

METROPOLITAN ATLANTA

HIV HEALTH SERVICES PLANNING COUNCIL

BY-LAWS

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-Mission-

To assess needs, create a comprehensive plan for the delivery of HIV care, set HIV/AIDS related service priorities and allocate Part A funds to those service categories on the basis of the size, demographics, and needs of people living with or affected by HIV, with particular focus on individuals who know their HIV status but are not in care, and those who have HIV and are unaware of their status.

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**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 Planning Council meetings.

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

An “Applicant” is any person who submits an application for purposes of nomination to the Planning Council.

“CARE Act” means the Ryan White HIV/AIDS Treatment Extension Act of 2009. [Pub.L. 111-87]

“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 Ryan White HIV/AIDS Treatment Extension Act of 2009. The CEO is the person who officially receives the Ryan White Part A Funds on behalf of the EMA.

“Consumer” means a person living with HIV disease who is a recipient of Ryan White Part A-funded services, and has had a Ryan White Part A funded visit within the last six months, and meets the eligibility requirements regarding residency and income.

“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. 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 entity designated by the CEO to administer the Ryan White Part A funds.

“Year” means the Planning Council year, and is defined as the period beginning September 1st and ending August 31st.

“HOPWA” means the Housing Opportunities for Persons With AIDS, , a program funded by 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. The HRSA HIV/AIDS Bureau’s (HAB) Division of Service Systems (DSS) is the office in the Federal government that is responsible for administering Part A throughout the country.

“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 Part A-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 “Ryan White Part A Planning Council,” “Planning Council” or “Council”.

SECTION 2. Authority: The Planning Council is established under the authority of Part “A”, the “Ryan White HIV/AIDS Treatment Extension Act of 2009. [Pub. L. 111–87]

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 Ryan White HIV/AIDS Treatment Extension Act of 2009. The EMA is comprised of 20 counties: Barrow, Bartow, Carroll, Cherokee, Clayton, Cobb, Coweta, DeKalb, Douglas, Fayette, Forsyth, Fulton, Gwinnett, Henry, Newton, Paulding, Pickens, Rockdale, Spalding and Walton.

ARTICLE II

MISSION, POWERS AND DUTIES

SECTION 1. Mission: To assess needs, create a comprehensive plan for the delivery of HIV care, set HIV/AIDS related service priorities and allocate Part A funds to those service categories on the basis of the size, demographics, and needs of people living with or affected by HIV, with particular focus on individuals who know their HIV status but are not in care, and those who have HIV and are unaware of their status.

SECTION 2. The Planning Council shall have those powers and duties that are necessary and proper to fulfill its obligations under the Ryan White HIV/AIDS Treatment Extension Act of 2009. These powers and duties include:

- A) Establish priorities for the allocation of Ryan White Part A 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 funding sources.
- B) Develop 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) Assess the efficiency of the administrative mechanism in rapidly dispersing funds to the areas of greatest need in the Atlanta EMA.
- D) Develop guidelines for the EMA's Needs Assessment and/or Consumer Survey (to include such items as the targeted population groups, the geographic areas, etc.). This may include the establishment of methods for obtaining input on community needs and priorities which may include public meetings, conducting focus groups and convening ad hoc panels.
- E) Participate in the development of the Statewide Coordinated Statement of Need initiated by the Georgia Department of Public Health.
- F) Develop Standards of Care.

ARTICLE III. **MEMBERS**

SECTION 1. Establishment/Creation: The Chief Elected Official (CEO) must establish and maintain the Planning Council, assuring reflectiveness and 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 Ryan White HIV/AIDS Treatment Extension Act of 2009 and no more than the number mutually agreed upon by the Grantee and the Executive Committee.

i) No less than 33 percent of the Planning Council's Voting Membership must be PLWH who receive Part "A" services.

B) At-Large Membership: The Planning Council's At-Large Membership shall not be a predetermined number, but rather shall be defined by the number of applicants who apply for Planning Council membership.

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)
- 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, members of a Federally recognized Indian tribe as represented in the population, individuals co-infected with hepatitis B or C, and historically underserved groups and subpopulations

- ix) Non-elected community leaders
- x) State Medicaid agency
- xi) State agency administering the Part “B” program
- xii) Ryan White grantees under Part C and Part D
- xiii) Grantees under other Federal HIV Programs, including HIV prevention providers, and
- xiv) Formerly incarcerated PLWH or their representatives -who -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 (1) member to separately represent each of the 14 membership categories, unless no entity from that category exists among the applicants. 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.

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

- A single Voting Member may 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 Ryan White Part “B” program and the State Medicaid Agency if that person is in a position of responsibility for both programs.
- A single Voting Member may represent any combination of Ryan White Part “F” Grantees (SPNS, AETCs, and Dental Reimbursement Program) and HOPWA, if the agency represented by the individual receives grants from a combination of these funding streams (e.g., a provider that receives both HOPWA and SPNS funding).

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) 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 HIVAIDS Treatment Extension Act of 2009. Additional members who have demonstrated experience, expertise, interest and commitment to the overall mission of the Council may be appointed by the CEO to insure representation from appropriate consumers, providers of services and concerned citizens.

SECTION 5. Appointment.

- A) Members of the Council shall be appointed by the CEO of Fulton County through the Planning Council's open nomination process (membership drive). The Membership Committee will select candidates for appointment to the Planning Council and submit to the CEO a roster of applicants/nominations for approval. Nominees must enable the Planning Council to meet reflectiveness as well as representation requirements.
- B) Vacancies:
- i) Vacancies resulting from death, involuntary removal, or voluntary resignation of any Voting Member will be filled within sixty (60) days.
 - 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. One-half of the initial Planning Council Voting members will be appointed for a one-year term; one-half will be appointed for two-year terms. Thereafter, Voting Council members shall serve for staggered two-year terms and shall serve until a successor is named by the Membership Committee. Members may be reappointed.

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, and attends at least one-half (1/2) of the scheduled Planning Council meetings and misses no more than two consecutive Planning Council meetings.

If a Member cannot attend a regularly scheduled Planning Council Meeting or Committee meeting, the Member shall notify the Membership Committee Chair and Planning Council Secretary; if a committee meeting, notification must be given to the Committee Chair at least 24 hours prior to the scheduled meeting. Notification may be made via phone or email.

If the Member is unable to provide 24 hour notice, the Member shall provide notice as soon as possible to explain the absence. Until notification is provided, the absence shall be considered unexcused; excused absences are not counted against the member.

An excused absence includes, but is not limited to, illness, absence from the EMA (e.g., travel or participation in HIV/AIDS-related conferences/meetings) 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 Grantee.

B) Cause for Removal.

- i) The Planning Council has the right to remove Council members for good cause 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 said category 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 are subject to removal from the Planning Council. The Council Procedures Committee shall review such circumstances and provide a recommendation to the CEO.

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 Membership Committee 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.

SECTION 11. Fulton County Representative. The CEO shall designate the Director of the Ryan White Part A Program to serve as a non-voting member.

SECTION 12. Staff Members. Council staffing and coordination will be provided through the Grantee. 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 IV. **OFFICERS**

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

- A) Chair, an un-aligned member appointed by the CEO 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. Individuals interested in

being considered for Chair may make his/her intention known to the Secretary of the Planning Council who will forward the request to the CEO. The Chair will have a two-year term with the option of reappointment by the CEO. To the greatest extent possible, this slot should be filled with an HIV+ non-aligned consumer.

- B) First Vice-Chair, is appointed by the Chair of the Planning Council and subsequently approved by the CEO from the membership of the Council for a term of one (1) year. At the Chair's discretion recommendations may be submitted by the Consumer Caucus. To the greatest extent possible, this slot should be filled with a HIV+ non-aligned consumer of Ryan White Part A funded services.
- C) Second Vice-Chair, is appointed by the Chair of the Planning Council and subsequently approved by the CEO from the membership of the Council for a term of one (1) year. At the Chair's discretion recommendations may be submitted by the Consumer Caucus. To the greatest extent possible, this slot should be filled with a HIV+ non-aligned consumer of Ryan White Part A funded services.
- D) Parliamentarian who shall also serve as the Chair of the Council Procedures Committee.
- E) Secretary, filled by Planning Council Support Staff.

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, task forces, and caucuses;
- 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 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 during the Chair's absence.
- 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.
- C) May 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.

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. The Second Vice-Chair 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 and task forces.

SECTION 5. Parliamentarian:

- A) The Chair of the Council Procedures Committee shall 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, Executive Committee and such other books and records as may be required for the proper conduct of the Council's business and affairs; all records shall comply with the requirements of the State of Georgia's Open Meetings and Open Records laws.
 - ii) maintenance of membership rosters for Planning Council, 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
 - v) provide necessary reporting to CEO

ARTICLE V. **COMMITTEES**

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

- A) Executive Committee
- B) Assessment Committee
- C) Comprehensive Planning Committee
- D) Council Procedures Committee
- E) Evaluation Committee
- F) Executive Committee
- G) Housing Committee
- H) Membership Committee
- I) Priorities Committee
- J) Public Policy Committee
- K) Quality Management 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. All Chairs shall serve as voting members.

Each Committee Chair to the greatest extent possible will be filled by A Ryan White Part A Consumer or PLWHA. The Chair of the Planning Council reserves the right to appoint the Committee Vice-Chair in the absence of an appointment by the Committee Chair.

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 Planning Council Chair, Planning Council Vice-Chair, Committee Chairs and Committee Vice-Chairs; the Committee Chair serves as the voting member of the Executive Committee. Vice-Chair's will attend Executive Committee meeting but will vote only in the absence of the Committee Chair.
 - ii) Shall meet on a regularly scheduled basis prior to each Planning Council meeting and may be convened by the CEO, Chair of the Planning Council, or at the request of the 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 needed by the Grantee or Chair of the Planning Council or by vote of the Planning Council.

- A) 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 appropriate Planning Council Committee on a regular basis.
- B) Comprehensive Planning Committee: Develops and monitors the Atlanta EMA's HIV Health Services Comprehensive Plan to guide the Metropolitan Atlanta HIV Health Services Planning Council in its work to deliver HIV services throughout the EMA.
- C) 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.
- D) Evaluation Committee: Shall be responsible for the assessment of the efficiency of the Grantee's administrative mechanism in rapidly disbursing funds to the areas of greatest need in the Atlanta EMA and other evaluations as assigned by the Executive Committee or the Planning Council.
- E) Housing Committee: Shall identify opportunities to meet housing needs for Ryan White Part A consumers living with HIV/AIDS. The Committee reviews and provides feedback on the City of Atlanta's HOPWA funding recommendations, researches needs, gaps and barriers to housing and reports this to the Priorities Committee and Planning Council.
- F) Membership Committee:
 - i) Membership Committee shall ensure an open nomination process by way of an annual membership drive with application. The Committee shall determine Voting Members and At-Large Members in order to ensure broad-based Council Membership with the appropriate legislative reflection. The annual roster of recommendations for membership shall be presented to the CEO for approval and/or appointment.

ii) Membership Committee shall review the attendance records of the membership and recommend to the Executive Committee any action deemed necessary.

- G) Priorities Committee: Shall be comprised of un-aligned members of the Planning Council, shall consider service needs and recommends priority rankings and funding percentages for allocation of funds. The Committee examines the Needs Assessment, the Comprehensive Plan, Epidemiological data, and other data to recommend priority areas for funding.
- H) Public Policy Committee: Shall involve the Planning Council Membership in educational efforts, drawing upon the diversity of the council to illustrate a broad, effective, community response to the HIV epidemic. The Committee reviews the public policies on the local, regional, state, and federal level and advises the members of the Planning Council of the potential impact of legislation which may affect the Ryan White Part A program, or its Consumers. It shall be noted that the views expressed by the committee may not reflect endorsement by the Fulton County Government.
- I) Quality Management Committee: Has the responsibility 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. HRSA Quality Measures will serve as the basis for the quality evaluation.

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

SECTION 5. Quorum.

- A) The presence of five (5) Executive Committee members shall constitute a quorum of the Executive Committee.
- B) The presence of three (3) members of the Committee shall constitute a quorum.

ARTICLE VI. **TASK FORCES**

SECTION 1. Authority: The Planning Council Chair, in consultation with the Grantee 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. Quorum.

The presence of three of the active task force members shall constitute a quorum.

ARTICLE VII.
CAUCUSES

SECTION 1. Authority: The CEO and/or the 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: Membership in any and all Caucuses shall not be limited to Members of the Planning Council, but shall be limited to the specific population wherefore the Caucus was established.

SECTION 3. Consumer Caucus. At a minimum, the Council shall have a Consumer Caucus made up of HIV positive individuals who are Consumers of Ryan White Part A-funded services. Consumers are defined as persons living with HIV disease who are recipients of Ryan White Part A-funded services.

SECTION 4. Meetings. The Caucuses shall meet when issues of interest have been brought to their attention and/or at regularly scheduled times.

ARTICLE VIII.
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 called by the CEO, Council Chair and/or Grantee with at least 24 hours notice to members of the Council. Notice of said meetings may be provided via email and in accordance with Section 3. Notice of Meetings.

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 advertised, 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.

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

SECTION 5. All meetings of the Planning Council, Committees, Task Forces, Caucuses and Initiatives shall be subject to the requirements of the Laws of Georgia regarding open meetings and open records.

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

ARTICLE IX. **STANDARD OPERATING PROCEDURES**

SECTION 1. The Standard Operating Procedures of the Planning Council are incorporated herein by reference.

SECTION 2. The Council Procedures Committee shall be responsible for defining the requirements for the Standard Operating Procedures 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 Council Procedures Committee for approval.

ARTICLE X. **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. Members 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 Ryan White Part A 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 Membership 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 and the Priorities 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.
- 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 committee, or Task Force to which the At-Large Member belongs.

ARTICLE XI. **GRIEVANCE PROCEDURES**

SECTION 1. The Planning Council has adopted and 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 Part "A" 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, Planning Council Support, Grantee staff, facilitated mediations and, if needed, binding arbitration.

ARTICLE XII. **AMENDMENTS AND SEVERABILITY**

SECTION 1. These By-Laws may be amended through the following process:

A written recommendation shall be sent to the Council's Secretary and subsequently sent to the Council Chair for review. Upon review, the Chair shall submit the recommendation to the Council Procedures Committee. The recommendation is then reviewed by Executive Committee and, if no further action is needed the recommendation will be sent to the Planning Council for presentation and discussion. The Executive Committee may return the recommendation to Council Procedures for revision. After presenting the recommendation to the Planning Council, the recommended revision(s) will be posted on the Ryan White Part A website for public comment. Once the public comment period has closed, the Council Procedures Committee will reconvene to review all public comments. The final recommendation will be sent to Executive Committee for review and if approved placed on the Planning Council's agenda as an action item. By-Laws changes require a two-thirds vote of the Council voting members present. Proposed changes in the By-Laws must be reviewed by the Grantee prior to adoption.

SECTION 2. In the event of any conflict between these By-Laws and the terms and provisions of the Ryan White HIV/AIDS Treatment Extension Act of 2009 or HRSA regulations or guidelines, the Ryan White HIV/AIDS Treatment Extension Act of 2009 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.