the membership, prescribe the terms, and define the power and duties of any ad hoc committee(s) as may from time to time be necessary or useful in the conduct of Planning Council business.

SECTION 6. Quorums.

- A) The presence of five (5) Executive Committee members shall constitute a quorum of the Executive Committee.
- B) For all other Committees, the presence of three (3) active members of the Committee shall constitute a quorum.

ARTICLE VII. **TASK FORCES**

SECTION 1. The Council Chair, in consultation with the CEO/Grantee of Fulton County, shall authorize the creation, set the terms, and define the power and duties of any task force as needed to accomplish specific short-term objectives.

SECTION 2. Quorums.

The presence of three of the active Task Force members shall constitute a quorum.

ARTICLE VIII. **CAUCUSES**

SECTION 1. Authority: The CEO/Grantee and/or the Council Chair may authorize the creation and define the power and duties of any Council Caucus which may be deemed appropriate to allow for the full and adequate representation of, and participation by, certain communities in the EMA which have been particularly impacted by the HIV epidemic.

SECTION 2. Membership. Participation in any and all Caucuses is open to the public at large and shall not be limited to Members of the Planning Council.

SECTION 3. Caucuses. At a minimum, the Council shall have a Consumer Caucus made up of HIV positive individuals who are consumers of Ryan White funded services.

SECTION 4. Meetings. The Caucuses shall meet when an issues of interest has been brought to their attention and/or at regularly scheduled times. At the request of the Council Chair and/or the Chair of the Membership Committee, each Caucus shall meet to select/elect a Caucus representative to be nominated for voting membership on the Council.

ARTICLE IX. **MEETINGS**

SECTION 1. General Meetings. Meetings of the full Council shall be held no less frequently than once during every calendar quarter.

SECTION 2. Special Meetings. Special meetings of the Council may be held on call of the CEO/Grantee and/or Council Chair with at least 24 hours notice to members of the Council.

SECTION 3. Notice of Meetings. Date and hour of general Council meetings shall be established annually prior to the first meeting of the new Council. Written confirmation of the established date, location, and time shall be posted on the Fulton County website and distributed to all Council members. Notice for meetings of Committees, Task Forces, and Caucuses shall be posted on the County website. Chairs of Committees, Task Forces, and Caucuses shall notify their respective members of upcoming meeting dates, hour, and location. Notwithstanding the above, notice shall be deemed to have been “given” upon posting on the Fulton County website.

SECTION 4. Parliamentary Procedure. Rules of Parliamentary Procedure, as found in the most current edition of Robert's Rules of Order, Newly Revised, govern meetings of the Council in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the Council.

SECTION 5. All meetings of the Planning Council and any and all meetings of its committees, subcommittees, advisory or ad hoc committees, and task forces shall be subject to the requirements of the Laws of Georgia regarding open meetings.

SECTION 6. Minutes of all meetings of the Planning Council shall be publicly posted in a manner consistent with HRSA requirements.

ARTICLE X.
STANDARD OPERATING PROCEDURES

- SECTION 1. The Standard Operating Procedures of the Planning Council are incorporated herein by reference.
- SECTION 2. The Procedures Committee shall be responsible for the Standard Operating Procedures of the Council upon approval of the Council.
- SECTION 3. Each Committee, Task Force, and Caucus will develop, in accordance with the Council's Standard Operating Procedures, their own Standard Operating Procedures and submit them to the Procedures Committee for approval.

ARTICLE XI
VOTING AND CONFLICT OF INTEREST

- SECTION 1. Voting.
- A) Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Council. The alternate designated in Article IV, Section 5B, may exercise the right to vote in the absence of the member. Members or alternates are not authorized to appoint proxies.
 - B) Each Voting Member may vote on each issue with which they have no conflict of interest.
- SECTION 2. Voting and Disclosure of Conflict of Interest.
- A) A member shall disclose any relationship with an applicant for, or recipient of, supplemental or formula grant funds under Title I of the Ryan White CARE Act which would reasonably be expected to exert an influence on the member's judgment if the member were called upon to vote on the allocation, award, or disposition of such grant funds.
 - B) For purposes of compliance with subsection A) above, each member shall submit on a form provided by the Executive Committee or the grantee a description of any relationship between the member and an applicant for, or recipient of, grant funds. The Chair of the Council shall request each member to complete such form after the deadline for receipt of applications for grant funds and prior to any subsequent meeting of the Council, Priorities Committee, or HOPWA Committee.
 - C) The Chair shall make available to any individual requesting such information, a listing of council members with the information gathered as provided in subsection B) above.

- D) A Planning Council member who has an identified conflict of interest on a specific issue will abstain from voting on that specific issue. This provision shall apply to all actions undertaken by the Planning Council and/or its committees.
- E) At-Large members of the Planning Council shall not vote on items before the Planning Council, but may, barring any conflict of interest, vote on issues before any subcommittee, advisory or ad hoc committee, and task force to which the At-Large Member belongs.

ARTICLE XII.
GRIEVANCE PROCEDURES

SECTION 1. The Planning Council has adopted and has established a grievance process in accordance with the requirements of the Act and HRSA regulations. These procedures are included in the Council's Standard Operating Procedures and are incorporated herein by reference. The Grievance Procedures shall serve as the prescribed method for official dispute resolution

The purpose of the grievance process is to establish and codify a system of conflict resolution/dispute resolution that will give clients (and potential clients), providers, Planning Council Members, the Grantee, and others an equitable mechanism for resolving complaints and grievances within the Ryan White CARE Act Title I delivery system and for appealing decisions of the Council and/or the Grantee.

It shall be the policy of the Planning Council to attempt to resolve grievances regarding Council decisions or actions and/or Grantee decisions or actions through both formal and informal dispute mechanisms, including appropriate use of Council Committees, Grantee staff, facilitated mediations and, if needed, binding arbitration.

ARTICLE XIII.
AMENDMENTS AND SEVERABILITY

SECTION 1. These By-Laws may be amended at any general or special meeting of the Council. Written notice of the proposed by-law change(s) shall be transmitted to each member at least five days prior to the date of the meeting and shall be posted on the County's website. Proposed changes in the By-Laws must be reviewed by the CEO/Grantee prior to adoption. By-Laws changes require a two-thirds vote of the Council voting members present.

SECTION 2. In the event of any conflict between these By-Laws and the terms and provisions of the Ryan White CARE Act or HRSA regulations or guidelines, the CARE Act shall supersede these By-Laws. If any part or provision of these By-Laws, or the application thereof to any person or circumstance is held invalid the remainder of the By-Laws, including the application of such part or provision to other persons or circumstances, shall not be affected thereby and shall continue in full force and effect. To this end, the provisions of these By-Laws are severable.