

PLWHA ADVISORY GROUP

HIV Health and Human Services Planning Council of New York

BY-LAWS

Approved May 9, 2009

Article I - Preamble

Section 1: Mission.

The mission of the PLWHA Advisory Group to the HIV Health and Human Services Planning Council of New York (“Advisory Group”) is 1) to advise and make recommendations for the interests and need of the HIV Planning Council on issues that are relevant to people living with HIV/AIDS, and 2) to facilitate the empowerment and participation of people living with HIV/AIDS in the Part A planning process. The Advisory Group may, in addition, advocate for non-Part A HIV/AIDS issues.

Section 2: Values.

The following values form all Advisory Group activities and actions: Accountability, Commitment, Communication, Confidentiality, Cooperation, Diversity, Empowerment, Honesty, Integrity, Involvement, Mutual Respect, and Responsibility. Members are expected to acknowledge potential conflicts of interest (see Appendix B, “Conflicts of Interest,” Planning Council Bylaws, Article V, Section II). Dialog between the Advisory Group and all committees of the Planning Council should be fostered and encouraged.

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All persons living with HIV or AIDS (“PLWHA”), or the parents/guardians of minors living with HIV or AIDS, who reside in the five boroughs of New York City or the Tri-County region (Westchester, Rockland and Putnam) may participate in the Advisory Group and its meetings and committees (“participants”). Non-PLWHA may attend Advisory Group meetings upon formal invitation by the Advisory Group co-chairs.

Article II – Operating Procedures

Section 1: Meetings.

(a) **Procedures.** There shall be monthly meetings of the full Advisory Group as long as the Planning Council is in session^{*}. Meetings should take place at a convenient time and at a location that is mutually agreeable. Meetings should not exceed three hours, but may be extended upon consent of a majority of the participants present.

Meetings are run according to the Advisory Group’s Rules of Order, plus the Advisory Group’s own meeting Ground Rules (“Rules”), as outlined in Appendix A. The Steering Committee of the Advisory Group may amend the meeting rules to improve meeting operations.

^{*} Planning Council terms run from September through August. The Council traditionally does not meet in August.

(b) **Agendas.** Co-Chair will give advance notice of agendas to the Advisory Group. All meeting agendas are set by the Advisory Group Co-Chairs with recommendations from the Steering Committee Co-Chairs. . Meetings are facilitated by one or both of the Co-Chairs, or by a member in good standing designated by one of the Co-Chairs. Full Advisory Group meetings should include the following minimum elements in their agendas: member updates, review of previous meeting minutes, Co-C-chairs and NYC DOHMH staff reports, new business, and announcements pertinent to HIV-related issues (time allowing). “New business” is for discussion of possible future projects (see section 2).

(c) **Voting.** Decisions at all meetings are made by majority vote of those present (50% +1). To be eligible to vote at a meeting of the full Advisory Group, a participant must have attended at least three (3) full Advisory Group meetings in the previous six (6) months. The full Advisory Group meetings at which a vote takes place counts towards eligibility. Voting on issues brought before the Advisory Group is restricted to residents of the five boroughs.

Section 2: New Business.

(a) Any participant may propose that the Advisory Group consider an issue or work on a specific project. Ideas for future agenda items are to be introduced during the “New Business” section of full Advisory Group meetings. Ideas

may also be presented directly to the Advisory Group Co-Chairs or to the Advisory Group Steering Committee.

Article III - Leadership

Section 1: Advisory Group Co-chairs.

(a) **Duties.** The duties of the Advisory Group co-chairs are to 1) provide overall guidance and leadership to Advisory Group, 2) prepare agendas in collaboration with Steering Committee for full Advisory Group meetings, 3) facilitate meetings or designate meeting facilitators,) are responsible for calling Ad-Hoc committees to accomplish specific tasks and monitor deadlines, and 5) perform all duties as outlined in these by-laws.

(b) Duties of the Advisory Group Co-Chair who is a Planning Council member.

The Advisory Group Co-Chair who is a Planning Council member will represent the Advisory Group at the full Planning Council. Executive Committee, Priority Setting and Resource Allocation and other committees as required.

(c) **Elections.** Co-Chairs are elected by Advisory Group participants who are eligible to vote (see Article III, Section 1(c). At least one Co-Chair must be an Advisory Group participant who is a full voting member of the Planning

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Council. Elections are determined by majority vote at the full Advisory Group meeting in November. Any Advisory Group participant may offer a nomination. Eligible participants may self-nominate. Nominations may be offered up to the day of the election. Announcement that the elections will be held will be made in October. At the election, all candidates will make a brief statement. Voting is by secret ballot. In an open election, the two winners are the top vote-getter, and the top vote-getter who is a Planning Council member.

(d) **Terms of Office.** The Community Co-Chair is elected for a two year term which runs November through November. The Planning Council Co-Chair is elected for one year and his/her term runs from November through November. .

(e) **Vacancies.** If a Co-Chair resigns his/her position, a new election must be called. When vacancies occur, elections must be held within two months. Replacements will fill out the vacant term. If there are 3 months or less left in the term of the Community Co-Chair, the replacement will serve through the subsequent year.

(f) **Cause for Removal.** If a Co-Chair misses three consecutive full Advisory Group meetings, or is unable to fulfill the duties of Co-Chair, the Steering Committee will deliberate and will make a recommendation for action to the

full Advisory Group, including possible removal. The Co-Chair in question will be notified of the Steering Committee meeting and be invited to attend. Action on a Steering Committee recommendation is by majority vote at a full Advisory Group meeting.

Article IV – Steering Committee

Section 1: AG Steering Committee

(a) **Duties.** The duties of the Advisory Group Steering Committee are to 1) assist the Co-Chairs in coordination of Advisory Group business, 2) make decisions, on behalf of the Advisory Group when not in session, and 3) review and make decisions pertaining to administration and structure of Advisory Group.

(b) **Structure and Procedures.** The AG Steering Committee will be composed of the Co-Chairs of the Advisory Group, one NYC DOHMH staff and up to seven (7) Advisory Group members. The AG Steering Committee will have a standing meeting every month, at least two weeks prior to the full Advisory Group meeting. Meetings will be convened by the Steering Committee Co-Chairs. Decisions are made by majority vote when a quorum is present. A quorum is defined as greater than 50% of the members.

(c) **Terms of Office.** The term of Steering Committee members shall be for a period of two (2) years, from November through November. Steering Committee members may self nominate, as long as they are AG members in good standing. Nomination of candidates must occur within 30 days of the meeting during which the vacancy(ies) occurs. Election is by majority vote.

Article V – Other

Section 1: Code of Conduct

Members and guests are required to follow the PLWHA Advisory Group Rules of Order and Ground Rules (“Rules”) included as an appendix to these Bylaws. When these rules are not followed, the Advisory Group Co-chair(s) or person(s) designated by the Co-Chair(s), will issue a warning to the individual(s) who have not complied with the meeting rules. Any individual who has received a warning (verbal or written) , but fails to comply with the rules, can be asked to leave for the remainder of that meeting. The co-chairs are not exempt from this policy and can be asked to leave the meeting, by majority vote.

Section 2: Conflicts of Interest

Conflict of interest may be defined as direct financial gain from a vote on a matter under discussion. Whenever any matter arises with respect to which an Advisory Group participant either has a conflict of interest or has any question

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about the existence of a conflict, s/he shall make full disclosure of such conflict or possible conflict when the matter in question is discussed. Persons who have conflicts of interest as defined above may participate in the discussion of the matter in question, but shall not vote on that matter.

Section 3: Advisory Group Ad-Hoc Committees

Subject to the approval of the Advisory Group, the Co-Chairs may create such ad hoc, task forces, special and advisory committees as may be deemed necessary. The Co-Chairs shall appoint the chairs of all such committees and shall designate such committee's membership. There is no minimum or maximum time limit governing the existence of such committees.

Section 4: Staff Liaison

The duties of the staff liaison(s) of the Planning Council Staff Support Unit, Office of Care, Treatment & Housing, Bureau of HIV/AIDS Prevention & Control, NYC DOHMH is/are to: 1) support the work of the Planning Council and the Advisory Group, 2) maintain minutes for all meetings, 3) manage the administrative and programmatic needs of the Advisory Group, and 4) assist the Co-chairs, Steering Committee and participants in the Advisory Group-related tasks. The staff liaison(s) can vote at meetings only if he or she is a PLWHA and meet the participant eligibility for voting.

Section 4: Amendments to the by-laws

Amendments to these by-laws may be made by majority vote at a meeting of the full Advisory Group, provided that written notice of the proposed amendment will have been made to the Advisory Group two weeks prior to such meeting.

Appendix A

PLWHA ADVISORY GROUP RULES OF ORDER

“The purpose of Rules of Order is to permit a majority to accomplish its ultimate purpose within a reasonable period of time, but only after allowing the minority reasonable opportunity to express its views on the question at issue.”

All Advisory Group (AG) and Planning Council meetings (as well as PPGs, state legislatures and Congress) are run according to some Rules of Order (RO). These rules allow meetings to run smoothly, allow everyone’s voice to be heard, and let issues be settled with a majority vote so that the meeting can move on to other business. The rules contained in Robert’s Rules of Order, Newly Revised, shall govern meetings whenever they are applicable and not inconsistent with the Bylaws.

The facilitator of the meeting (usually one of the Advisory Group Co-Chairs) is responsible for enforcing RO, but **ALL MEETING PARTICIPANTS MUST TAKE RESPONSIBILITY FOR MAKING SURE THAT THE RULES ARE FOLLOWED.** When RO is not followed, meetings degenerate into anarchy and nothing gets accomplished.

Basics of the Advisory Group's Rules of Order:

Recognition - In order for RO to work, everyone must speak in turn. This happens by raising your hand. When the Chair recognizes you, then it is your turn to speak.

Point of Information - If you do not understand something, need clarification on what someone said, or want to clarify what someone else said in error, raise your hand and say "point of information".

Motion - A motion is a proposal to take some sort of action. Any member may offer a motion by raising his/her hand for recognition.

Amendment - An amendment is a proposal to change a motion that has already been made.

Calling the Question - After a motion has been discussed, a participant may ask to close discussion and move to a vote by "calling the question".

Second - In order for a motion, amendment or a called question to be considered, another participant must "second" it.

Vote - Motions, amendments and decisions to call the question are decided by a vote. A motion passes by a simple majority (50% +1).

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How RO Works During Advisory Group Meetings

Any action by the AG requires a motion. It could be a routine action, such as passing the minutes. Or it could be a special action: for example, if there has been discussion of

a policy issue and someone in the AG wants to draft a letter to the Planning Council.

Here's how it works:

Step One: A participant makes a motion (e.g. "I move that the Advisory Group draft a letter to the Council stating that we support Issue X.")

Step Two: Another member must second it ("I second the motion"). If there is no second, then the motion will not be considered.

Step Three: If someone seconds the motion, the Chair opens a discussion. The discussion proceeds in an orderly manner, with people speaking in turn when recognized by the chair.

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At some point, when enough points of view have been heard and arguments made, a participant may feel like there has been enough discussion and the motion should move to a vote.

Step Four: A participant may ask for a vote by saying “I move to call the question”. Another participant must second this. If there is no second, then the discussion of the original motion continues. If there is a second, a vote is taken on the motion to call the question. **THERE IS NO DISCUSSION ON CALLING THE QUESTION.** If the vote to call the question is defeated, there is additional discussion on the original motion.

Step Five: If the motion to call the question carries, a vote is taken on the original motion. *After the vote, whether the motion carries or fails, the meeting moves on to other business.*

There may be three other outcomes for a motion:

Withdrawal: The person who made the original motion may decide that it wasn't a good idea after all and may move to withdraw it. A motion to withdraw must be seconded and voted upon. There is no discussion on a motion to withdraw.

Table: If there is no agreement to move to a vote, the chair may ask for a vote to table the motion or refer it to a committee. The chair may choose to have a discussion on tabling a motion.

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Amendments: A participant may offer an amendment to a motion (example, “I propose that we also ask the PPG PWA Advisory Committee to sign the letter”).

All amendments must be seconded. They are treated like a regular motion, with discussion, calling the question and a vote. If an amendment carries, then the final vote will be on the original motion, *as amended*.

ALL VOTES CARRY WITH A SIMPLE MAJORITY (50% PLUS 1).

APPENDIX B

ARTICLE IX - CONFLICTS OF INTEREST

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

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

In order to prevent the existence, or the appearance of the existence, of a conflict of interest, a member so deemed to have an interest in an agency or entity may not vote on matters that come before the Planning Council or committees of the Planning Council regarding the allocation of funds to

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service program in which the associated agency or entity seeks or has obtained funds. Planning Council members also may not vote on matters that directly affect an interest held by that member, or that directly relates to an agency or entity in which the member has an interest. This shall not preclude such a member from voting on matters affecting a group of service categories that includes the one in which he or she has an interest. Nothing in this policy shall be construed to prevent governmental representatives on the Planning Council from exercising their vote on behalf of the governmental entity that they represent.

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

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

(b) Whenever any matter arises with respect to which a Planning Council member either has a conflict of interest or has any question about the

existence of a conflict, he or she shall make full disclosure of such conflict or possible conflict before the matter in question is discussed.

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

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

Section 3. Investigation of apparent conflict

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