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2
3 **HIV HEALTH AND HUMAN SERVICES PLANNING COUNCIL OF NEW YORK**

4
5 **BYLAWS**

6 (Original Bylaws adopted 2/8/91, first amended 1/16/92, last amended 4/22/21)

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1 **DEFINITION OF TERMS**

2
3 The following definitions shall have the ascribed meaning when used in these Bylaws, except to the extent that the
4 context clearly requires and indicates otherwise.

5
6 **AIDS: (Acquired Immune Deficiency Syndrome)** A disease of the immune system caused by HIV infection
7 characterized by increased susceptibility to opportunistic infections. It is chiefly transmitted through blood or blood
8 products or other bodily fluids.

9
10 **HATEA: (HIV/AIDS Treatment Extension Act)** The name given to the Ryan White CARE Act when it was
11 reenacted and updated in 2010.

12
13 **CEO: (Chief Elected Official)** The Mayor of the City of New York, who is the official recipient of Part A CARE
14 Act funds within the Eligible Metropolitan Area (EMA). The CEO is ultimately responsible for administering all
15 aspects of the CARE Act in the EMA and ensuring that all legal requirements are met.

16
17 **EMA: (Eligible Metropolitan Area)** The geographic area eligible to receive Part A Care Act funds.

18
19 **HIV: (Human Immunodeficiency Virus)** The entire spectrum of the HIV virus, from post-infection to the clinical
20 definition of AIDS.

21
22 **HRSA/HAB: (Health Resources and Services Administration - HIV/AIDS Bureau)** The Department of Health
23 and Human Services agency that oversees the Ryan White CARE Act.

24
25 **PLWHA:** Persons Living With HIV/AIDS

26
27 **Part A:** Then name given to Title I when the CARE Act was reenacted in 2006.

28
29 **Tri-County** – Westchester, Rockland and Putnam Counties, the area north of New York City which are part of the
30 New York EMA and receive a portion of the Part A grant.

1 **ARTICLE I -DESCRIPTION OF THE PLANNING COUNCIL**

2
3 **Section 1. Mission.** It is the mission of the HIV Health and Human Services Planning Council of New York that
4 people living with HIV and AIDS in the New York EMA will have access to and maintain appropriate, quality
5 services across the continuum of care, resulting in the best possible health and quality of life.
6

7 **Section 2. Service Area.** Pursuant to the requirements of the Health Resources and Services Administration
8 (HRSA), the Eligible Metropolitan Area (EMA) to be served by the HIV Health and Human Services Planning
9 Council of New York ("Planning Council" or "the Council") shall encompass the following localities: Brooklyn, the
10 Bronx, Manhattan, Queens, Staten Island, and the "Tri-County Region" (Westchester, Rockland and Putnam
11 Counties).
12

13 **Section 3. Duties.** The duties of the HIV Health and Human Services Planning Council of New York ("Planning
14 Council" or "the Council") shall include but not be limited to:
15

16 a) Establishing binding priorities for the allocation of funds including how best to meet each such priority
17 and additional factors that a grantee should consider in allocating funds for treatment and care of people living with
18 HIV/AIDS in the New York Eligible Metropolitan Area, as provided by Title 1/Part A of the Ryan White CARE Act
19 of 1990, Public Law 101-381, amended under HATEA 2009, Public Law 109-145, as such Act may be amended
20 from time to time or superseded by a new law;

21 b) Developing a comprehensive plan for the organization and delivery of HIV-related health and human
22 services in the New York City metropolitan area that is compatible with all existing State or local plans regarding
23 the provision of health and human services to individuals with HIV disease and with all laws and regulations
24 regarding discrimination in the provision of these services;

25 c) Assessing, monitoring and making recommendations to the Mayor or the appropriate City agency
26 regarding the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need
27 within the eligible area;

28 d) Monitoring and making recommendations to the Mayor or the appropriate City agency regarding
29 compliance with the priorities established by the Planning Council;

30 e) Conducting an assessment of the EMA's needs for HIV services based on size and demographics of the
31 population of individuals with HIV disease and

32 f) Coordinating in the provision of services to such individuals with programs for HIV prevention and for
33 the prevention and treatment of substance abuse, including programs that provide comprehensive treatment for such
34 abuse;

35 The Planning Council may assume additional responsibilities as may from time to time be proposed by the
36 Mayor of the City of New York.
37

38 **Section 4. Duration.** The Planning Council may remain in existence for such additional time as the Mayor may
39 propose and the Council may accept to discharge its duties under the Ryan White CARE Act of 1990, amended
40 under HATEA 2009, Public Law 109-145, as such Act may be amended from time to time or superseded by a new
41 law.
42

43 **ARTICLE II - MEMBERSHIP OF THE PLANNING COUNCIL**

44 **Section 1. Membership.** The Planning Council shall include a minimum of thirty-five (35) and a maximum of fifty
45 (50) members. Members are appointed by the Mayor through an open nominations process, as mandated by the
46 CARE Act, as amended under HATEA 2006, Public Law 109-145, and Mayoral Executive Order No. 162.
47
48
49

50 The Planning Council shall include in its membership at least one representative from each of the following
51 categories:

- 52 a) health care providers, including federally qualified health centers;
53 b) community-based organizations serving affected populations and AIDS service organizations;
54 c) social service providers, including providers of housing and homeless services;
55 d) mental health and substance abuse providers;
56 e) local public health agencies;
57 f) hospital planning agencies or health care planning agencies;

- 1 g) affected communities, including people with HIV disease and historically underserved groups and
- 2 subpopulations;
- 3 h) non-elected community leaders;
- 4 i) State government (including the State Medicaid agency and the agency administering the program under
- 5 part B);
- 6 j) grantees under Part C;
- 7 k) grantees under Part D, or, if none are operating in the area, representatives of organizations with a history
- 8 of serving children, youth, women, and families living with HIV and operating in the area;
- 9 l) grantees of other Federal HIV programs, including but not limited to providers of HIV prevention services;
- 10 m) representatives of individuals who formerly were Federal, State, or local prisoners, were released from the
- 11 custody of the penal system during the preceding 3 years, and had HIV disease as of the date on which the
- 12 individuals were so released;
- 13 n) members of a Federally recognized Indian tribe as represented in the population
- 14 o) individuals co-infected with hepatitis B or C.

15
16 (i) At least one member of the Planning Council must represent separately each of the categories specified
17 above. The Planning Council must include at least one member who resides or provides services in each county of
18 the EMA. To the maximum extent possible, the membership of the Planning Council shall reflect the demographics
19 of the communities affected by the HIV epidemic in the EMA and the organizations and entities involved in
20 financing and delivering health care and human services in response to the epidemic.

21 (ii) A minimum of 33% of the Planning Council shall be comprised of people living with AIDS or HIV,
22 who are consumers of Part A services and do not serve on the executive or governing board and are not staff or
23 consultants of a Part A-funded agency.

24 (iii) The Planning Council shall also include as members the following governmental representatives or
25 their designees: the Commissioner of Health & Mental Hygiene of the City of New York (as represented by the
26 Assistant Commissioner of the Bureau of HIV/AIDS Prevention & Control, or his/her designee); the Executive
27 Deputy Commissioner for Mental Hygiene of the Department of Health and Mental Hygiene of the City of New
28 York; the Administrator of the New York City Human Resources Administration; the Commissioner of Homeless
29 Services of the City of New York; the Commissioner of Corrections of the City of New York; the President of the
30 Health and Hospitals Corporation; the Director of the Division of HIV Health Care of the AIDS Institute of the New
31 York State Department of Health; and the Deputy Director of the Division of HIV Health Care of the AIDS Institute
32 of the New York State Department of Health.

33
34 **Section 2. Ex Officio Members.** The Planning Council may also include ex-officio, non-voting members as
35 appointed by the Mayor. These ex-officio members shall not be included in the total number of Planning Council
36 members.

37
38 **Section 3. Duration of membership.** Members who are not City or State officials or the Tri-County governmental
39 representative shall serve three-year terms of service at the pleasure of the Mayor. No such member shall serve for
40 more than two consecutive three-year terms. Duration of membership shall apply to members serving when these
41 bylaws are adopted. All terms and conditions regarding mandated governmental appointees are covered under the
42 Mayor's Executive Order.

43 44 **Section 4. Training**

45 (a) All newly appointed Council members must complete an orientation within 90 days of appointment.
46 Members may not vote on any matters that come before the Council until they have completed the orientation.
47 Members must also complete all other necessary trainings as mandated by the Executive Committee.

51 52 **ARTICLE III - REPLACEMENT OF MEMBERS**

53 54 **Section 1. Cause for replacement of member.**

55 (a) **Change in position.** Pursuant to the requirement of at least 33 percent of the Planning Council
56 members be persons living with HIV/AIDS and consumers of Part A services, any non-aligned consumer will be
57 considered an aligned consumer if they become aligned to a funded entity by employment or board affiliation.

1 (b) **Absences.** If any member of the Planning Council fails to attend either (i) three (3) consecutive
2 regularly scheduled meetings or (ii) fifty (50%) percent of the meetings in any twelve- (12-) month period, without a
3 valid reason being given, the Council may by majority vote recommend to the Mayor that such member be removed.
4 Illness shall be considered a valid reason for absence. The Rules and Membership Committee shall determine what
5 constitutes a valid reason on a case by case basis.

6 (c) **Resignation.** Any member of the Planning Council may resign at any time by written notice delivered
7 in person or sent by mail to the Governmental Co-Chair. Any such resignation shall take effect at the time specified
8 in the notice, or if not so specified, immediately upon receipt of the notice by the Governmental Co-Chair.

9 (d) **Removal for cause.** The Planning Council may recommend to the Mayor that any member be removed
10 from membership for cause. Any such action shall be taken only after the Rules and Membership Committee has
11 conducted an investigation of the facts concerning the person's conduct, given the person a reasonable opportunity
12 to respond to the charges against him or her, and submitted a full report of its findings and recommendations to the
13 Planning Council.

14 Recommendation of the removal of a member shall require a two-thirds vote at any regularly scheduled
15 meeting of the Planning Council with no fewer than seven (7) days' prior notice of the recommendation with the
16 intent to remove.

17 **Section 2. Procedures for replacement.**

18 (a) **Mid-term Vacancies.** In the event of a vacancy, the Planning Council may, within thirty (30) days
19 after the vacancy occurs, recommend to the Mayor no more than three (3) individuals to fill that vacancy. If the
20 vacated seat was occupied by an individual representing one of the categories specified in Section 1 of Article II
21 above, the recommended individuals shall satisfy the relevant qualifying criteria to fill that vacancy.

22 (b) **End-Term Vacancies.** No later than sixty (60) days before the vacancies occur, the Rules and
23 Membership Committee shall conduct an annual analysis of the composition of the Planning Council with regard to
24 representation of various constituencies. The findings of the Rules and Membership Committee shall be reported to
25 the Executive Committee in order to develop guidelines to direct the Rules and Membership Committee in its
26 subsequent review of potential nominees to the Planning Council. The Rules and Membership Committee shall
27 solicit and review applications for Planning Council membership and shall prepare a second report to the Executive
28 Committee listing no more than three (3) nominees for each vacancy. The Executive Committee, after reviewing
29 and/or amending the list, shall vote to adopt the nominating report as its own, and the Co-Chairs of the Planning
30 Council shall present this report to the Mayor on behalf of the Executive Committee.
31
32
33

34 **ARTICLE IV - PLANNING COUNCIL MEETING PROCEDURES**

35
36 **Section 1. Meetings.** The Planning Council shall meet at least six (6) times in every calendar year, and at least once
37 during each quarter of the year. Notice of meeting date, time and place shall be provided in writing or by electronic
38 communication to each member of the Planning Council not less than seven (7) days prior to each meeting.
39 Emergency meetings may be called with no less than three (3) days prior notice by electronic communication and/or
40 telephone.

41 (a) Regular meetings shall be called by the Governmental Co-Chair. Upon the written request of at least
42 ten (10) Planning Council members, the Governmental Co-Chair shall call a special meeting.

43 (b) The rules contained in Robert's Rules of Order, Newly Revised, shall govern meetings of the
44 Planning Council whenever they are applicable and not inconsistent with the Bylaws.

45 (c) The following are Open Meeting Requirements in accordance with criteria established by HRSA:

46 i. Planning Council meetings shall be open to the public. Reasonable efforts shall be made to
47 ensure that notice of scheduled meetings of the Planning Council is available to interested
48 members of the public.

49 ii. The accuracy of all minutes shall be certified in writing by the Governmental Co-Chair of the
50 Planning Council upon approval by the Planning Council.

51 (d) The Council co-chairs may appoint a parliamentarian who will advise the co-chairs during Council
52 meetings on the use of Robert's Rules of Order.

53 (e) In-person participation at Planning Council and committee meetings is preferred, but the Council
54 recognizes that a number of people may have barriers to engagement, such as health status,
55 transportation and work-related duties. In-person meetings of the Council or its committees shall
56 allow for participation by video or conference call or other electronic means that permit simultaneous
57 visual and/or aural communication. Meetings may also be conducted solely by electronic means. All

1 meetings must comply with open meetings laws. At all meetings with electronic participation, any
2 ballot votes required under the rules or ordered by the Council or committee shall be conducted either
3 by roll call vote or electronically (using an Internet service that supports electronic voting). All
4 meetings shall be subject to rules adopted by the Council to govern meetings, which may include any
5 reasonable limitations on, and requirements for, members' participation.

6 (f) Members who are present electronically at an "in-person" meeting of the Council or its committees
7 shall be considered present for the purpose of fulfilling meeting quorum or attendance requirements,
8 may speak in debate, and may make motions or vote. This policy will be reviewed in September 2022.
9

10 **Section 2. Quorum.** A quorum of the Planning Council shall be a majority of the Council's membership. A majority
11 is defined as more than half. Once a quorum is present at any meeting, the Planning Council may proceed to transact
12 all business. At any time during a meeting, a member of the Planning Council may request the presiding officer to
13 undertake a quorum count.

14 (a) All members of the Planning Council who are present may vote on any matter before the Council,
15 except as otherwise provided in these Bylaws. Votes must be made in person rather than by proxy. A matter must
16 receive a majority of the votes of those present and voting in order to pass (an abstention does not count as a vote
17 cast).
18

19 **Section 3. Code of Conduct**

20 (a) **Purpose.** The code of conduct is designed to ensure appropriate behavior at Planning Council and
21 committee meetings as well as other events conducted by the Planning Council. The code of conduct is designed to
22 ensure that the Council can be productive, open to community input and respectful of its members and visitors. The
23 code of conduct protects all members and public participants from inappropriate and disruptive behavior.
24

25 (b) **Expected Conduct by Planning Council and committee members at all Council events.** All members of
26 the Planning Council and its sub-committees are expected to:

27 i. Conduct themselves in an appropriate and courteous manner at all times (e.g., no offensive or threatening
28 behavior or creating a hostile environment);

29 ii. Follow Robert's Rules of Order and the rules of respectful engagement as adopted by the Executive
30 Committee;

31 iii. Follow any additional procedures for discussion that may be set by the meeting chairs, such as limiting the
32 length of individual presentations and setting reasonable time limits on debate;

33 iv. Recognize the authority and follow the direction of the meeting chairs;

34 v. Not disrupt a meeting or encourage or assist other members or members of the public to do so;

35 vi. Not disclose personal information about any Planning Council or committee member, such as HIV status of
36 anyone who is not publicly disclosed, or medical or personal information that would constitute an invasion of
37 privacy.
38

39 (c) **Sanctions.** The following measures may be taken when a Planning Council or committee member fails to
40 follow the code of conduct:

41 i. When a Planning Council or committee member violates the code of conduct in a meeting, the meeting chairs
42 are expected to inform him/her that the behavior is unacceptable. If inappropriate behavior continues and the
43 chairs feel it will disrupt the process, the chairs may ask the individual to leave the meeting. Prior to asking the
44 individual to leave the meeting, the chairs shall publicly state the reason for removal.

45 ii. If a member of a committee continues to violate the code of conduct or other Council policies during
46 committee meetings, the chairs may request that the Planning Council's governmental co-chair, in consultation
47 with the community co-chair and finance officer, remove this individual as a committee member. The member
48 will be suspended from committee attendance while the request is pending. The governmental co-chair will
49 notify the individual in writing of the action taken and will inform the Rules & Membership Committee of
50 any such action.

51 iii. If a Planning Council member continues to violate the code of conduct or other Council policies, s/he may
52 be recommended for removal as a Planning Council member for cause as stated in Article III.1(d) of these
53 bylaws.

54 iv. If the Planning Council or committee member feels that the sanction is unwarranted, s/he may appeal
55 through the process described in the Planning Council's Grievance Procedures.
56

1 (d) **Expected Conduct by members of the public at all Planning Council meetings and events.** Members of
2 the public will have opportunity to provide public comment at Planning Council and committee meetings.

3 Members of the public are expected to:

- 4 i. Comply with times and means for comment and input established by the Planning Council, including
- 5 speaking only during public comment periods or when recognized by the meeting chairs;
- 6 ii. Follow any specified time limitations and recognize the authority and follow the direction of the chairs of the
- 7 meeting;
- 8 iii. Abide by the code of conduct as outlined above in section 3(b), including treating Council and committee
- 9 members and other members of the public in an appropriate and courteous manner.

10
11 (e) **Sanctions.** The following measures may be taken if a member of the public fails to comply with the code of
12 conduct:

13 At any given meeting, a member of the public who fails to follow the code of conduct, uses disrespectful
14 language or otherwise disrupts meetings will be warned, and, then if the behavior persists, will be asked by the
15 chairs to leave the meeting. Prior to asking the individual to leave the meeting, the chairs will state on the record the
16 reason for removal.

17 If a member of the public continues to violate the code of conduct, the Planning Council's governmental co-
18 chair, in consultation with the community co-chair and finance officer may exclude the individual from future
19 meetings for 6 months. The governmental co-chair will notify the individual in writing of the action taken and will
20 inform the Rules & Membership Committee of any such action. After 6 months, the Planning Council's
21 governmental co-chair, in consultation with the community co-chair and finance officer will review the decision. If a
22 member of the public wishes to protest this decision, s/he may file a grievance using the Planning Council's
23 Grievance Procedures.

24 25 **ARTICLE V - OFFICERS**

26
27 **Section 1. Procedures for election of officers.** The officers of the Planning Council shall consist of a Governmental
28 Co-Chair, a Community Co-Chair, and a Finance Officer. The Governmental Co-Chair shall be appointed by the
29 Commissioner of NYC Department of Health and Mental Hygiene. The Community Co-Chair and Finance Officer
30 shall be Planning Council members who are not representatives of either City or State government and shall be
31 elected by the membership of the Planning Council. An officer shall be elected by a majority of the members present
32 and voting. If no candidate receives a majority in the first round of voting, then the two candidates with the highest
33 number of votes will compete in a runoff election immediately following the first ballot. In a runoff, only those
34 votes cast for the two candidates count towards the basis of the majority. Elections of officers shall take place no
35 more than 90 days before the end of the Planning Council session. Terms of officers-elect shall begin at the start of
36 the new Planning Council session. If a seated officer should vacate his/her seat between an election and the
37 beginning of the new term, the officer-elect shall fill the vacancy for the remainder of the term. Except when filling
38 a vacancy under Article V Section 3 of these Bylaws, each elected officer shall be elected to a term of two (2) years.
39 No elected officer shall serve for more than two (2) consecutive two- (2-) year terms.

40 41 **Section 2. Duties of officers.**

42 (a) **Governmental Co-Chair.** The Governmental Co-Chair shall call meetings of the Planning
43 Council and preside at all meetings of the Planning Council and the Executive Committee and co-facilitate meetings
44 with the Community Co-Chair. In consultation with the Community Co-Chair, the Governmental Co-Chair shall
45 appoint all committee chairs as well as all members of committees, unless otherwise indicated in these Bylaws. In
46 consultation with the Community Co-Chair, the Governmental Co-Chair may create such ad hoc special and
47 advisory committees, with the approval of the Planning Council, as may be deemed necessary.

48 In the temporary absence or disability of the Governmental Co-Chair, the Governmental Co-Chair's duties
49 shall be performed by the Community Co-Chair or Finance Officer, in that order.

50 (b) **Community Co-Chair.** The Community Co-Chair shall work with the Governmental Co-Chair in
51 the preparation of agendas for Planning Council and Executive Committee meetings, and co-facilitate meetings of
52 the Planning Council and the Executive Committee. The Community Co-Chair shall serve as the principle liaison to
53 community-based organizations and the affected community. The Community Co-Chair shall meet regularly with
54 the Governmental Co-Chair and the Planning Council support staff, and perform the duties of the Governmental Co-
55 Chair in the Governmental Co-Chair's absence. In the temporary absence or disability of the Community Co-Chair,
56 his or her duties shall be performed by the Finance Officer.

1 (c) **Finance Officer.** The Finance Officer shall act as a liaison between the Council and the grantee
2 on financial issues. Duties may include: reviewing financial information provided by the grantee to the Council
3 (which may include, but not be limited to, quarterly spending and annual close-out reports); analyzing the grantee's
4 spending reports for the Council membership; and explaining the financial aspects of the Part A grant to Council
5 members. The Finance Officer shall not review information relating to individual sub-contracts. In the absence of
6 the Governmental Co-Chair and the Community Co-Chair, the Co-Chair's duties will be performed by the Finance
7 Officer.
8

9 **Section 3. Vacancies.** A vacancy in any office other than the Governmental Co-Chair resulting from death,
10 resignation, removal, expiration of term as Planning Council Member or other cause may be filled, upon the
11 nomination of a successor by the Rules and Membership Committee, through election by the Planning Council. The
12 successor shall serve for the remainder of the predecessor's two- (2-) year term or the expiration of the successor's
13 term as a Council member, whichever occurs first. At the end of such term, the office shall be filled in accordance
14 with the election procedures described in Article V Section 1 of these Bylaws.
15

16 **Section 4. Resignation.** Any officer may resign at any time by written notice delivered in person or sent by mail to
17 the Co-Chairs. A resignation will take effect at the time specified in the notice or, if not so specified, immediately
18 upon receipt.
19

20 **Section 5. Removal.** Removal of an officer other than the Governmental Co-Chair shall require a two-thirds vote at
21 any regularly scheduled meeting of the Planning Council with no later than seven (7) days' prior notice.
22
23

24 **ARTICLE VI - COMMITTEES**

25
26 **Section 1. General Terms.** Unless otherwise determined by these Bylaws, the following conditions apply to all
27 committees.

28 (a) The rules contained in Robert's Rules of Order, Newly Revised, shall govern meetings of the
29 committees whenever they are applicable and not inconsistent with the Bylaws.

30 (b) All committee meetings shall be open to the public. Reasonable efforts shall be made to ensure that
31 notice of scheduled meetings of the Planning Council is available to interested members of the public.

32 (c) The members of each standing committee are appointed by the Governmental Co-Chair in consultation
33 with the Community Co-Chair and Finance Officer through an open application process. The Rules & Membership
34 Committee will review applications and make recommendations to the Council officers for appointments.
35

36 (i) Appointments made under this Section must be made known to the Planning Council within
37 10 days of the effective date of appointment.

38 (ii) The Planning Council may reject any appointment made under this Section by the vote of
39 two thirds of Planning Council members.

40 (iii) Committee members are appointed for renewable three-year terms.

41 (d) Each committee must maintain minutes of its proceedings and report to the Executive Committee and
42 Planning Council on a regular basis.

43 (e) For each committee, a quorum exists when more than half of the people serving on that committee are
44 present.

45 (f) The committee chairs' duties and responsibilities include, but are not limited to, the following:

46 (i) Work with the staff liaison to schedule dates, times and locations for meetings

47 (ii) Ensure meetings are called and held in accordance with the Council's by-laws

48 (iii) In consultation with the Council director and staff liaison, develop an agenda for each
49 meeting

50 (iv) Preside over meetings, including ensuring adherence to agenda items, and ensure that
51 meetings are conducted in a productive, timely and professional manner

52 (v) with the staff liaison, support committee members in upholding their commitments and
53 responsibilities, and ensure full participation of diverse voices
54

55 **Section 2. Resignation.** Any committee member may resign at any time by written notice delivered in person or
56 sent by mail to the Governmental Co-Chair. Any such resignation shall take effect at the time specified in the notice,
57 or if not so specified, immediately upon receipt of the notice by the Governmental Co-Chair.

1
2 **Section 3. Absences.** If any member of a Committee fails to attend either (i) three (3) consecutive regularly
3 scheduled meetings, or (ii) fifty (50%) percent of the meetings in any twelve (12) month period, without a valid
4 reason being given, the Committee may recommend to the Governmental Co-Chair and the Community Co-Chair
5 that such member be removed. Illness shall be considered a valid reason for absence. The Co-Chairs and the
6 Committee Co-Chairs shall determine what constitutes a valid reason on a case by case basis.
7

8 **Section 4. Removal for cause.** The Executive Committee may recommend to the Council Co-Chairs that a member
9 of any committee be removed from membership for cause. Any such action shall be taken only after the Rules and
10 Membership Committee has conducted an investigation of the facts concerning the person's conduct, given the
11 person a reasonable opportunity to respond to the charges against him or her, and submitted a full report of its
12 findings and recommendations to the Executive Committee.
13

14 **Section 5. Standing Committees.** The Planning Council has 8 standing committees: Executive; Finance; Rules and
15 Membership; Needs Assessment; Consumers; Integration of Care; Priority Setting and Resource Allocation; and
16 Policy.
17

18 **I. Executive Committee**

19 **Section 1. Duties.** The Executive Committee is charged with the following duties:

- 20 (a) Provide broad oversight and general management of all Planning Council business.
21 (i) In consultation with others, create an annual Planning Council performance agenda
22 that specifies objectives with deadlines and responsible parties.
23 (ii) Use the annual performance agenda to monitor the Council's progress in meeting
24 its objectives. If needed, work with Planning Council support staff to identify and
25 secure appropriate resources necessary to facilitate successful fulfillment of
26 objectives.
27 (iii) In consultation with Planning Council support staff, develop and approve agendas
28 for meetings of the Planning Council.
29 (iv) Conduct business on behalf of the Planning Council on an emergency basis or
30 where not assigned to other Committees.
31 (v) Ensure that the structures, policies and procedures of the Planning Council are
32 appropriate to its mandated responsibilities. This includes an annual assessment of
33 the fitness of these Bylaws to current conditions.
34 (b) Oversee coordination of committee functions.
35 (i) Monitor the work of each Committee to ensure inter-committee collaboration as
36 stipulated in Article VI.
37 (ii) Review and make final recommendations to the full Planning Council on all
38 reports and motions from standing committees, ad hoc committees and working
39 groups.
40 (iii) Provide guidance and corrective support as necessary to ensure committee success
41 in meeting their objectives.
42 (c) Supervise membership composition and disciplinary proceedings.
43 (i) Using recommendations from the Rules and Membership Committee, provide the
44 Mayor a slate of nominees for Planning Council membership. Ensure that the
45 composition of the Planning Council membership complies with all relevant
46 mandates of the Ryan White CARE Act, as amended under HATEA 2009, Public
47 Law 109-145, and Mayor's Executive Order 162 .
48 (ii) Review advice from Rules and Membership Committee concerning disciplinary
49 actions for individual Planning Council members and, if warranted, recommend
50 appropriate corrective action to Planning Council.
51 (d) Obtain and review fiscal information from the grantee in a timely manner, and when
52 necessary, seek clarification of fiscal information from the grantee. Evaluate fiscal
53 information from the grantee for completeness and accuracy. Assess the efficiency of
54 the administering agency in rapidly allocating funds to areas of greatest need.
55 Disseminate financial data, as needed, to the Council and its committees.

56 **Section 2. Composition.** Membership of the Executive Committee is comprised of the following:

- 57 (a) the Governmental and Community Co-Chairs of the Planning Council;
58 (b) the Finance Officer;
(c) Co-Chairs of all standing committees and sub-committees;

- (d) an at-large consumer member from among the non-aligned consumers who are members of the Planning Council, elected by the Consumers Committee at the first Consumers Committee meeting after the newly appointed Council members are seated. The term of the consumer-at-large shall begin immediately upon election and last until the next election. If a seated at-large representative should vacate the seat between the election and the next term, there shall be an election at the next Consumers Committee meeting to fill the vacancy for the remainder of the term;
- (e) the Commissioner or designated representative of the Department of Health and Mental Hygiene of the City of New York;
- (f) the Director or designated representative of the Division of HIV Health Care of the AIDS Institute of the New York State Department of Health;

II. Rules and Membership Committee

Section 1. Duties. The Rules and Membership Committee is charged with the following duties:

- (a) Implement open-nominations proceedings in compliance with Article II of these Bylaws.
- (b) Participate in member recruitment efforts
- (c) Collaborate with Consumers Committee in outreach and member recruitment efforts.
- (d) Collaborate with Consumers Committee in member orientation, training and development.
- (e) Manage, interpret, enforce, review and update Planning Council bylaws.
- (f) Oversee all conflict-of-interest policies and manage grievance proceedings.

Section 2. Composition. Membership must be at least 6 and no more than 10 in number. In composition, it must meet the following conditions:

- (a) Each member of the Committee must be a member of the Planning Council.
- (b) At least 2 members must be unaligned consumers.
- (c) During nominations proceedings, the Governmental Co-Chair will participate as a nonvoting member
- (d) Grantee staff is excluded from the Council's appointments process

Section 3. Limited exception to open-meetings rule. To assure confidentiality, nomination proceedings, which involve discussion of applicants' personal information, are not open to the public.

III. Needs Assessment Committee

Section 1. Duties. The Needs Assessment Committee is charged with the following duties:

- (a) Manage all required needs-assessment activities, which include data gathering and analysis:
 - (i) selecting topics to investigate to contribute to the Planning Council's assessment of local needs for treatment and care services
 - (ii) reviewing epidemiological and service utilization data;
 - (iii) estimating and assessing unmet need and service gaps;
 - (iv) inventory available resources including identification of other funding streams that support HIV/AIDS care; and
 - (v) reviewing information on the capacity and capability of the system of care.
- (b) Ensure that the other committees receive objective information, in user-friendly formats, required to fulfill their duties.
- (c) Collaborate with the Integration of Care Committee in the development of a comprehensive plan for the organization and delivery of HIV services following the distribution of a guidance for the comprehensive plan by HRSA.
- (d) Participate in development of the statewide coordinated statement of need.
- (e) Assess the effectiveness of funded services in addressing the Planning Council's priorities and allocations.
- (f) Collaborate with grantee in assessing the cost effectiveness and outcome effectiveness of funded services.

Section 2. Composition. Membership is limited to no more than 30 in number. In composition, it must meet the following conditions:

- (a) broad representation from diverse service areas.

- 1 (b) members are drawn from members of committees, advocacy or research groups, and
2 affected communities who have the expertise necessary to enhance the ability of the
3 committee to analyze and interpret HIV-related data.
4 (c) a representative of the Part A grantee or his/her designee
5

6 **IV. Consumers Committee**

7 **Section 1. Duties.** The Consumers Committee is charged with the following duties:

- 8 (a) Oversee efforts to ensure meaningful and substantial involvement of people living with
9 HIV/AIDS in all Planning Council activities.
10 (b) Collaborate with Rules and Membership Committee in recruitment measures, such as
11 outreach efforts, to secure appropriate consumer representation on the Planning
12 Council.
13 (c) Collaborate with Rules and Membership Committee in retention measures, including
14 orientation, training and mentoring, to help consumer members stay engaged and
15 participate fully.
16 (d) Work with staff to see that issues of financial support for consumer involvement are
17 addressed appropriately and within HATEA guidelines.

18 **Section 2. Composition.** Membership is limited to no more than 30 in number. In composition,
19 it must meet the following conditions:

- 20 (a) Committee membership includes Planning Council members who are unaligned
21 consumers.
22 (b) The remainder are unaligned consumers who are not voting members of the Planning
23 Council.
24

25 **V. Integration of Care Committee**

26 **Section 1. Duties.** The Integration of Care Committee is charged with the following duties:

- 27 (a) Regularly review and recommend ways to strengthen the system of care in the New
28 York EMA so that PLWHAs remain in care and PLWHAs who are outside the care
29 system are returned to and maintained in care.
30 (b) Describe services that will address needs identified by the Needs Assessment
31 Committee, and that will ensure access to and maintenance in HIV-related primary care
32 and supportive services.
33 (c) Coordinate with other HATEA programs and AIDS/HIV services.
34 (d) Oversee the development of a comprehensive plan for the organization and delivery of
35 HIV services following the distribution of a guidance for a comprehensive plan by
36 HRSA.

37 **Section 2. Composition.** Membership of the Integration of Care Committee is limited to no
38 more than 30 in number and is comprised of the following:

- 39 (a) broad representation from diverse service areas;
40 (b) at least one member of the Needs Assessment Committee;
41 (c) at least one member of the Consumers Committee;
42 (d) at least one member of the Priority-Setting and Resource Allocation Committee;
43 (e) a representative of the Part A grantee or his/her designee.
44

45 **VI. Priority Setting and Resource Allocation Committee**

46 **Section 1. Duties.** The Priority Setting and Resource Allocation Committee is charged with the
47 following duties:

- 48 (a) Periodically review the tool used to establish priorities
49 (b) Set priorities for services provided by HATEA based on:
50 (i) Needs assessment data;
51 (ii) Cost-effectiveness and outcome-effectiveness data;
52 (iii) Priorities in HIV-infected communities; and
53 (iv) The availability of other governmental and nongovernmental resources
54 (c) Allocate resources based on needs and existing services

55 **Section 2. Composition.** Membership is limited to Council members, no more than 35 in
56 number. In composition, it must meet the following conditions:

- 57 (a) broad representation from service areas;
58 (b) two representatives from the Consumers Committee;

- (c) the Planning Council Finance Officer;
- (d) the Commissioner, or designated representative, of the Department of Health and Mental Hygiene of the City of New York;
- (e) the remaining membership is drawn from Planning Council members.

VII. Policy Committee

Section 1. Duties. The Policy Committee is charged with the following duties:

- (a) Ensure that the Planning Council is informed of and responds to emerging national, state, and local policy concerns and develop recommendations as needed.

Section 2. Composition. Membership must be no more than 20 in number. Members are drawn from members of the Planning Council, Planning Council committees, advocacy groups, affected communities and a representative of the Part A grantee or his/her designee.

Section 3. Urgent Matters. For time sensitive matters, the Co-Chairs of the Policy Committee are empowered to act on behalf of the full Policy Committee, support a document, and forward it to the Executive Committee. The co-Chairs will inform Policy Committee members that urgent/time sensitive matter has been forwarded to the Executive Committee. Policy Committee members are encouraged to contact Co-Chairs if they have opinions or positions on urgent/time sensitive matters. The Executive Committee may conduct a vote on an urgent policy matter or other issue via email.

VIII. Tri-County Steering Committee

Section 1. Duties. The Tri-County Steering Committee is charged with the following duties:

- (a) conduct needs assessment activities and develop a comprehensive strategic plan for the Tri-County region, including data gathering and analysis
- (b) make recommendations on service delivery for needs identified through needs assessment activities in the Tri-County region
- (c) establish priorities for the use of program funds provided by HATEA in the Tri-County region
- (d) Allocate resources for the priorities established by the Steering Committee, based on needs and existing services in the Tri-County region

Section 2. Composition. The Committee shall include a minimum of twenty-five (25) and a maximum of forty (40) voting members. Membership shall, to the extent possible, include at least one (1) representative from each of the membership categories specified in Article II, Section 1 of these Bylaws. To the maximum extent possible the membership of the Steering Committee shall represent the demographics of the communities affected by the HIV epidemic in the Tri-County region and the organizations and entities involved in financing and delivering health care and support services in the region. A minimum of thirty-three (33) percent of Committee membership shall be comprised of people with HIV/AIDS. There shall be at least one member who resides or provides services in each of the three counties in the Tri-County region.

Section 6. Ad-hoc committees. Subject to the approval of the Planning Council, the Governmental Co-Chair, in consultation with the Community Co-Chair, may create such ad hoc, task forces, special and advisory committees as may be deemed necessary. The Governmental Co-Chair, in consultation with the Community Co-Chair, shall appoint the chairs of all such committees and shall designate such committee's membership.

Section 7. Subcommittees. The chair of each committee may appoint such subcommittees of that committee as shall be necessary to carry out the work of the committee.

Section 8. Committee chairs. No member of the Planning Council shall be permitted to chair more than one standing committee. In addition, excluding the Finance Officer, no member may serve as an elected officer of the Council in addition to chairing a committee.

ARTICLE VII- DIRECTOR AND STAFF PLANNING COUNCIL SUPPORT UNIT

Section 1. Director, Planning Council Support Unit. The Director shall be the chief executive officer of the Planning Council's staff. The Director shall be appointed by the Commissioner of NYC DOHMH. The Director shall direct the overall operations of the Planning Council and implement its policies. The Director shall also perform such

1 duties as may be requested from time to time by the Planning Council. The Director shall report to the Deputy
2 Commissioner, Division of Disease Control, NYC DOHMH.

3
4 **Section 2. Staff.**

5 (a) The Director shall be responsible for the organization and management of sufficient professional and
6 other staff to accomplish the functions of the Planning Council, subject to the table of organization and budget
7 approved by the Planning Council in conjunction with the Director of the Care and Treatment Program, Bureau of
8 HIV/AIDS Prevention & Control.

9 (b) Policies and procedures for the selection, salary, promotion and discharge of staff shall be set by the
10 Bureau of Disease Control and all staff shall be governed by the rules and procedures of the New York City
11 Department of Health and Mental Hygiene.

12 (c) The staff of the Planning Council shall be responsible for supporting the Planning Council and its
13 Committees, keeping the minutes for all meetings, coordinating the priority-setting, strategic planning and
14 evaluation and monitoring tasks of the Planning Council, particularly in preparation for submission of the annual
15 Part A application to HRSA by the grantee agency. Minutes of the previous meeting shall be available at each
16 meeting and shall be approved by the members of the Planning Council. Draft minutes shall be made available one
17 week prior to the next meeting. Minutes should contain a listing of those present; a description of matters discussed
18 and conclusions and/or actions taken; and copies of all reports received, issued or approved by the Council. Minutes
19 shall be available for public inspection and copying at a single location.

20
21
22 **ARTICLE VIII - CONFLICTS OF INTEREST**

23
24 **Section 1. General rules.** The rules contained in this section apply to all members, members of committees, task
25 forces and technical advisory groups, staff members, contractors and consultants to the Planning Council, all of
26 whom shall be referred to as Planning Council members for purposes of this section.

27 In accordance with HRSA guidelines, a Planning Council member who serves as a director, trustee,
28 advisory board member, consultant or salaried employee, or who derives a financial or economic benefit from
29 association with any agency or entity that currently receives or is a current applicant for funds allocated by the
30 Planning Council, is deemed to have an "interest" in said agency or entity. Interests held by a Planning Council
31 member's spouse, domestic partner, children, parents and siblings and their spouses or domestic partners shall be
32 imputed to that Planning Council member for the purposes of this policy. Conflict of interest does not refer to
33 persons living with HIV or AIDS whose relationship to a grant funded service provider is as a client receiving
34 services or a member of a community advisory board.

35 In order to prevent the existence, or the appearance of the existence, of a conflict of interest, a member so
36 deemed to have an interest in an agency or entity may not vote on matters that come before the Planning Council or
37 committees of the Planning Council regarding the allocation of funds to service program in which the associated
38 agency or entity seeks or has obtained funds. Planning Council members also may not vote on matters that directly
39 affect an interest held by that member, or that directly relates to an agency or entity in which the member has an
40 interest. This shall not preclude such a member from voting on matters affecting a group of service categories that
41 includes the one in which he or she has an interest. Nothing in this policy shall be construed to prevent governmental
42 representatives on the Planning Council from exercising their vote on behalf of the governmental entity that they
43 represent.

44 This policy shall not be construed as preventing any member of the Planning Council from full
45 participation in discussion and debate about community needs, service priorities, and allocation of funds to broad
46 service categories, and the process from and results of evaluation of service effectiveness. Rather, individual
47 members are expected to draw upon their lay and professional experiences and knowledge of the HIV service
48 delivery system and to disclose verbally any potential conflicts of interest at the beginning of any discussion that has
49 direct relevance to their interests, including the interests that are related to an agency or entity whose funding may
50 be directly affected by the matters under discussion.

51 (a) No Planning Council member shall use his or her relationship with the Planning Council for private
52 gain.

53 (b) Whenever any matter arises with respect to which a Planning Council member either has a conflict of
54 interest or has any question about the existence of a conflict, he or she shall make full disclosure of such conflict or
55 possible conflict before the matter in question is discussed.

56 (c) Persons who have conflicts of interest as defined herein may participate in the discussion of the matter
57 in question but shall not vote on that matter.

1 **Section 2. Disclosure statement.** Each Planning Council member and committee member shall file an
2 organizational affiliation disclosure statement which shall be kept on record by Council staff. When there is a
3 change in the Planning Council member's affiliations, he or she shall update his or her Disclosure Statement.
4

5 **Section 3. Investigation of apparent conflict.** The Rules and Membership Committee shall, upon the request of the
6 Planning Council, investigate and make recommendations to the Planning Council concerning any Planning Council
7 member's conflict of interest or the appearance thereof. The Planning Council shall review these recommendations,
8 approve specific action to deal with the conflict of interest, and ensure that the agreed-upon actions are fully and
9 fairly implemented.
10

11 **ARTICLE IX- GRIEVANCE PROCEDURES**

12 **Section 1. General.** Any member wishing to file a grievance shall follow the process outlined in the New York HIV
13 Health and Human Services Planning Council Grievance Procedures.
14

15 **ARTICLE X- MISCELLANEOUS**

16 **Section 1. Books and records.** The records, reports, transcripts, minutes, agenda or other documents, which were
17 made available to or prepared for or by the Planning Council, shall be available for public inspection and copying at
18 the offices of the Planning Council support agency.
19

20 **Section 2. Validity of acts.**

21 (a) No act by the Planning Council or any Planning Council committee shall be invalid by reason of the
22 improper participation of any member unless the question about the member's status is raised before the vote is
23 taken on the matter in question.

24 (b) No act by any Planning Council body which has been taken at a meeting at which a quorum appears
25 to have been established shall be invalid by reason of the lack of a quorum present at the time the act was taken,
26 unless the question of the presence of a quorum is raised before the vote is taken on the matter in question.
27

28 **Section 3. CARE Act and Executive Order Authority.** The provisions of the Ryan White CARE Act of 1990, as
29 amended under HATEA 2009, Public Law 109-145, as such Act may be amended from time to time or superseded
30 by a new law, shall supersede these Bylaws. The provisions of Mayoral Executive Order Number 162 of August 8,
31 2012, as such Executive Order may be amended from time to time or superseded by a new Executive Order, shall
32 supersede these Bylaws.
33

34 **ARTICLE XI - AMENDMENT**

35 **Section 1. General.** These Bylaws may be amended by a majority vote of the Planning Council members present
36 and voting at any meeting at which a quorum is present, provided that notice of the proposed amendment shall have
37 been presented in writing to the Planning Council members no later than two (2) weeks prior to such meeting of the
38 Planning Council.
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