

Orange County
Health Care Agency
Transitional Grant
Area

HIV Planning Council Bylaws

Date Effective:
9/22/1992

Revisions Approved
by Board of
Supervisors:
9/16/1997,
9/21/1999,
10/16/2001,
11/14/2006,
5/6/2008;
3/10/2015;
8/23/16
8/28/18

These bylaws set forth the guidelines for the HIV Planning Council mandated roles and responsibilities as required by Ryan White Legislation and Health Resources Services Administration.

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1 **ARTICLE I – NAME**

2 **Section 1.** The name of this Council shall be the Orange County HIV Planning Council (Council).

3 **ARTICLE II –PURPOSE AND AUTHORITY**

4 **Section 1.** Planning Council Mission. The mission of the Council is to work in partnership with affected
5 communities, service providers, philanthropists, and public health professionals, to support an accessible,
6 culturally competent continuum of HIV prevention and care services that promotes optimal health, fosters
7 self-sufficiency, reduces stigma and discrimination, and results in a community where new HIV infections
8 are rare.

9 **Section 2.** Planning Council Duties. In order to improve the lives of people affected by human
10 immunodeficiency virus (HIV) disease in Orange County, the Council shall:

11 **Section 3.** Provide advice and recommendations to the Orange County Health Officer on HIV policy issues
12 and on the need for HIV-related education, prevention, treatment, and supportive services, and on any
13 other related matters the Health Officer refers to it, or which the Council raises itself.

14 **Section 4.** Serve as the HIV Health Services Planning Council for Part A of the Ryan White HIV/AIDS
15 Treatment Modernization Act (Ryan White Act) and subsequent amendments. In this regard, the Council
16 will ensure the implementation of its purpose set forth in these bylaws and to carry out the responsibilities
17 as established by the requirements of the Ryan White Act and Health Resources Services Administration
18 (HRSA).

19 **Section 5.** Serve as advisor to the Housing Opportunities for Persons with AIDS (HOPWA) program
20 Grantee.

21 **ARTICLE III – MEMBERSHIP**

22 **Section 1.** Membership. Council membership may consist of up to 27 voting members appointed by the
23 Board of Supervisors, and up to five (5) affiliate members who do not have a vote except as specified in
24 Section 4 below. Voting membership shall include representatives of the mandated membership
25 categories as defined by HRSA and be reflective of the Orange County epidemic as required by the Ryan
26 White Act.

27 **Section 2.** Required Council Membership Categories. The following are HRSA mandated Council

1 membership categories.

2 (A) health care providers, including federally qualified health centers;

3 (B) community-based organizations serving affected populations and AIDS service organizations;

4 (C) social service providers, including providers of housing and homeless services;

5 (D) mental health and substance abuse providers;

6 (E) local public health agencies;

7 (F) hospital planning agencies or health care planning agencies;

8 (G) affected communities, including people with HIV/AIDS, members of a Federally recognized Indian
9 tribe as represented in the population, individuals co-infected with hepatitis B or C and historically
10 underserved groups and subpopulations;

11 (H) non-elected community leaders;

12 (I) State government (including the State Medicaid agency and the agency administering the program
13 under part B of this subchapter);

14 (J) Grantees under Subpart II of Part C of Subchapter XXIV of Part 6A of Title 42 of the United States
15 Code;

16 (K) Grantees under Section 300ff-71 of Title 42 of the United States Code, or, if none are operating in
17 the area, representatives of organizations with a history of serving children, youth, women, and families
18 living with HIV and operating in the area;

19 (L) grantees under other Federal HIV programs, including but not limited to providers of HIV
20 prevention services; and

21 (M) representatives of individuals who formerly were Federal, State, or local prisoners, were released
22 from the custody of the penal system during the preceding 3 years, and had HIV/AIDS as of the date on
23 which the individuals were so released.

24 Section 3. Voter Registration. Members who are eligible to vote in general elections, are registered to
25 vote.

26 **Section 4. Open Nomination Process.** The Council shall be responsible for the assurance of an open
27 nominations process for the recommendation of Council membership and the determination of
28 perspectives to be represented by each position.

29 **Section 5. Appointment Authority.**

30 A. Voting Members

31 1. Nominations for voting membership shall be approved by the Council and forwarded to the Board
32 of Supervisors for appointment.

1 2. Each office of the Board of Supervisors may recommend persons to be considered for Council
2 membership.

3 B. Affiliate Members

4 1. Affiliate members are Unaligned Consumers who do not hold voting power on the Council, except
5 as specified in Section 4 below.

6 2. Nominations for affiliate membership shall be approved by the Council and forwarded to the
7 Health Care Agency Director or designee for appointment.

8 **Section 6. Representation of People Living with HIV Disease (PLWHD) on the Council.**

9 A. The Council's voting membership will maintain representation of Unaligned Consumers as required
10 by the Ryan White Act.

11 B. An Unaligned Consumer is defined as one:

12 1. who is HIV-positive and receives HIV-related services from Ryan White Act or HOPWA funded
13 providers;

14 2. who is not an officer of, employee of, or consultant to, any providers receiving Ryan White Act or
15 HOPWA funds, and does not represent any such entities; and

16 3. who resides within the County of Orange.

17 C. Members designated to fill the Unaligned Consumer perspective shall have disclosed their serostatus
18 for the purposes of Council business.

19 **Section 7. Delegation/Assignment.** A voting member's representation on the Council or his/her voting
20 rights may not be delegated to another person except for (1) the State representative, and (2) Unaligned
21 Consumers who cannot attend meetings because of illness or extenuating circumstances. Unaligned
22 Consumers absent due to illness or extenuating circumstances may be represented by a Council affiliate
23 member, appointed by the Health Care Agency Director or designee as described in Section 2(B) above.
24 All affiliate members must meet the Unaligned Consumer membership requirements as defined in Article
25 III, Section 4B above.

26 **Section 8. Terms of Council Members.** The term for each Council member shall begin on the date of
27 appointment and terminate as indicated below based on membership type (voting or affiliate
28 membership).

29 A. Voting Members' terms on the Council will be for a two-year period and shall expire on December
30 31 of the second calendar year of appointment.

31 B. All affiliate member terms will end December 31 of each calendar year.

32 C. There is no limit to the number of terms served by voting or affiliate members.

33 D. Terms for voting members shall be staggered so that approximately one half of all memberships will

1 expire every December 31.

2 E. Reappointment is at the discretion of the Board of Supervisors for voting members and the Health
3 Care Agency Director or designee for affiliate members, following recommendation by the Council.

4 F. In the event the Board of Supervisors is unable to take action on reappointments by December 31,
5 the Executive Committee may extend terms up to three additional months.

6 **Section 9. Attendance / Leave of Absence.**

7 A. Council members are expected to attend all Council meetings, and to be actively involved in at least
8 one committee or task force.

9 B. Council members who miss three (3) meetings within a 12-month period shall be deemed to have
10 resigned from the Council except when these absences occur during a leave of absence. A written
11 request for a leave of absence, up to three (3) months, may be allowed. Such requests will be
12 granted or denied at the discretion of the Council or its designee. Members and affiliate members
13 granted an official leave of absence who are absent from more than six (6) monthly meetings in any
14 12– month period shall be deemed to have resigned from the Council and shall be dropped from the
15 Council membership roster whether or not the absences occurred during an official leave of absence
16 period. The Council or designated committee may consider extenuating circumstances of each
17 member prior to terminating membership.

18 C. Council members who are one absence from being dropped from membership shall be sent a letter
19 of warning that his/her membership is in jeopardy.

20 **Section 10. Resignation.** Any Council member may resign at any time by giving written notice (letter or
21 email) to an officer of the Council or Council support. Such resignation shall take effect at the date of
22 receipt of such notice by the Council Chair or Council support or at such other date as may be specified or
23 agreed upon.

24 **Section 11. Removal.**

25 A. Council members may be removed for cause pursuant to standards adopted by the Board of
26 Supervisors.

27 B. The Council shall have the authority to remove its members subject to those standards.

28 C. The following shall constitute standards for removal:

29 1. Loss of the status that qualified the member for appointment to the Council.

30 2. Absences per Article III, Section 7.

31 3. Habitual conduct that violates the Council’s Rules of Respectful Engagement.

32 4. Conduct that would have a negative impact on the integrity of, and/or the community’s confidence
33 in, the Council (including, but not limited to, violation of conflict of interest regulations, County
34 Code of Ethics, the Gift Ban Ordinance or conviction of a felony offense after appointment to the

1 Council).

2 5. Failure to file California Fair Political Practices Committee ("FPPC") Form 700 as required by law.

3 D. Removal Notice and Response Period.

4 1. Any Council member being removed for reasons listed above in Sections 8(C)(3) and 8(C)(4) only,
5 shall receive written notice from the Council Chair or designee of the intent to remove and the
6 reason for removal.

7 2. The Council member shall be given 15 days in which to respond in writing or in person to the
8 Council Chair or designee.

9 3. Upon receipt of the response or 15 days from the date of notice, members of the Committee
10 designated by the Council to oversee matters of membership shall vote on the matter at the next
11 scheduled committee meeting.

12 4. The committee, by a 2/3 vote, shall recommend removal of the member or affiliate at the
13 scheduled meeting of the Council.

14 5. Upon a 2/3 vote by the Council for removal, written notification of said action shall be sent to the
15 Board of Supervisors for voting members or the Health Care Agency Director or designee for
16 affiliate members.

17 6. The effective date of removal shall be the date of removal by the Board of Supervisors for Council
18 members or the Health Care Agency Director or designee for affiliate members.

19 E. The Board of Supervisors may remove any member according to Board policy.

20 **Section 12. Council Vacancies.**

21 A. A vacancy shall exist when a voting member submits a written resignation to the Council Officer or
22 Council support, or when a voting member is removed from the Council for causes pursuant to
23 Article III, Section 9 of these bylaws. A vacancy shall also exist if the Board of Supervisors removes a
24 voting member according to Board policy.

25 B. When a vacancy occurs on the Council, the Council will identify a suitable replacement, and, upon
26 Council approval, submit the nomination to the Board of Supervisors for appointment consideration.
27 The Council will accept applications for membership throughout the year. Membership
28 recommendations shall be approved by the Council and will become effective upon appointment by
29 the Board of Supervisors/Health Care Agency Director or designee.

30 **Section 13. Advocacy.**

31 A. All Council advocacy shall be consistent with the Board of Supervisors policies and procedures.

32 B. The Council, unless authorized by the Board of Supervisors shall not advocate a legislative position
33 to any other legislative body other than the Orange County Board of Supervisors, and then only
34 through the Health Care Agency Director or designee.

- 1 C. An official Council position is one that has received a majority vote of voting members and is duly
2 adopted and consistent with the policies of the Board of Supervisors.
- 3 D. No member of the Council shall represent an official Council position in any venue or forum unless
4 authorized by the Chair of the Council after adoption by a majority vote of voting members.
- 5 E. Whenever Council members are communicating in any public setting on any Council issue, they will
6 clearly indicate whether they are advocating an official position of the Council or are speaking strictly
7 for themselves.
- 8 F. This section should not be construed as limiting in any way any member of the Council from engaging
9 in advocacy as an individual.

10 **ARTICLE IV – MEETINGS**

11 **Section 1. Meeting Notice.** All meetings of the Council and its committees shall be conducted in
12 accordance with the Brown Act (California Government Code Sections 54950– 62).

13 **Section 2. Regular Meetings.** Regular meetings of the Council shall be held at least six (6) times a year.

14 **Section 3. Special Meetings.**

- 15 A. Special meetings may be called by the Chair, the Health Care Agency Director or designee, or a
16 majority of voting members, and shall be held at such times as may be determined.
- 17 B. Notice of any special meeting shall be made by whatever means practical, not less than 24 hours
18 prior to the meeting.

19 **Section 4. Voting.**

- 20 A. The Council will strive to govern by consensus.
- 21 B. When consensus cannot be reasonably reached, official actions taken by the Council shall be
22 adopted by a majority vote of all voting members.
- 23 C. No absentee votes or proxy votes will be permitted except as specified in Article III, Section 5.
- 24 D. All non-unanimous voice votes will be retaken by roll call vote.
- 25 E. Any member may request that any vote be taken by roll call vote.

26 **Section 5. Quorum.** The number of members necessary to establish a quorum shall be the majority of
27 voting members not on a leave of absence. Affiliate members do not count towards quorum as they do
28 not hold voting power, unless they are representing an absent Unaligned Consumer as specified in Article
29 III, Section 5.

30 **Section 6. Public Participation.** Non-members wishing to speak to an agendized action item can do so
31 during the "Public Comment" period for the action item. Any non-member choosing to speak to any topic
32 other than an agendized action item shall be limited to making comments only during the "Public

1 Comment” section of the agenda. Public comments will be subject to a specified time limit set by the
2 Chair. An extension of time may be granted at the discretion of the Chair or if a majority of Council votes
3 to extend the time limit. and will be subject to a specified time limit set by the Chair.

4 **ARTICLE V – OFFICERS**

5 **Section 1. Officer Eligibility.**

- 6 A. Officers of the Council shall be a Chair and up to two Vice-Chairs.
- 7 B. At least one of these officers must be an Unaligned Consumer.
- 8 C. The representative of the Grantee may not serve as Chair but may serve as a Vice-Chair.
- 9 D. A representative of an agency that receives or is eligible to receive Ryan White Act or HOPWA funds
10 may not serve as a Chair but may serve as a Vice-Chair.
- 11 E. To be nominated as an officer of the Council, the member must be in good standing with the Council
12 membership policy and has served at least six months on the Council.
- 13 F. Whenever the officer deems it appropriate, the Chair or a presiding Vice-Chair may, but is not
14 required to, appoint another member to act as Sergeant at Arms for one or more Council meetings.
15 When a Sergeant at Arms is appointed, officers shall assist in maintaining order and parliamentary
16 proceedings while Council meetings are in session.

17 **Section 2. Nominations and Elections.**

- 18 A. Nominations of Officers shall be initiated a month prior to elections, generally on or before the
19 regular December meeting of the Council.
- 20 B. Nominations shall be made directly by Council members.
- 21 C. Elections generally shall be held on or before the first regular meeting of the new calendar year.

22 **Section 3. Officer Terms.**

- 23 A. Officers shall serve in elected office for terms of one calendar year or until their successors are
24 elected.
- 25 B. No officer shall be eligible to serve more than three consecutive terms in the same office.

26 **Section 4. Powers of the Officers.**

- 27 A. The Chair shall be the chief executive officer of the Council and shall have the general powers and
28 duties of management usually invested in the office of Chair, and shall have other powers and duties
29 as may be prescribed by the Council.
- 30 B. The Chair shall preside at all meetings of the Council and be the Chair of Executive Committee.
- 31 C. In the absence of the Chair, one of the Vice-Chairs shall preside. Should the Vice-Chair also not be

1 available, the Council may select a member to preside by consensus or vote as necessary.

2 **ARTICLE VI – COMMITTEES AND SUBCOMMITTEES**

3 **Section 1.** Standing Committees, Subcommittees, and Task Forces. There shall be such standing
4 committees, subcommittees, task forces, and special committees established as the Council shall deem
5 necessary to accomplish the purposes set forth in Article II of these bylaws.

6 **Section 2.** Committee Policies and Procedures. Each committee is responsible for developing and
7 conforming to its own policies and procedures. The Council shall approve all revisions to the policies and
8 procedures adopted by its committees. Committees of the Council shall have a minimum of two officers.
9 These officers may be either Chair and Vice-Chair or Co-Chairs.

10 **ARTICLE VII – PLANNING COUNCIL SUPPORT**

11 **Section 1.** Planning Council Support. Planning Council support is one or more designated staff that assist
12 the Council in carrying out its legislative functions as outlined in the Planning Council Support policies and
13 procedures.

14 **ARTICLE VIII – COMPENSATION**

15 **Section 1.** Compensation for Time. With the exception of County employees serving on the Council as part
16 of their County employment, persons serving as Council members shall not receive salary or other
17 compensation by the County for their attendance and services at Council meetings or in conjunction with
18 any Council activities.

19 **Section 2.** Compensation for Expenses. Council members, and members of Council committees,
20 designated as “unaligned consumers” and other members with financial need may be compensated for
21 expenses incurred in connection with their duties to the extent allowed by Ryan White Act funding, HIV
22 Planning Council policies, and other County policies. For purposes of travel expenses, any Council member
23 traveling outside of the region for County business purposes may be compensated for travel and training
24 costs consistent with HIV Planning Council policies and County policies governing “registered volunteers.”

25 **ARTICLE IX – CONTRACTS**

26 **Section 1.** Contracts. Council members shall not have the power or authority to bind the County of Orange
27 by any contract or agreement.

28 **ARTICLE X – CONFLICT OF INTEREST**

29 **Section 1.** County Ordinances for Conflict of Interest. All Members of the Council are subject to all County
30 ordinances, including but not limited to, the Council Gift Ban Ordinance, Code of Ethics, and Sexual
31 Harassment Policy.

32 **Section 2.** Conflict of Interest. In addition to the conflict of interest rules set forth herein, County conflict
33 of interest ordinances and FPPC regulations, members are also subject to a separate set of HRSA-approved
34 conflict of interest policies and procedures, which include: Members shall not involve themselves in
35 official Council actions that could materially benefit them personally, their business interests, or the
36 interests of organizations that they represent. Should a material conflict of interest arise, the member

1 must abstain from voting, and the abstention will be recorded in the meeting minutes as outlined in the
2 Conflict of Interest policies and procedures.

3 A. Council members shall biannually disclose any conflict they may have.

4 **Section 3. Conflict of Interest and Committees.**

5 A. Committees of the Council that make funding recommendations to the Council shall operate with
6 the highest standards of integrity and openness. Therefore, no such committee may have, as its
7 sole presiding officer(s), an individual who is an employee or board member of an agency with a
8 financial interest in the decisions being made by the committee.

9 B. Members of any committee that makes funding recommendations to the Council shall comply
10 with sections 1 and 2 above.

11 **Section 4. Grant Administration.** The Council may not be directly involved in the administration of the
12 grant. Therefore, the Council may not designate (or otherwise be involved in the selection of) particular
13 entities as recipients of any funds provided by the grant.

14 **ARTICLE XI – GRIEVANCE PROCEDURES**

15 **Section 1. Grievance Types.** The Council will maintain grievance procedures for resolution of any
16 grievances that may arise as a result of Council decisions with respect to the following:

17 A. The needs assessment process;

18 B. The comprehensive planning process;

19 C. The priority setting process;

20 D. The allocation of funds; and

21 E. Any subsequent changes to established priorities and allocations.

22 **Section 2. Grievances Related to Contractual Practices.** The grievance procedures do not apply to Council
23 decisions other than those identified above or to decisions resulting from the contractual process. The
24 Orange County Health Care Agency as the grantee of funds is required to and has formulated separate
25 procedures to resolve grievances that may arise from the contractual process.

26 **ARTICLE XII – AMENDMENTS**

27 **Section 1. Amendments.** A recommendation to the Board of Supervisors to amend these bylaws may be
28 made at any regular meeting of this Council by a 2/3 vote of voting members of the Council, provided that
29 copies of the proposed amendments are sent to all members at least 72 hours prior to the meeting at
30 which such action is taken.

31 A. An amendment will become effective immediately upon a majority vote of the Board of Supervisors,
32 unless otherwise directed.

33 B. If any part of these bylaws is in conflict with the Ryan White Act, or any other law or governmental

1 regulation, the remainder of these bylaws shall remain in full force and effect.

2 **Section 2. Board of Supervisors Authority for Amendments.** Notwithstanding Section 1 above, the Board
3 of Supervisors may amend these bylaws at any time without action by the Council.