

BYLAWS

OF THE

NEWARK EMA HIV HEALTH SERVICES PLANNING COUNCIL



Approved by the Planning Council October 1999

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Bylaws of the Newark EMA HIV Health Services Planning Council

Dedication

These Bylaws are dedicated to people who are infected with and affected by HIV/AIDS living in the Newark Eligible Metropolitan Area (Essex, Morris, Sussex, Union and Warren counties). This document represents the work of the members of the Newark EMA HIV Health Services Planning Council, a body of individuals, both HIV positive and negative, who are working together towards developing and improving care and treatment services for people with HIV/AIDS.

It is also dedicated to caregivers, formal and informal, of those infected and affected by HIV/AIDS who provide compassionate care, love and understanding. Caregivers also enable people living with HIV/AIDS to take advantage of advancing technology that makes it possible to not only survive but to thrive and work towards a better future.

It is for these people that we, as members of the Newark EMA HIV Health Services Planning Council, are empowered and motivated to work. The partnership of the visionary government of the City of Newark and the Planning Council are committed to work together to turn our plans into reality.

Hon. Ras Barka
Mayor, City of Newark

Robert L. Johnson, M.D., Chair
Newark EMA HIV Health Services Council

Article I Name

- 1.1 Name.** The name of this organization shall be the Newark EMA HIV Health Services Planning Council, hereinafter referred to as the Planning Council. The Ryan White HIV/AIDS Treatment Extension Act of 2009 (formerly known as Ryan White Comprehensive AIDS Resources Emergency (CARE) Act of 1990 as amended in 1996, 2000, 2006, and 2009), requires the establishment of an HIV health services planning council by the chief elected official¹ of the eligible area involved. The Mayor of Newark established the Newark EMA HIV Health Services Planning Council to conform with 42 U.S.C.A. §300ff-12(b)(1).

Article 2 Mission, Core Values, Vision and Collaboration

- 2.1 Mission.** The mission statement of the Newark EMA HIV Health Services Planning Council is “To plan for the development, implementation, and continual improvement of the health care and treatment services for People Living with and affected by HIV/AIDS who reside in the five New Jersey counties of Essex, Morris, Sussex, Union and Warren”.
- 2.1.1 Community Involvement Activities (CIAs).** The Planning Council believes that the voice of the community is paramount. The purpose of the CIAs is to help bridge the gap between the community and service providers by creating opportunities to involve community members in the planning process.
- 2.2 Core Values.** Leadership, Integrity, Diversity, Collaboration, Compassion, Creativity and Responsiveness.
- 2.3 Vision.** To develop an effective and efficient integrated delivery system, from prevention to care services to research, that adequately meets the needs of all at-risk Newark EMA residents, especially those infected or affected by HIV/AIDS.
- 2.4 Collaboration with the City of Newark.** The activities and deliberations of the Planning Council are structured to accomplish its mission in collaboration with the City of Newark. By working together, both the Council and the City of Newark as the Recipient will strive to provide quality services for people with HIV/AIDS in the Newark EMA. The City of Newark is represented on both the Planning Council and the Executive Committee of the Planning Council.

Article 3 Duties of the Planning Council

- 3.1 Duties.** Pursuant to 42 USC §300ff-12(b)(4), the duties of the Planning Council shall be to:
- (A)** determine the size and demographics of the population of individuals with HIV/AIDS;
 - (B)** determine the needs of such population, with particular attention to—
 - (i)** individuals with HIV/AIDS who know their HIV status and are not receiving HIV-related services; and
 - (ii)** disparities in access and services among affected subpopulations and historically underserved communities;
 - (C)** establish priorities for the allocation of funds within the eligible area, including how best to meet each such priority and additional factors that a Recipient should consider in allocating funds under a grant based on the following:
 - (i)** size and demographics of the population of individuals with HIV/AIDS (as determined under subparagraph A) and the needs of such population (as determined under subparagraph (B));
 - (ii)** demonstrated (or probable) cost effectiveness and outcome effectiveness of proposed strategies and interventions, to the extent that data are reasonably available;
 - (iii)** priorities of the communities with HIV/AIDS for whom the services are intended;

¹ As defined in the Ryan White HIV/AIDS Treatment Extension Act of 2009 the “Chief Elected Officer” or (CEO) refers to the highest elected official of the city or urban county that administers the public health agency that provides outpatient and ambulatory services to the greatest number of individuals with AIDS. For the Newark EMA, the CEO is the Mayor of Newark. The CEO, i.e. the Mayor, is the official recipient of Newark EMA’s Part A Modernization Act funds and ensures that all legal requirements are met. The Mayor of Newark delegates his authority to administer Part A Treatment Act funds to the City of Newark Department of Child and Family Well Being/Ryan White Unit.

- (iv) coordination in the provision of services to such individuals and agencies with programs for HIV prevention and for the prevention and treatment of substance abuse, including programs that provide comprehensive treatment for such abuse;
 - (v) availability of other governmental and non-governmental resources, including the State Medicaid plan under title XIX of the Social Security Act [42 U.S.C.A. § 1396 et seq.] and the State Children's Health Insurance Program under title XXI of such Act [42 U.S.C.A. § 1397aa et seq.] to cover health care costs of eligible individuals and families with HIV/AIDS; and
 - (vi) capacity development needs resulting from disparities in the availability of HIV-related services in historically underserved communities;
- (D) develop a comprehensive plan for the organization and delivery of health and support services described in section 300ff-14 of this title that--
- (i) includes a strategy for identifying individuals who know their HIV status and are not receiving such services and for informing the individuals of and enabling the individuals to utilize the services, giving particular attention to eliminating disparities in access and services among affected subpopulations and historically underserved communities, and including discrete goals, a timetable, and an appropriate allocation of funds;
 - (ii) includes a strategy to coordinate the provision of such services with programs for HIV prevention (including outreach and early intervention) and for the prevention and treatment of substance abuse (including programs that provide comprehensive treatment services for such abuse); and
 - (iii) is compatible with any State or local plan for the provision of services to individuals with HIV/AIDS;
- (E) assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the eligible area, and at the discretion of the Planning Council, assess the effectiveness, either directly or through contractual arrangements, of the services offered in meeting the identified needs;
- (F) participate in the development of the Statewide Coordinated Statement of Need initiated by the State public health agency responsible for administering grants under part B of this subchapter;
- (G) establish methods for obtaining input on community needs and priorities which may include public meetings, conducting focus groups, and convening ad-hoc panels; and
- (H) coordinate with Federal Recipients that provide HIV-related services within the eligible area.

Article 4

Membership, Terms of Membership and Nomination Process

4.1 Membership. The Planning Council shall include a minimum of eighteen (18) and a maximum of thirty-four (34) members. All appointments to the Planning Council shall be approved by the Chief Elected Official. Pursuant to 42 USC §300ff-12(b)(2) the Council shall further include in its membership, at least one (1) member from each of the following categories:

- (A) health care providers, including federally qualified health centers;
- (B) community-based organizations serving affected populations and AIDS service organizations;
- (C) social service providers, including providers of housing and homeless services;
- (D) mental health providers;
- (E) substance abuse providers;
- (F) local public health agencies;
- (G) hospital planning agencies or health care planning agencies;

(H) 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;

(I) non-elected community leaders;

(J) State Medicaid Agency;

(K) State Part B;

(L) Recipients under Women, Infants, Children & Youth (WICY), section 300ff-71 of this title, 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;

(M) Recipients under other Federal HIV programs, including but not limited to providers of HIV prevention services; and

(N) 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 on which the individuals were so released.

4.2 Reflectiveness. The Planning Council shall strive to ensure that its membership is reflective in its composition to the demographics of the people infected by HIV in the Newark EMA.

4.3 Non-discrimination. It shall be the policy of the Planning Council to avoid, at all times, discrimination with respect to membership, or any terms or conditions of membership, based on race, creed, color, marital status, sexual orientation, religion, national origin, gender, pregnancy status, age, veteran's status, or political affiliation.

4.4 PLWHA participation. Pursuant to 42 USC §300ff-12(b)(5)(C) at least 33% of the members of the Planning Council, shall be individuals who are receiving HIV-related services meeting the following criteria (***An individual is considered to be receiving Part A services if they are the parent of or caregiver for a minor child who is receiving such services***):

- A. In receipt of HIV-related services from Part A funded providers,
- B. Are **not** officers, employees, or consultants to any providers receiving Part A funds and do not represent any such entities, and
- C. Reflect the demographics of the population of individuals with HIV/AIDS in the EMA.

4.5 Representation. The total number of Planning Council members from Essex, Morris, Sussex and Warren counties will be determined on a percentage basis. This basis shall be determined by the total number of people living with HIV and AIDS in those counties divided by the total number of people living with HIV and AIDS in the entire EMA. The total number of Planning Council members from Union county will be determined pursuant to the Intergovernmental Agreement (IGA) between the county and the chief elected official. There will be at least one representative from each county. Presently this formula dictates the following representation:

Name of County	Number of representatives
Essex/Statewide	25
Union	6
Morris	1
Sussex	1
Warren	1
Total	34

4.6 Residence of members. All members who are either non-elected community leaders or people representing the infected/affected community must reside in one of the five counties of the Newark EMA. Members representing the other categories must work in or have some responsibility for a jurisdiction that includes the Newark EMA.

4.7 Nominations. Nominations for Planning Council membership shall be made by the Executive Committee, in consultation with the Chair of the Planning Council, to the Chief Elected Official.

4.8 Terms. The membership of the Planning Council shall be appointed to terms of one, two, or three years from their Official Swearing-In Ceremony. Individuals who have served the Planning Council for more than five years as of April 1, 2012 will automatically receive three year terms. Half of the remaining members will be assigned to one-year terms, while the other half will receive two- year terms. In the event that a member does not complete their term, another person will be nominated to complete the balance of that term. At the expiration of each term, the Council member(s) shall either be re-appointed, removed, or held in hold-over status until such time as a new appointment can be made by the Chief Elected Official. The Secretary will notify all Planning Council members and announce at the closest regularly scheduled meeting the expiration of the terms of each Council member as they accrue. Based on discussion with the member, the Secretary will advise the Chair of the Executive Committee on the renewal or expiration of each member's term. All Planning Council Members must serve on at least one Standing Committee.

4.9 Expired Terms. The expired term of a Planning Council member shall either be re-appointment, removed, or held in hold-over status until such time as a new/re-appointment can be made by the Chief Elected Official. If the expired term Planning Council member is held in hold-over status, they will retain their position and rights in hold-over status until such time as a re-appointment has been made.

4.10 Non-voting Members. In addition to members as defined and regulated above, from time to time, the Planning Council might wish to include within its membership certain person(s) who, because of their particular expertise or other relation(s) to the ongoing work of the Planning Council, might significantly benefit the Council in the exercise of its duties and mission. Such members may participate in discussions and/or deliberations, but they shall **not** vote; nor shall they be counted in the total number of Council members.

4.11 Replacement of Members.

Change in Position. At such time as a member of the Planning Council changes their professional responsibilities so that they no longer represent the constituency/category for which they were originally appointed, that member shall immediately resign from the Planning Council in a written notice to the Chief Elected Official, Council Chair and Council Secretary copied to the Project Manager.

4.11.2 Re-location. At such time as a member, whose residency in the EMA was required (see paragraph 4.6, above), relocates outside of the EMA, that member shall immediately resign from the Planning Council in a written notice to the Chief Elected Official, Council Chair and Council Secretary copied to the contracted agency's Project Manager.

4.11.3 Absences. Should any Planning Council member fail to attend either three (3) consecutive regularly scheduled meetings, or fifty percent (50%) of the regularly scheduled meetings in any six (6) month period, or fail to attend, for any reason, four (4) monthly meetings in any six-month period the Council or Executive Committee may recommend to the Chief Elected Official that the absentee Council Member be replaced on the Council. The process for removing this individual shall be that described in Article 4, paragraph 11.5.

4.11.4 Leave of Absence. Any member of the Planning Council may request a leave of absence at any time by written notice to the Chief Elected Official, Council Chair or Council Secretary copied to the contracted agency's Project Manager. Any such leave shall take effect at the time specified in the notice, or in the absence of such specified time, immediately upon receipt of the said notice by the Council Chair.

4.11.5 Resignation. Any member of the Planning Council may resign at any time by written notice to the Chief Elected Official, Council Chair and Council Secretary copied to the contracted agency's Project Manager. Any such resignation shall take effect at the time specified in the notice, or in the absence of such specified time, immediately upon receipt of the said notice by the Council Chair.

4.11.6 Removal. A Planning Council member may be removed from the Council for failure to discharge their duties or inappropriate conduct that negatively impacts the discharge of their duties. Removal will be in accordance with these Bylaws and the Ryan White HIV/AIDS Treatment Extension Act of 2009. A Planning Council member may be removed by:

- Discretion of the Chief Elected Official;
- Recommendation of the Council to the Chief Elected Official upon majority vote with quorum seated; or
- Recommendation of the Executive Committee to the Chief Elected Official.

Before any recommendation to the Chief Elected Official is made written notice shall be sent to the Council member from the Council Secretary. Such notice shall inform the Council Member of the proposed action and advise the Council Member that a written statement may be submitted within 15 days of the date of the Notice to the body

bringing the action. Such statement, if received within the 15 days, will be considered by the body bringing the action before any final decision is made.

Article 5

Officers of the Planning Council

5.1 Council Officers. The officers of the Council shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer. The Chief Elected Official shall appoint the Chair. The Vice-Chair, Secretary and Treasurer shall be appointed by the Chairperson. All officers shall serve two-year terms. In the event that an officer resigns, of their free will or caused to resign, a replacement officer will be appointed as soon as practical.

5.2 Chief Elected Official (CEO). The Duties of the CEO are as follows:

5.2.1 As a condition of receiving Part A funding from the Ryan White HIV/AIDS Treatment Extension Act of 2009, (USC §3000ff-12(a)(2)(A)(ii)), the Chief Elected Official is required to establish an HIV health services planning council.

5.2.2 The Chief Elected Official of the EMA is responsible for receiving and disbursing all funds received under Part A of the Treatment Extension Act of 2009 and as such is authorized and empowered to ensure that the Council adheres to the spirit and letter of the Act.

5.2.3 The Chief Elected Official shall serve as Chief Administrative Officer with all the necessary and proper powers to advance the purposes for which this Council has been set up. But in no event shall the Chief Elected Official exercise any veto power over official actions taken by the Council or terminate the Council in its entirety.

5.2.4 The Chief Elected Official or their designee shall have a seat on the Council with all right and privileges attendant thereto.

5.3 Chair of the Council. As principal officer of the Council, the Chair shall:

5.3.1 Be charged, on behalf of the Council, with the responsibility of seeing that the Council policy is executed;

5.3.2 Be responsible for representing the Council with Federal, State, City and Community;

5.3.3 Appoint officers of the Council;

5.3.4 Preside at meetings of the Council;

5.3.5 Preside at Executive Committee meetings;

5.3.6 With Council approval, designate and determine the size and composition of all Standing and Ad Hoc Committees and appoint the Chairpersons of those Committees consistent with Article 9 contained herein;

5.3.7 Appoint, with the approval of the Council, the Parliamentarian;

5.3.8 Hold the right to membership on all Committees;

5.3.9 Delegate specific duties of the office to specific officers or other members of the Council;

5.3.10 Accept written notices as required under these Bylaws from Officers, members and the public;

5.3.11 Perform other duties as assigned by the resolution of the Council.

5.4 Vice Chair. The Vice Chair of the Planning Council shall:

5.4.1 Exercise all the responsibilities and perform all the duties of the Chair in the event that the Chair is absent or unable to act;

5.4.2 Assume the role of the Chair in the event a vacancy occurs;

5.4.3 Any other such duties as designated by the Chair or Planning Council.

5.5 Treasurer. The Treasurer shall:

- 5.5.1.** Be responsible for the monitoring of the allocated budget of the Council, and provide such information to the Council regarding the budget that the Council deems necessary to carry out its duties, purposes and responses as stated in these Bylaws;
- 5.5.2.** Give, or cause to be given, financial statements as necessary, but on at least a quarterly basis.
- 5.5.3** Exercise all the responsibilities and perform all the duties of the Chair in the event that the Chair and Vice Chair are absent or unable to act;

5.6 Secretary. The Secretary shall:

- 5.6.1** Keep, or cause to be kept, the minutes of all Council meetings;
- 5.6.2** Give, or cause to be given, all notices of meetings of the Council in accordance with these Bylaws;
- 5.6.3** Call special meetings of the Council as consistent with these Bylaws in accordance with Article 7.8
- 5.6.4** Keep an updated list of Council members along with the dates of term beginning and expirations, and shall notify in writing, and announce at meetings the expiration of terms of Council members as they accrue in accordance with Article 4, paragraph 8;
- 5.6.5** Perform other duties designated by Resolution of the Council;
- 5.6.6** Publish, or cause to be published/mail or cause to be mailed, the Annual Council Calendar in accordance with Article 7, paragraph 12;
- 5.6.7** Keep any updated list of meeting attendance or cause to be kept of all Council Members for conformity with Article 4, paragraph 11, Replacement of Members and notify the Council Chair and Council at large of any Council member who becomes subject to removal from the Council based on absenteeism as contained in the above referenced Article;
- 5.6.8** Keep an updated calendar or cause to be kept signaling all time sensitive events contained in these Bylaws and notify all parties accordingly.
- 5.6.9** Exercise all the responsibilities and perform all the duties of the Chair in the event that the Chair, Vice Chair and Treasurer are absent or unable to act;

**Article 6
Committees**

6.1 General. The Council Chair, with the approval of the Planning Council and in accordance with the Bylaws, may designate and determine the size and composition of all the Council's Standing committees and Ad Hoc committees. The Council Chair, with approval of the Planning Council, will designate the Chairs of the Standing and Ad Hoc committees. The Council and these Bylaws shall determine the authority, responsibilities and the restrictions for each Committee. The members of the committee will decide, through a vote with a quorum present, their officers (normally a Vice-Chair and Secretary). Each Committee shall maintain or cause to be maintained minutes of their proceedings and shall report to the Council as required by these Bylaws. For each Committee, a quorum shall consist of one half plus one of the persons then serving on that Committee. Standing and Ad Hoc committees may consist of members and ex-officio committee members. Infected and affected communities should be represented on all Committees. Standing and Ad Hoc Committee Chairs shall be current Council Members.

6.2 Standing Committees. The purpose of a Standing Committee is to guide and assist the Council in achieving the duties outlined in Article 3 of the Bylaws. A Standing Committee may not be dissolved without a majority vote of the Planning Council. The following shall constitute the Council's Standing Committees:

- Executive Committee
- Continuum of Care Committee
- Comprehensive Planning Committee

Research and Evaluation Committee

....Community Involvement Activities Committee

The purpose of the CIA Committee is to help bridge the gap between the community and service providers by creating opportunities for community members to be involved in the planning process. In addition, community members will receive crucial updates on changes in the Ryan White Part A HIV/AIDS Program and related health/social services. Each meeting will have a different focus but will concentrate on issues related to the healthcare needs and concerns of Newark EMA consumers. A report of activities and subjects discussed will be made available to the Planning Council.

6.2.1. The goal, objectives, member profile, membership, leadership, roles of officers, manner of conducting business, decision making process and complaints procedure of any of the other standing committees may be decided by the members of the committees so long as the terms are in compliance with these Bylaws and the committee's "Operating Policies and Procedures".

6.2.2. Subcommittees. The purpose of a subcommittee is to assist a Standing Committee undertake its duties as stated in these Bylaws. The subcommittee should be inclusive as opposed to exclusive to ensure the widest representation within the group that it represents. Subcommittees are established by the Chair of the parent committee; the subcommittee chair is appointed by the Chair of the parent committee; and the size of the subcommittee is determined by the parent committee. A subcommittee can be dissolved by majority vote of the parent Committee membership at any meeting at which quorum is present. The Operating Policies and Procedures of the subcommittee will be guided by the Operating Policies & Procedures of the parent committee unless amended by the subcommittee and approved by the parent committee.

6.3 Executive Committee. The Executive Committee shall consist of the Officers of the Council, the Chairs of all Standing Committees and a representative of the City of Newark. The Chair of the full Planning Council will chair the Executive Committee. The Executive Committee shall be responsible for coordination with Council staff and other advisory duties concerning the affairs of the Council. The Executive Committee shall meet no less frequently than quarterly to ensure the orderly and integrated progressing of work of the Committees of the Council and to plan future activities.

6.3.1 The Executive Committee shall act for the Planning Council on any business-related issues for organizational governance issues in between regularly scheduled Council meetings. Any action that the Executive Committee wishes to undertake must be approved by the full Planning Council at their next scheduled meeting. Said actions must be presented to the Council in the form of a recommendation.

6.3.2 The Executive Committee shall address issues concerning Grievances, Bylaws, and Nominations. Any action that the Executive Committee wishes to undertake must be approved by the full Planning Council at their next scheduled meeting. Said actions must be presented to the Council in the form of a recommendation.

6.3.3 The Executive Committee shall provide support to the staff of the Planning Council as necessary.

6.3.4 The Executive Committee shall assist in the development of structure for the Council.

6.3.5 The Executive shall establish the process of reviewing, monitoring and evaluating HIV/AIDS goals and objectives for the Planning Council.

6.3.6 The Executive Committee shall not make, alter or repeal any bylaws of the Council without approval of the full Planning Council.

6.3.7 The Executive Committee shall not amend or repeal any resolution previously adopted by the full membership of the Planning Council.

6.3.8 The Executive Committee shall undertake all other such duties as described in these Bylaws.

6.3.9 Emergency Situations. Emergency situations may arise whereby the Executive Committee may act without formal approval for their actions by the full Council. Any issue which may fall within the following five areas of concern may warrant the calling of an emergency meeting: 1) financial matters; 2) personnel issues; 3) the priorities/ Recipient's procurement report; 4) grant application issues; and 5) any other issue that the Recipient deems urgent.

Any member of the Executive Committee may call an emergency meeting. Proper notice must be given within twenty-four hours. The Planning Council Chair shall call, or cause to be called, all members of the Executive Committee giving them the purpose, date, time and location of the meeting. A majority of the committee members

(50% plus one) must agree to the calling of the meeting in order for it to take place. Any decisions made during an emergency meeting must be ratified by a 2/3rds vote of the committee membership. If such an emergency meeting is held, a report must be submitted to the full Planning Council at the next regularly scheduled meeting. This report shall fully outline the nature of the emergency, the deliberation process used, and the results achieved.

6.3.10 Quorum. Quorum of the Executive Committee shall be established by a simple majority which is equal to more than 50% of eligible voting members present.

6.3.11 Minutes. A written record of all official meetings of the Executive Committee shall be kept and made available to the full Planning Council membership and the public. These minutes will be available for public inspection and photocopying at the contracted Agency's offices.

6.3.12 Members of the public and non-Executive Committee Planning Council members may attend meetings with or without invitation. Such persons may participate in the actual business of the Committee only with permission from the Chair. These individuals shall not have the right to vote.

6.4 New Committees. Subject to the approval of the Council, the Chair may create such Standing or Ad Hoc Committees as may be deemed necessary. The Chair of the Council shall appoint the Chair of all such Committees and, subject to the approval of the full Planning Council designate the Committee membership. Any such Committee shall submit a written report of its activities, at least quarterly, to the full Planning Council.

6.4.1 Ad Hoc committees. The purpose of an Ad Hoc committee is to assist the Council in the performance of a specific task or duty as stated in these Bylaws and/or its Operating Policies and Procedures and will be automatically dissolved at the conclusion of the assigned task or duty. The work of the committee may be reviewed on a quarterly basis to consider revising the status of an Ad Hoc committee. There is no limitation on the size of any Ad Hoc committee, although it should be inclusive to ensure the widest representation within the group that it represents. Ad Hoc committees may be added by the Chair or deleted by a majority vote of the Council Members present and voting at any meeting at which quorum is present. The Chair of the Planning Council will appoint a chair of the Ad Hoc Committee.

6.5 Chairs of both Standing and Ad Hoc Committees shall give a report to the full Planning Council on at least a quarterly basis. The Chair of the parent committee will represent the sub-committee at the Planning Council meetings.

6.6 Minutes. All Standing committees, Ad Hoc committees and subcommittees shall generate approved minutes to be distributed to its members and available to Planning Council members and the public upon request. These minutes will be available for public inspection and photocopying at the Contracted Agency's offices.

Article 7

Meetings, Parliamentary Authority, Observers, Agendas, Minutes

7.1 Robert's Rules of Order (and any subsequent revisions) shall govern Planning Council Meetings whenever applicable and consistent with these Bylaws.

7.2 Parliamentarian. The position of Parliamentarian shall be a voluntary or stipend one appointed by the Chair with the majority approval of the Council. The parliamentarian can be, but is not required to be, a member of the Council. The Parliamentarian shall not be afforded officer status or voting rights unless such rights are granted to them by virtue of their Planning Council membership. It is the responsibility of the Parliamentarian to ensure that the Planning Council meetings are conducted in an orderly fashion and in accordance with the aforementioned Robert's Rules of Order.

7.3 Agenda. The Chair shall create, or cause to be created, the agenda prior to any given Planning Council meeting. Such agenda shall include topics developed by the Executive Committee, individual Council members and the public at large. Any items to be listed on the agenda shall be received no later than five working days prior to any given Planning Council meeting. Any unforeseen business, not on the agenda, can be discussed under "New Business" or the Chair, with majority approval from the Planning Council, can request a change of agenda at any time during a meeting.

7.4 Meeting frequency. Meetings will be scheduled to take place every month. The Planning Council meetings will take place a minimum of ten times/year. Meetings will take place at the location announced by publication in accordance with these Bylaws.

- 7.5 Virtual Meetings.** A member of the Planning Council, Executive Committee or committee may attend a meeting via interactive telephone, Internet, satellite audio or video conferencing or any other technology that enables all participants to be clearly audible to one another.
- A Planning Councilmember attending remotely participates in the entire discussion item prior to voting on an issue. A member participating remotely may participate in an executive session.
- 7.6 Observers.** Observers are welcome to attend all regularly scheduled Planning Council meetings. Observers shall not interfere with the regularly scheduled business of the Council. Any interference shall be subject to expulsion from the meeting. Observers may participate in committee meetings, in accordance with the committee's operating policies and procedures, and their input will become part of the committee minutes and potentially the committee report to the full Planning Council and thereby available to all Planning Council members.
- 7.7 Public Testimony.** Observers wishing to participate in the Planning Council meeting may do so under the "Public Testimony" part of the agenda. Public Testimony will take place near the beginning of the meeting or at the discretion of the Chair. Anyone wishing to give public testimony must inform the Chair or Planning Council staff before the beginning of the meeting. Public testimony will be limited to three (3) minutes per person or five (5) minutes per individual when representing a group or organization. Planning Council members wishing to give public testimony cannot do so as a representative of the Planning Council.
- 7.8 Guest Speakers.** From time to time the Chair may invite a guest speaker with expertise in a particular area consistent with the Planning Council's mandates and address a topic relevant to the Planning Council's role, work or future. This guest speaker can be put on the agenda or included under any routine agenda item.
- 7.9 Special meetings.** Special meetings of the Council may be called at any time by the Chair of the Planning Council or on the request of twenty-five percent (25%) of the seated members of the Planning Council. Any such request for a special meeting of the Planning Council shall state the purpose(s) for which the meeting is being called, the agenda of the meeting shall be limited to these purpose(s).
- 7.10 Emergency meetings.** Emergency meetings of the Planning Council may be called at any time by the Chair of the Council, the Chief Elected Official, and/or in accordance with the responsibility of the officers as stipulated in the Bylaws. The request for an Emergency meeting shall state the purpose(s) for that meeting and the agenda of the meeting shall be limited to these purpose(s).
- 7.11 Notice of regular meetings.** Notice of the time, place and agenda of any regular or special meeting of the Council shall be sent to each member at their last known email address and shall be sent not less than five (5) days prior to the scheduling for that meeting.
- 7.12 Notice of emergency meetings.** Notice of the time, place and purposes of any emergency meeting of the Council shall be telephoned to each member at their last known telephone number at least forty-eight (48) hours prior to the scheduling of the meeting. In lieu of telephone, e-mail, fax or overnight mail delivery may be used.
- 7.13 Calendar and announcements of meetings.** The Secretary shall create, or cause to be created, a calendar with the dates of Planning Council meetings. This calendar is subject to Council approval. The calendar should be periodically published on the EMA website. As part of the calendar, it will state that individuals can call the Planning Council Offices for the specific agenda for any given meeting. It will also state that should the public wish to participate in the Planning Council meeting, they must make a request to give public testimony as described in paragraph 7.6 above.
- 7.14 Quorum.** A quorum of the Council shall be established with a simple majority of the Council's membership (More than 50% of the eligible voting members present). Once a quorum is present at any meeting, the Council may proceed to transact all business. Except for the Chair, all members of the Planning Council who are present may vote on any matter before the Council, except as otherwise provided in these Bylaws.
- 7.15 Majority.** A matter must receive a simple majority of the votes of those present and voting in order to pass. A simple majority shall be more than 50% of the eligible members present and voting within a quorum of Planning Council members seated as required above in order to pass. Any act of a simple majority of the Council members present and voting at a meeting shall constitute the official action of the Council. In the event of a tie, the Chair may cast the deciding vote.

7.16 Minutes. Meetings will routinely be recorded to assist in the preparation of detailed meeting minutes. Minutes will be sent to all members for their review at least five (5) days prior to the next regularly scheduled meeting. Any member wishing to change, add or propose a correction to the minutes shall either submit such proposed changes, additions, or corrections in writing to the Project Manager or verbally at the time of their approval at the next regularly scheduled meeting. The minutes of the meeting will be formally approved, by vote, at the next regularly scheduled meeting during which a quorum is present. Once approved, the Chair of the Planning Council will be asked to certify the accuracy of the minutes with their signature. All Council minutes are available for public inspection and copying at the Contracted Agency's offices.

Any Planning Council member may request that the recording of the proceedings of any meeting be transcribed if approved by a majority vote of either the Planning Council or Executive Committee with a quorum present.

Article 8 Budget

8.1 Introduction. Each year an official Planning Council budget shall be adopted by the Planning Council membership and submitted to the Chief Elected Official and prepared in accordance with the following procedure.

8.2 Personnel. The Contracted Agency shall review/evaluate all staff and their performance. The Executive Committee shall provide comment with regard to their interaction with the Executive Committee, Committee Chairs and the Planning Council as a whole. The Contracted Agency will determine inflationary pay raises and merit pay raises for all staff for the coming fiscal year. This activity should take place before March.

8.3 Finance. The Treasurer shall assist in the preparation a detailed budget with narrative. The budget shall outline the anticipated expenses of the Planning Council for the coming fiscal year, including operating expenses, cost of office space, and supplies, as well as all staff salaries.

8.4 Executive Committee. The Treasurer shall present the draft budget to the Executive Committee at their March meeting. The Executive Committee shall either recommend the proposed budget for adoption (with or without amendments) by a majority vote with a quorum seated. Or they will ask the Treasurer to prepare a revised budget for resubmission to the Executive Committee and the Recipient within the next 30 days.

8.5 Full Planning Council. When the Executive Committee is in receipt of a budget that it can recommend (either with or without minimal amendments), the proposed budget will be presented to the full Planning Council for consideration, discussion and adoption. The final budget will then be submitted to the Chief Elected Official for implementation.

8.6 The Chief Elected Official. The CEO may either accept said budget as presented or reject it as excessive, deficient or otherwise unacceptable. Should the CEO reject the proposed budget, they must notify the Contracted Agency and the Treasurer in writing listing any areas which are deemed excessive, deficient or otherwise unacceptable and include recommendations and suggestions on a revised budget not more than 14 days after its approval by the full Planning Council. The Executive Committee shall then make such amendments or modifications as necessary for the acceptance by the CEO within 14 days of receipt of their written rejection and re-submit the budget to the Executive Committee. The Executive Committee will recommend its adoption to the Planning Council. Upon approval of the Planning Council the budget will be resubmitted to the CEO for implementation.

Article 9 Conflict of Interest

9.1 Introduction. Planning Council members, including but not limited to committee members, sub-committee members, staff members, consultants and sub-contractors to the Planning Council are prohibited from using their involvement, relationship and/or influences, whether actual or perceived for personal, organizational or professional gain, whether direct or fiduciary. Such actions shall and will be construed as Conflict of Interest.

9.2 Acceptance of profit/income. Additionally, none of the income or any net earnings of the Planning Council shall inure to the profit of, or be distributed to, Council members by virtue of their positions on the Planning Council. Nor shall they accept said income, earnings or profit by virtue of their position as a Director, Trustee, officer or any other person of any institution or entity receiving funds under the Ryan White HIV/AIDS Treatment Extension Act of 2009, other than accepting funds duly allocated by the Recipient on behalf of and distributed to their institution or entity.

9.3 Abstaining from voting. Any member with a vested interest in the outcome of policies or procedures to be discussed and voted upon shall abstain from that particular vote. While members may take part in discussions as a whole, they may not vote or otherwise participate in deliberations, except in response to direct questions that come before the Council or committee.

9.4 Self-disclosure of Conflict. All Planning Council members are required to complete the Disclosure Statement in Appendix B and update it promptly upon any change of affiliation. It is incumbent upon Council or Committee members to self-disclose any conflict, and abstain from voting on action(s) to be taken. Such disclosure will be recorded in the official Council minutes.

9.5 Reporting a Conflict of Interest. If a member feels that they have witnessed a situation that presents a question of conflict of interest, they should approach the Chair and the member in question to discuss it with them. The Chair will make a decision on how to proceed or rectify the situation and may decide to refer the matter to the Executive Committee. Alternatively, any Planning Council member or member of the public, through public testimony, may raise the question of a perceived conflict of interest on the part of another member. In such cases, the Executive Committee shall investigate said conflict and report back to the Council.

9.6 Investigation of a Conflict of Interest. The Executive Committee shall, upon the request of any Council member(s), investigate and make recommendations to the Planning Council concerning any Council member's Conflict of Interest or appearance thereof. The final determination of whether a true conflict exists shall be accomplished by a majority vote with a quorum seated. Any member found to be in conflict by the Executive Committee under this Article shall not participate in the proposed action in question. If they did participate in the proposed action their vote will be considered null and void.

9.7 Planning Council's Policy. The Planning Council has adopted a Conflict of Interest Policy. A summary of that policy follows:

Conflict of Interest: It is the policy of the Newark EMA HIV Health Services Planning Council that any voting member (of the full Planning Council or any of the Council's Committee) who also serves as a Director, Trustee, or salaried employee, or otherwise materially benefits from association with any agency which may seek Ryan White Part A funds is deemed to have an "interest" in said agency or agencies. This member may not vote on an issue directly related to the organization, and in some cases, even the work it undertakes or the geographic area it serves. Additionally, they may not vote regarding the allocation or prioritization of any service categories for their county/region. This policy shall not be construed as preventing any member of the Council from full participation in discussion and debate about community needs, service priorities, allocation of funds to broad service categories, and the processes for the 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 in the EMA when such matters are under deliberation. All members of the council are expected to assist in keeping the Council focused on directing funds to meet the needs of individuals affected by the HIV epidemic in the most expeditious manner possible without undue regard to the benefit to specific agencies or programs.

Article 10 Grievance Procedures

10.1 The Newark EMA HIV Health Services Planning Council has a detailed Grievance Procedure, which is available upon request. A summary of the policy follows.

10.2 Eligible Grievants. The following affected parties may file a grievance:

- Funded providers who are receiving Ryan White funding.
- Non-funded providers who are eligible to receive Ryan White funding.
- Consumer groups/PLWHA, coalitions, caucuses.
- Other individuals or groups that may be affected by the Ryan White HIV/AIDS Treatment Extension Act of 2009 request for proposals selection and awards process, disbursement process and/or Council process.

10.3 The following types of Grievances may be filed:

- Deviations from an established, written priority setting or resource allocation process (e.g. failure to follow established conflict of interest procedures).
- Deviations from an established, written process for any subsequent changes to priorities or allocations. (the process of assigning funding allocation percentages to previously determined priorities.)
- The process of ranking of service priorities within the EMA.

10.4 Time. The grievant has ten (10) working days' time in which to challenge a decision or document released to the public domain.

10.5 Intake. The Project Manager will serve as the "Intake Person".

10.6 The rules, policies and procedures surrounding the remaining grievance procedure (including non-binding facilitation, non-binding mediation, and binding arbitration) are described in the said mentioned policy, which is available upon request.

**Article 11
Code of Ethics**

11.1 Introduction. All Planning Council members, including Standing Committee, Subcommittee and Ad Hoc Committee members, staff members, consultants, sub-contractors and volunteers to the Planning Council shall adhere to the Newark EMA HIV Health Services Planning Council Code of Ethics and Standards of Conduct.

**Article 12
Office and Planning Council Staff**

12.1 Office. The principal office of the Planning Council shall be determined by the Contracted Agency. This office will be located within the Newark Eligible Metropolitan Area (NEMA)

12.2 Project Manager. The Project Manager shall be an employee of the Contracted Agency. The Project Manager shall direct the overall operations of the Planning Council and implement its policies. The Project Manager shall also perform such duties as may be requested from time to time by the Planning Council. The Project Manager shall report to the Director of the Contracted Agency and the Chair of the Planning Council.

12.3 Staff. The Project Manager shall be responsible for the organization and management of sufficient professional and other staff to accomplish the functions of the Planning Council, subject to the guidance and budget approved by the Planning Council. The Project Manager will be expected to give a report, on behalf of all staff, to the Planning Council at each regular meeting summarizing work undertaken since the previous report.

12.4 Personnel policies. Policies and procedure for the selection, salary, promotion and discharge of staff shall be set by the Contracted Agency.

12.5 Responsibilities. The staff of the Contracted Agency shall be responsible for supporting the Planning Council and its Committees, compiling agendas for each meeting, keeping the minutes for all meetings, coordinating the priority setting, strategic planning and evaluation. Records should be held for seven years. Staff will also ensure that the Planning Council undertake all of its mandates under the Ryan White HIV/AIDS Treatment Extension Act of 2009 and monitor the work of the Planning Council. Staff will also be responsible for liaising with the Recipient, particularly in preparation for submission of the annual Part A application to HRSA by the Recipient.

**Article 13
Validity of Acts**

13.1 Improper participation. No act by the Planning Council or any Planning Council Committee shall be invalid by reason of the improper participation/vote of any member unless the improper participation/vote has acted as a swing vote, in effect, creating a majority vote by one. In such a case, such an act shall become invalid and a subsequent deliberation and vote shall be conducted at the next regularly scheduled meeting.

13.2 Votes when a quorum is NOT present. Any act by the Council or a Committee which has been taken at a meeting at which a quorum has not been established shall be considered an act by the "Committee of the Whole". The discussion shall be summarized, opened for further discussion and vote at the next regularly scheduled meeting at which a true quorum is present.

Article14

Bylaws

- 14.1 Amendments.** These Bylaws may be amended from time to time by a vote of the majority of the voting members of the Council at any meeting at which a quorum is present. Members of the Planning Council must have been sent written notice of the proposed amendment(s) at least five days prior to the date of the meeting at which such amendment(s) is/are to be considered. Amendments or additions to the Bylaws will be referred to the Bylaws Committee for specific incorporation into the Bylaws document.
- 14.2 Invalidity of Provisions.** In the event any provision hereof conflicts with the provision of the Act or is declared to be invalid by a court of competent jurisdiction, such provision shall be deemed stricken from said Bylaws. The remainder of these Bylaws shall be in full force and effect without regard to such invalid provision.
- 14.3 Notification.** Any such amendment or modification to these Bylaws, if duly approved by the full Planning Council, shall be considered part of the official Bylaws of the Newark EMA HIV Health Services Planning Council. All amendments and modifications shall be sent to the Chief Elected Official who is invited to review such changes as to their legality and conformity with the Ryan White HIV/AIDS Treatment Extension Act of 2009 and the U.S. District Court decision in Russell et al versus The City of Newark, et al.