



By-Laws of the Area 15 HIV/AIDS Comprehensive Planning Network

ARTICLE 1 - NAME OF GROUP AND OFFICES

SECTION 1: The name of the network shall be the “Area 15 HIV/AIDS Comprehensive Planning Network”, hereinafter referred to as the “Network”.

SECTION 2: The areas served will be Indian River, Martin, Okeechobee, and St. Lucie Counties, Florida.

SECTION 3: The location of the lead agency for the Area 15 HIV/AIDS Comprehensive Planning Network shall be the ***Florida Department of Health in St. Lucie County***.

ARTICLE 2 - MISSION

To facilitate and coordinate the HIV planning process and to assist the Florida Department of Health (DOH) in St Lucie County, Lead Agency, in developing, writing, monitoring, revising, evaluating and promoting the Integrated HIV Prevention and Care Plan for AREA 15, serving Indian River, Martin, Okeechobee, and St Lucie counties.

ARTICLE 3 - ROLES AND RESPONSIBILITIES OF THE LEAD AGENCY AND CONSORTIA

SECTION 1: The ***Area 15 Program Office will serve*** as the technical advisor to the Network on behalf of the DOH, Bureau of HIV/AIDS, ensures that funds are appropriately applied in accordance with state mandated priorities and monitors that the consortium meets state mandated requirements.

The Lead Agency serves as the fiscal conduit and data coordinator for Part B funded providers within the Network. Develop with the network the local integrated care and prevention plans. Provide administrative support to the network. Maintain consortia files through contracted provider. Ensure technical assistance resource materials are available to network members. Organize network mailings. Provides staff support to the Network (minutes, meeting notices, mailings, and client satisfaction surveys), maintains Network files and provides financial and service utilization reports to the Network through contracted provider. Establishes and maintains consortia structure to include committees, officers to carry out Network business, election of officers, and maintenance of By-laws.

ARTICLE 4 - POLICIES

SECTION 1: Order of Business

Robert’s Rules of Order shall be used to ensure order at all meetings.

By-Laws of the Area 15 HIV/AIDS Comprehensive Planning Network

SECTION 2: Quorum

A quorum for the Network meetings shall consist of no less than 25% of the Network membership.

SECTION 3: Confidentiality

Access to information held in health records is governed by state and federal laws, which also require that such information be held confidential. The Network, members, prospective members, and guests shall protect the identification of clients and the nature of services provided, including HIV testing, from disclosure, except as permitted in the performance of referrals to other agencies for client care and as required by state and federal reporting requirements. Violation of confidentiality requirements by a member shall result in permanent termination from the Network. Violation of confidentiality requirements by a non-member whether prospective member or guest, shall result in the denial of membership, should such membership be sought, as well as in the denial of access to future meetings. All members shall review and update their disclosure forms annually or as otherwise precipitated by material change in employment, fiduciary, financial or other relevant interest or status.

SECTION 3.1: Conflict of Interest

Conflict of interest occurs when a member of the Network has a direct or indirect fiduciary interest in or relationship to (including but not limited to ownership, employment, contractual, creditor or consultative relationship; or to Board or staff membership in) a business, organization, program or other entity and (1) the Network has a direct financial, contractual or other recognized relationship with the such entity, (2) such entity is the direct or indirect subject of a decision by the Network, and/or (3) a member uses threats or coercion to influence the conduct of the Network.

SECTION 3.2: Regulation of Conflict of Interest

Members shall be provided with applicable local, state and federal rules governing conflict of interest. Any member shall be mandatorily excused and shall not vote on any matter in which they have an actual, disclosed or determined conflict of interest. Abstaining persons may be counted toward the quorum for meetings and may participate in discussions. The Executive Committee shall oversee all matters relating to conflicts of interest. Members who refuse or fail to comply with the conflict of interest provision shall be subject to immediate termination from the Network.

SECTION 4: Grievances

At least one of the following basic criteria must meet the form and basis of the grievance which is being filed (Not all grievances shall be shared at meetings):

Criteria 1. Alleged deviations from the established by-laws (such as failure to follow established conflict-of interest rules).

By-Laws of the Area 15 HIV/AIDS Comprehensive Planning Network

Criteria 2. Inconsistency with the findings of the locally published Needs Assessment or Integrated Care and Prevention Plan for HIV/AIDS Services in Area 15.

Grievances filed merely on the basis of dissatisfaction with the outcome of a Network decision/vote will not be accepted.

[Grievances about service providers' performance, clients' complaints, problems with DOH and other matters outside the aegis of the Network shall be pursued elsewhere, utilizing the grievance procedures of the designated lead agency].

A written grievance or complaint shall be submitted to Consortia Liaison and a written acknowledgement of receipt shall be within 5 working days. The grievance shall be brought to the next scheduled Executive Committee meeting for review and resolution. The Executive Committee shall meet with the complainant with the goal of rectifying the situation in a mutually satisfactory way

SECTION 5: Personal Liability

The members and officers of the Network shall not be personally liable for debts, liabilities, or other obligations of the Network. No individual member shall, by reason of his or her performance on behalf of the Network or any duty, function, or activity required, or authorized to be undertaken by the Network, be liable for the payment of damages under the law of the United States or any state (or political subdivision of the state) if the member himself or herself believed he/she was acting within the scope of his or her duty, function or activity of a member, with respect to such performance, acted without gross negligence or malice toward any person affected by it.

SECTION 6: Voucher

Consumers who are not compensated/reimbursed by their employer may receive a voucher for attending Consortia related meetings and trainings. Prior written approval and delegation by the Area 15 Lead Agency Program Office is required if an individual is requesting a voucher for participation in other Special Functions of the Network including attendance at other community meetings related to Network business.

[All REQUESTS FOR A VOUCHER MUST FOLLOW THE FLORIDA DEPARTMENT OF HEALTH TRAVEL POLICIES AND STATUTORY GUIDELINES].

SECTION 7: Amendments to Bylaws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority vote of Network members present at a Network meeting. Written notice post marked at least ten (10) business days prior to the next Network meeting, via mail and electronic mail setting forth the proposed action will be given to the members. Amendments and revisions will be accepted upon approval of a 2/3 (two-thirds)

By-Laws of the Area 15 HIV/AIDS Comprehensive Planning Network

majority vote of the Network members when a quorum is present. Lead Agency staff is authorized to correct article and section designations, punctuation, and cross references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Network in connection with keeping the By-Laws grammatically correct.

ARTICLE 5 - CONSORTIUM MEMBERSHIP

SECTION 1: It shall be the policy of the Network to recruit and retain persons from all represented geographic service areas, infected and affected population groups and various fields of expertise, including people who have an active interest in the care of persons living with HIV/AIDS.

SECTION 2: The Network shall be open to any individual residing or working in Indian River, Martin, Okeechobee, or St. Lucie counties who demonstrates affirmative interest and concern to improve the health and social welfare of people living with HIV/AIDS.

SECTION 3: In order for any membership to be granted, the prospective member must complete and submit the following to the Lead Agency through the contracted provider:

Once the Lead Agency receives the application, they will review the application, ensure completeness, and forward it to the Executive Committee.

Each new member shall complete orientation as conducted in collaboration with the Lead Agency and the Membership and Public Relations Committee within 90 days of application approval.

SECTION 4: Duties and Responsibilities *of Members*

Members agree to (a) participate actively on at least one Network committee. To continue as an active voting member with the Network, members must attend at a minimum, 4 Committee meetings and 4 Quarterly General Body Meetings and attend at least 4 committees per year. On-Call Special Meetings to be held for discussion of events/outreach. Prior to removal from the Network, members will receive a warning letter concerning removal due to lack of participation. Extenuating Circumstances influencing a member's participation will be addressed by the Executive Committee prior to final notification of removal from the Network. All resignations should be submitted in writing to the Lead Agency.

ARTICLE 6 – CONDUCT

Disrespectful, discourteous, and unprofessional behavior towards a consortium member or guest shall not be tolerated. Such behavior shall be grounds for terminating Network membership.

By-Laws of the Area 15 HIV/AIDS Comprehensive Planning Network

A. The Executive Committee will be responsible for terminating an individual from membership for individual member behavioral or competency problems. Reasons for termination include undue and persistent anger and personal attacks within meeting discussions; intimidation or threatening of members during meeting discussions; unproductive and persistent disruption of meeting agendas; and, continual obstruction of meeting processes resulting in an inability to fulfill meeting goals and outcomes.

B. The process for terminating an individual Network member for behavioral/competency problems consist of the following steps:

1st Occurrence: A written warning from the Executive Committee shall be provided to the individual member outlining the behavior or competency incident. The written warning will state that if another incident occurs the individual member will be terminated from the Network.

2nd Occurrence: The second occurrence shall result in termination of the individual from Network membership. Membership termination shall be indicated to the individual member through a return receipt letter signed by the Network Chair.

[The Executive Committee reserves the right to accelerate the above process if the severity of the behavior warrants].

ARTICLE 7 - OFFICERS OF THE NETWORK

SECTION 1: The officers of the Network shall be Co-chairs.

SECTION 2: The officers of the Network shall be elected annually by the members at the Annual Meeting and assume office at that time. The term of office shall be for two (2) years. If someone is an officer for six months or longer, that will constitute a full term. Each officer shall hold office until his/her successor is duly elected. If at any time during the election process a tie vote exists between two members running for the same position the Lead agency at its discretion will resolve the tie breaker through a fair mechanism.

SECTION 3: An individual may only be nominated and elected into one office per term. In order to be nominated and elected as an officer, an individual must have been a member for a minimum of 1 year.

SECTION 4: The duties of the officers of the Network are as follows:

SECTION 4: The duties of the officers of the Network are as follows:

A. Co-Chair: The Care and Prevention Co-chairs shall preside at all meetings of the general membership and the Executive Committee. The Co-chairs, or designee, shall represent the

By-Laws of the Area 15 HIV/AIDS Comprehensive Planning Network

Network at other health and HIV-related planning and policy groups, and shall foster cooperative and collaborative planning efforts through appropriate external community planning groups.

B. Co-chair: The Co-chair shall serve in the absence of the Co-chairs. This designee shall perform all powers and duties of the office. In the event the office of Co-chair is vacant, the Co-chair shall serve the unexpired term of the Co-chair. He/she shall perform such duties as may be prescribed by the Co-chairs or the Executive Committee.

C. Secretary: The Secretary shall be responsible for participating in the distribution of materials for members present at the general meetings and such duties as may be prescribed by the President or the Executive Committee. It is the responsibility of each co-chair to take minutes. The Secretary shall also act as the Sargent at Arms.

ARTICLE 8 - MEETINGS

SECTION 1: The Network shall meet Four (4) Quarterly times a year unless otherwise specified.

SECTION 2: The Executive Committee shall meet every other month unless an emergency. A quorum for Executive Committee meetings shall consist of a majority of the Executive Committee members.

SECTION 3: Network committee meetings shall meet no less frequently than eight (8) times a year. A quorum for committee meetings shall consist of a majority of the committee members.

SECTION 4: The Annual Meeting of the Network shall be held in March of each year, or as determined by the members.

SECTION 5: All business meetings of the Network shall be open to the public.

SECTION 6: Special meetings of the Network may be called by the Co-chairs or by one-third (1/3) or more of the Network members. Members shall receive at least forty-eight (48) hours' notice prior to the meeting and said notice shall specify the nature of any and all business to be conducted at the meeting.

SECTION 7: A quorum for the Network meetings shall consist of no less than 25% of the eligible Network members that are present physically or electronically. A vote of the majority

By-Laws of the Area 15 HIV/AIDS Comprehensive Planning Network

of such quorum shall serve to transact any and all business properly coming before such meeting, except if noted otherwise in these bylaws.

SECTION 8: Notices of regular and special Network meetings shall be delivered by mail, fax, telephone, in person, electronic mail, social media, or published in local newspapers under the heading of 'public announcements' prior to the meeting.

ARTICLE 9 - COMMITTEES

SECTION 1: There shall be an **Executive Committee** consisting of the elected officers of the Network, and all standing committee chairs. The Executive Committee will be responsible for reviewing and resolving grievances pertaining to Network activities only as defined in Article IV, Section 4 of these Bylaws. The Executive Committee will be responsible for reviewing the lead agency's financial statements for recommendations to the Network and approving committee motions and forwarding to Network. The President of the Network is the Chair and the Vice President of the Network is the Vice Chair of the Executive Committee.

SECTION 2: There shall be a **Membership and Public Relations Committee** chaired by a Network member and having a member of the committee serve as vice chair. This committee shall actively seek qualified members for the Network. The Membership Committee will also monitor membership attendance as required by the current NETWORK By-Laws. This committee shall also be responsible for (1) providing education, orientation, and mentoring of all new Network members and (2) providing community education about the roles and responsibilities of the Network.

SECTION 3: There shall be an **Evaluation and Quality Assurance Committee** chaired by a Network member *in collaboration with the Quality Assurance Coordinator* and having a member of the committee serve as vice chair. This Committee will be responsible for leading the development and updating as needed the Area 15 Part B Quality Management Plan. This Committee will also be responsible for fulfilling all tasks related to evaluation and quality assurance as stated in the annual work plan. These activities are done in collaboration with the Planning Committee.

SECTION 4: There shall be a **Planning Committee** chaired by a Network member and having a member of the committee serve as vice chair. This Committee will take the lead in advising and assisting the lead agency in the preparation of the Integrated Care and Prevention Plan and Needs Assessment. This committee will be responsible for oversight of needs assessments, evaluations, and the development of the work plan. These activities are done in collaboration with the Evaluation and Quality Assurance Committee. This committee shall also be responsible for providing community education about the roles and responsibilities of the Network by participating in activities in Area 15.

By-Laws of the Area 15 HIV/AIDS Comprehensive Planning Network

SECTION 5: The Duties of the Committee Co-Chairs include but are not limited to the following: developing an agenda for all committee members, facilitating the committee in developing and maintaining annual committee work plans, making committee reports to the Executive Committee and Network, facilitating the committee in drafting clear and effective motions for presentation and discussion at the Executive Committee and Network meetings, contacting and supporting committee members to encourage full participation at all committee meetings and activities, ensuring that Robert's Rules and the NETWORK Ground Rules are followed. Committee chairs should make every effort to handle behavior or competency issues before they become the responsibility of the Executive Committee. If the issue cannot be rectified, then the issue will be presented to the Executive Committee for resolution.

The Duties of the vice-chair are to fulfill any and all of the duties listed above in the absence of the committee Chair. The vice-chair is responsible for assuring complete and accurate committee attendance records are maintained for each committee meeting and is responsible for forwarding these records directly to the Lead Agency.

ARTICLE 10 - STATE REPRESENTATIVE FOR PATIENT CARE AND PREVENTION (FCPN)

SECTION 1: The NETWORK members will nominate and elect 1 Patient Care and 1 Prevention Network member and 1 alternate for each as the state representative. The nominee's applications and letter will be submitted to the Lead Agency through the contracted provider. The term for each representative shall match the statewide By-Laws. Qualifications will include:

- Maintain Active membership status
- Letter of Nomination from NETWORK Co-Chairs
- Copy of Nominee Resume (Optional)
- Completed FCPN Professional Disclosure
- Completed Conflict of Interest Form
- Completed FCPN Nominee Selection Form

Nominees will submit the above information to the Lead Agency through the contracted provider for review prior to elections by the NETWORK. Lead Agency will forward to Tallahassee for selection process.

Removal procedures will follow the removal procedures stated above in Article V, Section 1 and 2.

The selected representative and alternate will be expected to follow the rules of professional conduct as outlined by the FCPN and which will be mirrored by the NETWORK.

By-Laws of the Area 15 HIV/AIDS Comprehensive Planning Network

SECTION 2: Replacement of Member

Failure to participate without notification will be cause for removal. In the event that an area seat has NO representation (representative or alternate) for two (2) consecutive meetings, that seat will be considered vacant.

SECTION 3: Duties & Responsibilities

All representatives (or their alternates) are expected to attend all face-to-face meetings or other meetings as convened by the HIV/AIDS Section. All representatives and alternates are expected to be involved in their local planning bodies or Part B Network/Part A Planning Councils and attend such meetings providing updates of the FCPN activities.

Representatives and alternates must sign up for and participate in at least one (1) committee. Failure to sign up for committee assignments may result in representatives and alternates being appointed to committees by the Co-Chairs. The representative must notify the planning support provider if they or their alternate are unable to participate in ANY meeting, whether face-to-face, scheduled webinar, or committee call via e-mail.

The Co-Chair elections will occur at three-year intervals at the fall meeting. For the sake of continuity, the Patient Care Co-Chair election will take place in odd numbered years, Prevention Co-Chair election will take place in even numbered years for a two-year term. Nominations will be communicated to eligible voting members and elections will be held the next business day. In the event there is only one nomination, that person will be elected by application. The new Co-Chair will take office beginning the next business day. Should the Co-Chair resign during their term, a replacement will be selected at the next regularly scheduled meeting. In the event the Co-Chair cannot make a meeting; the seated members will select a sit in (alternate) for that meeting only.

SECTION 4: Term Limits

Co-Chairs may not serve more than two consecutive two-year terms.

SECTION 5: Parliamentary Authority

It is the goal of the Network to operate and make decisions by consensus, Robert's Rules of Order will be invoked as necessary to conduct business in an orderly fashion. Co-Chairs, members and guests are expected to conduct themselves in a manner that is professional and courteous.

Revised: 2/23/16, 5/04/18, 8/09/18, 09/13/18, 07/11/19, 11/05/20, 3/23/21