BYLAWS OF THE
AUSTIN AREA COMPREHENSIVE HIV PLANNING COUNCIL

ARTICLE 1: NAME

Section 1.1: General

The name of the organization is the Austin Area Comprehensive HIV Planning Council, and it shall be constituted as is required by the Ryan White HIV/AIDS Treatment Extension Act ("Ryan White Act") and implementing regulations. As used in these bylaws, the term, "Planning Council" means the Austin Area Comprehensive Human Immunodeficiency Virus (HIV) Planning Council.

Section 1.2: Service Area

Pursuant to the requirements of the Health Resources and Services Administration (HRSA), the Transitional Grant Area (TGA) to be served by the Planning Council shall consist of the following counties: Bastrop, Caldwell, Hays, Travis, and Williamson.

ARTICLE 2: PURPOSE AND DUTIES

Section 2.1: Mission

The mission of the HIV Planning Council is to develop and coordinate an effective and comprehensive community-wide response to HIV/AIDS.

Section 2.2: Purpose

The Planning Council shall advise the Chief Executive Officer (CEO) of the Planning Council on issues related to HIV/AIDS and perform other duties assigned by the CEO. The CEO shall be the Mayor of Austin.

The Planning Council shall also perform the duties prescribed in the Ryan White Act and comply with the requirements imposed therein, and with other applicable laws or regulations. The Planning Council shall:

(A) Develop and implement policies and procedures for Planning Council operations.

(B) Assess needs.

(C) Do Comprehensive Planning.

(D) Set priorities and allocate resources to service categories, and provide guidance (directives) to the grantee on how best to meet priorities.

(E) Help ensure coordination with other Ryan White and other HIV-related services.

(F) Assess the administrative mechanism.

(G) Develop standards of care.

ARTICLE 3: MEMBERSHIP

Section 3.1: Composition of Voting Membership

The membership of the Planning Council shall be appointed by the CEO of the Planning Council. Members shall be selected in accordance with federal requirements, these bylaws, and with any applicable policies and procedures that are adopted by the Planning Council and approved by the CEO.

The Planning Council shall have not more than 25 voting members. In recommending members, the Planning Council shall comply with membership requirements of the Ryan White Act, and shall attempt to reflect the diversity of affected populations, demographically and geographically, as well as HIV-related institutional and community-based health and support service providers.

All efforts will be made to ensure that representation by persons living with HIV or AIDS does not fall below one-third of Planning Council membership. In compliance with applicable statutory and regulatory requirements, membership shall include the following groups:

(A) Not less than one third (1/3) of members, excluding vacancies, shall be individuals who are receiving HIV-related services pursuant to a Ryan White Part A funded grant, but are not officers, employees, or consultants to any entity that receives funding from such a grant, and do not represent any such entity. In addition, these members should reflect the demographics of the population of individuals with HIV/AIDS. For purposes of the preceding sentence, an individual shall be considered to be receiving such services if the individual is a parent of, or a caregiver for, a minor child who is receiving such services.

(B) The Planning Council shall include representatives of:

1. Health care providers, including federally qualified health centers;
2. Community-based organizations serving affected populations and AIDS service organizations;
3. Social service providers, including providers of housing and homeless services;
4. Mental health providers and substance abuse providers;
5. Local public health agencies;
6. Hospital planning agencies or health care planning agencies;
7. Affected communities, including people with HIV/AIDS, 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;
8. Non-elected community leaders;
9. State government (including the State Medicaid agency and the agency administering the program under part B);
10. Grantees under subpart II of part C of the Ryan White Act;

11. Grantees under section 2671 of the Ryan White Act, or, if none are operating in the area, representatives of organizations with a history of serving children, youth, women, and families living with HIV and operating in the area;
12. Grantees under other Federal HIV programs, including but not limited to providers of HIV prevention services, and
13. 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/AIDS as of the date of release.

(C) A person who is registered or is required to register as a lobbyist under Chapter 4.8 of the Austin City Code, or who is employed by a person registered or required to register under that chapter, is not eligible to serve on the Planning Council until the expiration of three years after the date that the person ceases to be registered, required to be registered, or employed by a person registered or required to register.

(D) Planning Council members will not participate, directly or in an advisory capacity, in the process of selecting entities to receive Ryan White grant funds

(E) Following approval by the CEO, a person becomes eligible to serve on the Planning Council when he or she has completed orientation, and has signed a written acknowledgment that he or she has received a copy of and agrees to comply with subsection D above, if applicable, and with the City's ethics and personal responsibility guidelines, and agreed to complete the City's training regarding open government laws.

(F) Each member must complete a training course on open meetings and a course on ethics provided by City staff. This training shall be completed not later than the 90th day after the date of the member's appointment. Training on Robert's Rules of Order is also available and Planning Council officers may choose to participate.

Section 3.2: Composition of Non-Voting Membership

There shall be one non-voting member representing the Office of the CEO.

Section 3.3: Member Responsibilities

Each member of the HIV Planning Council shall be assigned to a specific committee and perform the following mandates as prescribed in the Ryan White Act. Members shall:

1. Establish operations that facilitate planning task functions.
2. Assess the HIV/AIDS service needs in the TGA.
3. Establish priorities for the allocation of funds.
4. Allocate resources.
5. Develop a comprehensive plan for the organization and delivery of HIV services that is compatible with existing state and local plans.
6. Assess the efficiency of the administrative mechanism in rapidly allocating funds to areas of greatest need.

Members shall refrain from acting in an official capacity except through the action of the Planning Council

Section 3.4: Open Nominations Process

(A) The HIV Planning Council shall solicit nominations for consideration for appointment to the Planning Council through an open process. Nominees shall be selected based on criteria publicized by the Planning Council or the City. The criteria must include the conflict of interest standards that are in accordance with Section 3.1 and Article 9.

(B) The City Manager shall assist the Planning Council in soliciting nominees for appointment to the Planning Council.

(C) The Planning Council Executive Committee shall serve as the nominations committee to consider the nominees. The Executive Committee will review each application and submit a recommendation regarding the application to the Planning Council.

(D) The Planning Council shall forward all applications for planning council membership to the CEO and shall recommend to the CEO.

Section 3.5: Terms of Voting Members

(A) Voting members of the HIV Planning Council shall serve two-year terms. A member's term shall commence upon date of approval by the CEO and shall expire on the second anniversary of the member's appointment.

(B) A member may not serve more than three consecutive terms unless the member is the only eligible representative of an entity that is the sole provider in a category designated in Section 3.1 of these bylaws.

(C) An individual who has served three consecutive terms or six consecutive years as a voting member may not be considered for Planning Council membership until a period of at least six months has elapsed since he or she ceased to be a member of the Planning Council.

(D) Those members representing the Texas Department of State Health Services, the State Medicaid agency, and the Austin/Travis County Health and Human Services Department are exempt from these term limit restrictions since their respective agencies nominate individuals who can adequately represent them, and may have a limited pool of potential candidates.

Section 3.6: Vacancies

(A) Upon recommendation of the Executive Committee, applicants shall be approved for recommendation to the CEO by the Planning Council by majority vote. All vacancies occurring at times other than expiration of terms shall be filled as soon as possible. A person filling such vacancy shall be expected to serve one full term commencing the date of the approval by the CEO.

(B) Nominations will be made and processed in accordance with the City Code and the policies and procedures of the Planning Council.

(C) The Executive Committee shall monitor vacancies and terms of office and membership-pursuant to established Planning Council policies and procedures to ensure representation and demographic reflectiveness of the service area as required by HRSA.

Section 3.7: Attendance

(A) A member who misses three consecutive meetings of the full Planning Council, three consecutive committee meetings, or one third (1/3) of all Planning Council or of all committee meetings in any rolling twelve month period, to be calculated as of the first day of each calendar month (example: on May 1, 2013, the twelve month attendance record beginning on April 30, 2012 shall be reviewed) shall be ineligible to continue as a member. This does not apply to an absence due to illness, injury, military service, a death of a family member, or jury duty, if the member notifies the staff liaison of the reason for the absence no later than the date of the next full Planning Council meeting. The Chair shall notify the CEO in writing when a member is no longer eligible for membership due to a violation of these attendance requirements, and the CEO shall send written notice of termination to the member.

(B) A member who seeks to resign from the Planning Council shall submit a written resignation to the chair, the staff liaison, or the city clerk's office. If possible, the resigning member should provide a thirty day notice so a replacement can be appointed.

(C) The Executive Committee shall monitor attendance pursuant to established Planning Council policies and procedures.

Section 3.8: Termination of Membership for Reasons Other than Attendance

(A) A member serves at the pleasure of the CEO, the Mayor. Any member who fails to perform his or her responsibilities shall be subject to removal by the CEO without further cause. In addition, conduct or behavior that the Planning Council deems to interfere with the business of the Planning Council and /or conduct that would have a negative impact on the community's confidence in the Planning Council are also grounds to recommend termination of membership.

(B) Proposed terminations shall be reviewed by the Executive Committee, which shall submit a written recommendation to the Planning Council. A two-thirds vote of the Planning Council shall be required before a recommendation to terminate a member is forwarded to the CEO for approval of termination. The CEO may terminate the membership of a Planning Council member with or without the recommendation or approval of the Planning Council.

ARTICLE 4: OFFICERS

Section 4.1: General

There shall be a Chair, a Vice Chair, and a Secretary in charge of the activities of the Planning Council. The Chair shall not be an employee of the City, and shall not have a conflict of interest as defined in Article 9, Section 9.1 of these bylaws.

Section 4.2: Nomination of Officers

All nominations for officers shall be made in the month prior to the last month of each planning year. The Planning Council shall not entertain any nomination for an office prior to review and presentation by the Executive Committee to ensure that candidates have met all eligibility requirements as defined in the following section.

Section 4.3: Eligibility Requirements for Officers

In order to be eligible for nomination for office, a candidate must be a current voting member and must be able to serve out the entire term of office as defined by the bylaws, without limitations to balance of term. Previous service and experience with the Planning Council may be considered in determining eligibility by a committee of said council.

A member may not hold more than one office at a time.

Section 4.4: Election of Officers

Each officer shall be elected by a majority vote of Planning Council members in an open election process.

Section 4.5: Special Election of Officers

(A) Open nominations shall be made at the next scheduled meeting and the election shall be held at the following Planning Council meeting. The term of office shall begin immediately upon election. The newly elected officer shall serve out the balance of the term. The time served as a result of this special election shall not be counted toward the maximum length of office as defined in Section 4.7 of these bylaws.

(B) In the event of a vacancy in the office of both Chair and Vice Chair, the Secretary shall become interim Chair until a special election is held to fill both vacancies.

(C) If the vacated office of Chair is filled by either a Vice Chair or Secretary who has a conflict of interest as defined by Article 9, section 9.1, the person may assume the duties of Chair on an interim basis only. A special election shall be held to elect a new Chair in accordance with Article 4, Section 4.5. The time served as a result of any interim appointment shall not be counted toward the maximum length of office as defined by Section 4.7.

Section 4.6: Presiding Order of Officers

The Chair shall preside at all meetings of the Planning Council and shall perform all other duties necessary or incidental to the position.

In the Chair's absence, the Vice Chair shall assume the duties of the Chair. In the absence of the Chair and the Vice Chair, the Secretary shall preside over meetings.

Section 4.7: Term of Office

No elected officer shall hold the same office for more than two consecutive terms unless an additional term is approved by a two-thirds (2/3) vote of the Planning Council. A term of office is two years.

Section 4.8: Removal of Officers

Any officer who fails to perform his or her duties shall be subject to removal from office. A special meeting must be called to remove a Planning Council officer from office. A motion to call a special meeting to remove a Planning Council officer from office can be made at any scheduled Planning Council meeting. Such a motion requires a second and a majority of members present voting in favor of the motion for it to pass. Removal of the officer shall require a two-thirds vote of the Planning Council members present.

ARTICLE 5: DUTIES OF OFFICERS

Section 5.1: Chair Duties

The Chair shall preside at Planning Council meetings, appoint all committee members and represent the Planning Council at ceremonial functions. The Chair shall appoint committee chairs and may include appointment of up to two Planning Council members to the Executive Committee.

Section 5.2: Vice Chair Duties

In the absence of the Chair, the Vice-Chair shall perform all duties of the Chair. The Vice-Chair shall also perform other duties assigned by the Chair.

Section 5.3: Secretary Duties

The secretary shall maintain accurate notes of the business conducted in each business and executive meeting. The secretary shall also work with the staff to ensure accurate recordings of member votes, and shall perform other duties assigned by the Chair.

ARTICLE 6: AGENDAS

Section 6.1: General

(A) To place an item on the agenda, two or more Planning Council members or an officer must submit a written or oral request to the staff liaison at least five days before the meeting. Agendas must be approved by the Chair.

(B) The staff liaison shall prepare and distribute the agenda to the members not less than 72 hours before the meeting.

(C) Posting of the agenda must comply with Texas Government Code Chapter 551 (Texas Open Meetings Act).

ARTICLE 7: MEETINGS

Section 7.1: Frequency of Meetings

(A) The Planning Council shall meet not less than quarterly each year at such times and places as it may determine, or as may be specified in the notice of the meeting. Additional meetings may be called by the CEO, the Chair, or a majority of voting members.

(B) The Chair shall adjourn a meeting not later than 10 p.m., unless the Planning Council votes to continue the meeting.

Section 7.2: Texas Open Meetings Act

(A) The Planning Council shall at all times conduct its meetings in accordance with the requirements of the Texas Open Meetings Act (Chapter 551 of Texas Government Code). Meetings closed to the public, or executive sessions, may not be held without the advice and consent of the City Attorney.

(B) The records, reports, transcripts, minutes, agenda or other documents which were made available to or prepared for or by the Planning Council shall be made available for public inspection and copying at a single location.

Section 7.3: Quorum

At any Planning Council meeting, including committee meetings, the presence of a majority of voting members, excluding vacancies and those on a leave of absence, shall constitute a quorum.

If a quorum for a meeting does not convene within one-half hour of the posted time for the meeting, then the meeting may not be held.

Section 7.4: Conduct of Meetings

The conduct of meetings of the Planning Council shall be governed by Robert's Rules of Order.

Section 7.5: Voting

At any meeting of the Planning Council at which a quorum is present, each voting member shall be entitled to one vote upon any question before the Planning Council.

The Chair has the same voting privilege as any other member.

Section 7.6: Minutes

The staff liaison shall prepare a detailed draft of the meeting minutes and submit them to the Secretary for review. The minutes of each meeting must include the vote of each member on each item before the Planning Council and indicate whether a member is absent or failed to vote on an item. The Planning Council shall certify the accuracy of all meeting minutes. Copies of the approved minutes shall be distributed to the CEO and the members of the Planning Council and shall be kept on file and available for review by interested persons.

Section 7.7: Priority of Planning Council Discussion

At any meeting of the Planning Council, the Chair may give speaking priority to the members of the Planning Council on any matter pending before the meeting. Members of the public may speak on issues related to Planning Council business during the community input period as scheduled at each Planning Council meeting. The Chair may limit speakers to three minutes.

Section 7.8: Special Meetings

The Chair may call a special meeting, and the Chair shall call a special meeting if requested by three or more members. The call shall state the purpose of the meeting. Such special meetings must comply with the Texas Open Meetings Act.

Section 7.9 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Planning Council in all cases to which they are applicable, except when inconsistent with these bylaws

ARTICLE 8: COMMITTEES

Section 8.1: General

At any time, the Executive Committee or the Chair may create standing committees and ad hoc committees to advise and help meet the operational needs of the Planning Council. The Executive Committee or the Chair may also determine the duties of any such committee.

Section 8.2: Committee Membership

(A) Each standing or ad hoc committee shall have a Chair who is a member of the Planning Council, appointed by the Planning Council Chair. Appointments should reflect the diversity of the community served.

(B) Standing and ad hoc committee membership shall be drawn from the membership of the Planning Council and may include interested citizens. Only Planning Council members shall be voting members of the committee.

(C) Each committee shall have no fewer than three Planning Council members.

(D) Agendas for standing and ad hoc committee meetings must be posted in accordance with Texas Government Code Chapter 551 (Texas Open Meetings Act).

Section 8.3: Standing Committees

(A) Each standing committee shall consist of at least three members appointed by the Chair.

(B) Standing committees shall meet on a regularly scheduled basis at least quarterly and report their recommendations to the Planning Council. A member who is appointed to serve on an ad hoc committee may be granted a leave of absence from serving on a standing committee or committees, if it is necessary for the member to fulfill their obligations with respect to the ad hoc committee. Such leave shall be granted at the discretion of the Chair.

(C) Each standing committee shall make an annual report to the Planning Council at the last meeting of the planning year.

8.3.1 Executive Committee is made up of the Chair, the Vice Chair, the Secretary, the Chairs of the standing committees and the chairs of existing ad hoc committees, in addition to the two members whom the Chair may appoint to ensure equitable representation. The Executive committee shall review the recommendations of standing and ad hoc committees for action by the full Planning Council and be responsible for the following:

1. Ensuring that the work of standing committees progresses in an orderly and integrated fashion;
2. Coordinating the work of the Planning Council with the administrative mechanism;
3. Reviewing the performance of the administrative mechanism;
4. Planning for and overseeing activities of the Planning Council, including needs assessments, special studies, and training to address the skill development needs of Council members;
5. Setting the agenda for each Planning Council meeting;
6. Interviewing candidates for membership and making recommendations to the Planning Council;
7. Reviewing Planning Council membership attendance records;
8. Reviewing and revising as necessary, the bylaws of the Planning Council; changes must be approved by a majority vote of the Planning Council;
9. Engaging and reaching out to members of the health care community and the community at large;
10. Ensuring activities and objectives support the Comprehensive Plan goals;
11. Defining Planning Council grievance procedures with regards to funding decisions, and;
12. Performing other duties as may be required or as assigned by the Chair of the Planning Council or by vote of the Planning Council.

8.3.2 Allocation Committee shall be responsible for:

1. Monthly review of expenditures and utilization, investigating deviations from projections, following up with the Administrative Agent, and reporting to the Planning Council;
2. Making recommendations to the Planning Council for the allocation of funds, including carryover requests, among service categories in accordance with committee policy and procedure;
3. Drafting guidance, subject to approval by the PC, regarding the purchase of services. If appropriate under purchasing laws, such guidance shall ultimately be used in developing Requests for Proposals/Applications by the Administrative Agent;
4. Ensuring activities and objectives support the Comprehensive Plan goals;
5. Operating according to committee policies and procedures;
6. Performing other duties as may be required or assigned by the Planning Council, Planning Council Chair, and/or Executive Committee.

8.3.3 **Needs Assessment & Comprehensive Planning Committee** shall be responsible for:

1. Monitoring the Planning Council activities timeline;
2. Establishing mechanisms to track committee deliverables;
3. Ensuring activities and objectives of each committee support the Comprehensive Plan goals;
4. Regular reporting to the Planning Council on progress towards goals and objectives;
5. Ensuring participation of stakeholders for updates to the plan;
6. Conducting an annual review and update of the Comprehensive Plan;
7. Guiding the process of defining the elements of a Continuum of Care that identifies essential health and support services for persons living with HIV/AIDS and updating the Continuum of Care annually;
8. Defining and guiding the process for development and implementation of standards of care and updating the standards of care on a biennial basis in coordination with other parties;
9. Providing specific guidance regarding standards of care and health outcomes for the Allocation Committee's consideration in drafting allocation recommendations;
10. Developing plans, in coordination with other parties, for the delivery of services, including plans for the projects addressing the minority AIDS initiative, early intervention services, Outreach, the early identification of individuals with HIV/AIDS,
11. Leading the development and implementation of overall needs assessment strategy for the TGA, in collaboration with the Administrative Agent, Executive Committee, and others as deemed necessary by the Chair or Executive Committee;
12. Reviewing the needs assessment and other data sources to identify service gaps, barriers, and disparities in access;
13. Assisting in designing needs assessments or other assessments/surveys as necessary;

14. Comparing utilization data to demographics to determine service access disparities;
15. Updating the data in the unmet need framework to estimate the number of PLWHA that are not in care;
16. Updating the calculations to determine the number of people who are positive and unaware of their status as part of the Early Identification of Individuals with HIV/AIDS program;
17. Ensuring activities and objectives support the Comprehensive Plan goals;
18. Operating according to committee policies and procedures, and
19. Performing other duties as may be required or assigned by the Planning Council, Planning Council Chair, and/or Executive Committee.

ARTICLE 9: CONFLICT OF INTEREST

Section 9.1: General Statements; Conflict of Interest

Conflict of Interest shall be defined according to applicable State and local laws.

At each meeting, a member shall sign an attendance sheet indicating the following:

(A) The member does not have a conflict of interest related to any item on the agenda.

(B) The number of the agenda item for which the Planning Council_member may have a conflict of interest.

(C) A member with a conflict of interest shall file a conflict of interest statement with the staff liaison before the meeting begins, or if the member arrives after the meeting has begun, upon the member's arrival;

(D) A member with a conflict of interest shall recuse himself or herself from discussions or deliberations on the agenda item creating the conflict of interest.

(E) A member with a conflict of interest may not vote on any issue relating to the agenda item creating the conflict of interest.

(F) (F)A member may not address the Planning Council or an individual member of the Planning Council as an advocate for any person or entity.

(G) (G)If there is a change in the Planning Council member's employment or affiliations, he or she shall submit an updated Disclosure Statement at the time of such change.

Section 9.2: Limit on Number of Planning Council Members with a Conflict of Interest

At any given time, the number of Planning Council members deemed to have a conflict of interest, as is defined in Section 9.1 of these bylaws, in an agency or agencies shall not exceed one-third (1/3) of the total number of Planning Council members, excluding vacancies.

Section 9.3: Involvement in Administering Grant Funds or Selecting Recipients.

Planning Council members may not be involved in the administration of grant funds, and may not designate or otherwise be involved in the selection of recipients of any of the amounts provided in the grant.

Section 9.4: Grievance Procedures

The Planning Council shall adhere to the grievance procedures required by HRSA and adopted by the Planning Council, regarding eligible grievances. Eligible grievances are those defined by HRSA and in the grievance policies, regarding procurement decisions or alleged deviations from the established, written priority setting process or allocation process.

ARTICLE 10: AMENDMENT OF BYLAWS

(A) The Planning Council shall have the power to recommend amendments to or the repeal of these bylaws at any meeting at which a quorum is present, providing that written notice of the proposed change is given at least ten days prior to such meeting. Any such change shall not be effective unless approved by the CEO. The CEO has the power to dissolve the Planning Council and repeal these bylaws in the event of such dissolution.

(B) In the event of termination of Ryan White HIV/AIDS Modernization Treatment Act grant, the CEO, the Administrative Agency, and the Planning Council shall comply with the termination requirements of the grant.

Approved: _____
Mayor Lee Leffingwell
Jan, **2013**