

Boston EMA Ryan White Part A HIV Health Services Planning Council



Bylaws of the Planning Council

Last Updated March 2026

Disclaimer: The Planning Council is currently working on amending its Standard Operating Procedure Manual to accompany these Bylaws. Please contact Planning Council Support at pcs@bphc.org with any questions regarding Standard Operating Procedures of the Council.

Article 1—Name

The name of this organization shall be the Boston EMA Ryan White HIV Health Services Planning Council, hereinafter referred to as the Planning Council.

Article 2—Area

The Boston Eligible Metropolitan Area (EMA) has been designated by the Health Resources and Services Administration (HRSA) for the eligibility for Ryan White Part A funding to be comprised of the following ten (10) counties: Massachusetts counties of Bristol, Essex, Middlesex, Norfolk, Plymouth, Suffolk, and Worcester, New Hampshire Counties of Hillsborough, Rockingham and Strafford.

Article 3—Mission and Duties

The mission of the Planning Council is to improve the quality of the lives of people living with HIV within the EMA. The Planning Council will achieve its mission by responding to the existing and emerging needs of people living with HIV. The Planning Council will support and encourage a range of culturally appropriate health and social services. Additionally, the Planning Council responds to the changing face of the epidemic with regard to all affected sub-populations and impacted regions within the EMA.

The Planning Council will accomplish its mission by meeting the following duties:

1. Executing all council responsibilities and operations, including establishing policies and procedures, and defining membership tasks.
2. Establishing priorities for the allocation of funds from the Ryan White HIV/AIDS Treatment Extension Act of 2009, hereinafter referred to as the Ryan White Care Act, in the Boston EMA.
3. Executing needs assessment activities to identify current available services and unmet service needs of individuals with HIV/AIDS and their caregivers.
4. Conducting evaluation activities to determine the efficiency of the Administrative Mechanism, the effectiveness of planning activities, and the effectiveness of care strategies.

5. Communicating directives to the recipient that reflect the best ways to meet priorities in the EMA. The directives shall be informed by several data sources, including epidemiological data and information from state and local partners.
6. In collaboration with local partners, developing a comprehensive plan for the organization and delivery of HIV/AIDS services that is in concert with existing state and local plans regarding the provision of services to people living with HIV and their caregivers.
7. Working in tandem with the Boston Public Health Commission (BPHC), hereinafter referred to as the recipient, to meet all deliverables outlined by the Ryan White Act, and regulations or policies of the federal partner HRSA.

In the event of a conflict between these Bylaws and the terms and revisions of the Ryan White Care Act, the Ryan White Care Act shall supersede these Bylaws.

Article 4—Membership

Section 4.1 Composition

The volunteer membership of the Planning Council shall be comprised of members of affected communities (including people living with HIV, 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), non-elected community leaders, representatives of recently incarcerated people living with HIV, and unaffiliated consumers. The Ryan White Care Act legislation mandates that no less than thirty-three percent (33%) of the planning council membership shall be people living with HIV in the EMA, each of whom is not an employee, paid contractor, or board member of an entity that receives Part A funding and defines those individuals as “unaffiliated” or “unaligned” consumers.

Planning Council Support staff (PCS) shall maintain records of a member’s status as an unaligned consumer. At the start of each council year, unaligned consumers will be required to complete a form indicating the type of Part A services they receive, where they receive the services, and declare that they are not an employee, board member, or otherwise financially connected to a Part A-funded agency in the Boston EMA.

The council shall reflect the local HIV epidemic and shall fill mandated seats as described in Public Health Service Act (PHSA) 2602 (b) (2). Planning Council membership shall include, but not be limited to, representatives from the following 15 Membership Categories:

1. Health care providers, including Federally Qualified Health Centers (FQHCs)

2. Community-based organizations serving affected populations and AIDS service organizations (ASOs)
3. Social service providers, including housing and homeless service providers
4. Mental health providers
5. Substance use disorder providers
6. Local public health agencies
7. Hospital planning agencies or health care planning agencies
8. Affected communities (consumers, including people living with HIV, and historically underserved groups and sub-populations)
9. Non-elected community leaders
10. State Medicaid agency (Office of Medicaid)
11. Part B of Ryan White HIV/AIDS Program (Department of Public Health)
12. Part C of Ryan White HIV/AIDS Program
13. Part D of Ryan White HIV/AIDS Program, or if none present, representatives of organizations addressing the needs of children, youth, and families with HIV
14. Part F of Ryan White HIV/AIDS Program, especially a dental representative and a New England AIDS Education & Training representative
15. Formerly incarcerated people living with HIV and/or their representatives

The Planning Council shall be composed of members experienced in the delivery and receipt of HIV/AIDS health or human services, and in accordance with the specific representation requirements of the Ryan White Care Act.

The Planning Council shall consist of a minimum of twenty-five (25) members, with a target level of forty-five (45) members that may be increased up to a maximum of 50 members if necessary in order to achieve or improve the demographic reflectiveness of the EMA, including mandated seats. Not less than one (1) representative shall represent each of the counties in the Boston EMA. The composition of the council shall ensure equitable geographic and demographic representation of populations affected by HIV/AIDS in the EMA. No more than ten percent (10%) of the membership shall be employed full-time by any one (1) municipal or state government or provider. No more than forty-nine percent (49%) of the membership shall be providers of HIV-related services who receive funds under Part A of the Ryan White Act. In addition, the following five entities shall each have one (1) member representative on the Planning Council; all of these members shall be exempt from maximum membership terms:

- Office of the CEO of the Planning Council of the Boston EMA (the mayor)
- Boston Public Health Commission (the recipient)
- Massachusetts Department of Public Health
- New Hampshire Department of Health and Human Services
- Representatives of either state's Medicaid office

The recipient member representative on the Planning Council shall not have voting rights.

The Planning Council shall ensure that all members know the Ryan White Care Act's reflectiveness requirements of Planning Council membership. Planning Council members' HIV status shall not be disclosed without the member's written consent. Data supporting the required reflectiveness of the Planning Council membership shall be maintained confidentially by the PCS staff, securely stored in electronic, password-protected, and, when possible, encrypted files. Upon request from HRSA, the PCS staff will release the supporting data to validate that the Planning Council's membership meets the required reflectiveness of the Ryan White Care Act. A vacancy in any of the designated membership categories shall not prevent the Planning Council from conducting business unless the vacancy results in a membership composition that is less than thirty-three percent (33%) unaligned people living with HIV, in which case the vacancy shall be filled within thirty (30) days.

Section 4.2 Member Recruitment

Members of the Consumer Committee will conduct outreach in the EMA throughout the year with the support of PCS. Members will attend events at locations where they are likely to engage and recruit future Planning Council members. The Consumer Committee will also be responsible for developing and approving all recruitment and outreach materials, including visuals, pamphlets, applications, and other materials. All members of the Planning Council shall actively support the recruitment of new members.

In addition, the Consumer Committee, in collaboration with the Membership Representative and PCS, shall be responsible for assisting in orienting and onboarding members and contributing to member training activities.

The Membership Representative, in collaboration with PCS, shall be responsible for promoting the retention of members, collecting satisfaction and feedback information from members, and other tasks related to the appointment and retention of Planning Council members. This representative will have specific directives in the nominations process, including convening a Nominations Group, as described in Section 4.3.

Members of the Planning Council shall be recruited through a well-publicized, open nominations process. The guidelines for this process are included in the applications that are distributed to potential members. Recruitment publicity shall include mailings, posted materials, social media announcements, distribution at public events, and other appropriate means. The Planning Council website, the PCS staff phone number, and email address shall be prominently advertised on all

recruiting documents. In addition to English, recruiting documents shall be available in other non-English languages predominant in the EMA. Applicants and members with disabilities or limitations, whether mobility, visual, or hearing impairment, or other, shall be accommodated to ensure the disability or limitation does not restrict their ability to serve as a Planning Council member. Individuals seeking to serve on the Planning Council shall be required to complete a written or digital membership application. The application shall contain information detailing all aspects of the open nominations process, including rules, regulations, selection criteria, conflict of interest policy, and roles and responsibilities of Planning Council members. The Nominations Group shall review membership applications.

Section 4.3 Membership Nominations

While the Consumer Committee is responsible for guiding the recruitment process, the Nominations process is guided by the Membership Representative and the Nominations Group. The Nominations Group will consist of an anonymous group of eligible members of the Planning Council who will be asked to opt in to participate annually.

Following a publicized application period, Nominations Group members will sit on interview panels for each applicant. A member of PCS will record notes from each interview and will provide these notes and other pertinent information about all applicants.

All members of the Nominations Group will review applications and interview notes during the official nominations meeting. Members will also review target demographics, requirements for mandated seats, and other details related to reflectiveness for Planning Council membership. Each potential candidate, both new and incumbent applicants seeking to be reelected, will be discussed. Members of the Nominations Group will vote on a final roster of candidates that are recommended for the next 24-month session.

The CEO of the EMA is responsible for officially appointing members following an open nominations process. PCS staff will prepare an official memo for the CEO, including the recommended roster and contextual information about the Planning Council and the requirements for membership and reflectiveness. This memo will be delivered to the CEO via the Mayoral Liaison no less than 45 days from the date of the new member orientation. The CEO will approve or deny the roster, and the Mayoral Liaison will send announcements to all applicants via PCS. Those approved candidates will be notified of the new member orientation.

Section 4.4 Membership Term

The Planning Council membership term is twenty-four (24) months. Members are eligible to renew

their membership at the end of a term. Term limits are such that a member may serve for three terms consecutively before stepping away from the Planning Council for at least twelve (12) months. Should a member not complete their current term of 24 months, and wish to reapply in the next term, their term limits would restart. Should a member not reach their maximum three consecutive terms, but step away for at least a year, their term limits would restart.

Term limits may be waived by the Nominations Group if doing so would keep the Planning Council in compliance with mandated reflectiveness. Any individual who is appointed to fulfill a membership term within six (6) months or less of the end of a term, the remainder of the term then in progress, and the following full term shall be considered that individual's first membership term.

The application for Planning Council membership shall clearly state time investment or attendance requirements. These requirements shall be discussed in interviews with prospective members, and all new members shall be asked to sign an agreement that includes a commitment to meet these requirements. The Planning Council shall provide reasonable accommodations to those members who require and request accommodation because of illness or disability.

Section 4.5 Member Code of Conduct

The Member Code of Conduct is to protect all members and public participants and ensure appropriate behavior at Planning Council meetings, committee meetings, and any event in the community where a member is acting in an official capacity as a member of the Planning Council. The Code of Conduct provides a method to ensure that the Planning Council can be productive, open to community input, and respectful of its members and visitors. The Code of Conduct requires members to recognize the authority of the Chair(s) of the meeting and follow directions; not disrupting a meeting or participating in the disruption of a meeting, respecting the confidentiality of others, and not disclosing personal information about any Planning Council or committee member, including HIV status. Violation(s) of the Code of Conduct may result in removal from a meeting or removal from the Planning Council.

Concerns related to any member's safety or privacy should be reported to either the Executive Committee or PCS staff as soon as possible. In any case where a member feels physically unsafe in meetings, those concerns should be brought immediately to the Executive Committee and PCS staff for resolution, which, in the determination of the Executive Committee and PCS staff, may include involvement of appropriate public safety support staff and potentially include temporary or permanent removal from the Planning Council.

A member may petition that another member be removed from the Planning Council on the

grounds of violence, threats, intimidation, or reasonable fear of violence. The person wishing to remove another member will direct their request to the Chair or PCS staff, and the Chair will work with the Executive Committee to identify an appropriate course of action.

Section 4.6 Member Attendance, Resignation, and Removal, including appeals process and Member Vacancies

4.6.1 Member Attendance

The PCS staff and Executive Committee, via the Membership Representative, will monitor member attendance and provide attendance summaries once a month at the Executive Committee meeting. Members are expected to arrive on time to all Planning Council and Committee meetings. A member is considered present if they arrive within the first 30 minutes of the start of the meeting and stay for the duration of the meeting unless otherwise communicated with PCS staff. If a member is over 30 minutes late and does not communicate with PCS, circumstances will be reviewed with PCS and the Executive Committee. Attendance can be in the format most available and appropriate for the member and circumstances, either in person or remotely via teleconference or videoconference. Members who participate remotely are expected to actively participate in the meeting and are eligible to vote on any motions that are offered for a vote.

Members are permitted four (4) excused absences and two (2) unexcused absences, or six (6) absences total during a Planning Council year. A member who accrues a total of three (3) unexcused absences from meetings (Planning Council and/or the member's assigned committee) will receive a warning letter for their absences from the Membership Representative(s) of the Planning Council. Should a member receive a warning letter, the member will be entitled to 30 days in which they may respond to the notice of absence by providing a written explanation of their situation. Members who accrue six (6) absences will risk removal from the Planning Council.

Advance notification and excused absences:

An excused absence includes an illness, pre-planned vacation, conference, other work-related commitment or event, military-related service, bereavement, jury duty, etcetera. Members must communicate with PCS staff at least an hour before the meeting via phone call, text, or email if they will be late or absent, or as soon as possible after the meeting for emergencies. Absences will be considered unexcused until communicated with PCS.

Make up opportunities:

Members are entitled to make up meetings when they are able. When remote meetings are

available, members will have the opportunity to restore up to two (2) absences per term by watching or listening to the recording of the meeting within 30 days and informing PCS staff that they did so.

Removal for non-attendance:

Members who accrue six (6) total absences, whether absences are consecutive or non-consecutive, will risk being discharged from the Planning Council. This will be up to the discretion of the Membership Representative and the Executive Committee. Members who are removed will no longer count towards quorum or be able to vote, but are still able to join public meetings.

Reasonable accommodations:

The Planning Council shall provide reasonable accommodations to those members who require and request accommodation because of illness or disability. Members must communicate with PCS if they need such accommodations.

4.6.2 Member Resignation & Removal

Members who want to resign their Planning Council membership shall communicate their need to resign directly with PCS staff, the Mayoral Liaison to the Planning Council, or the Chair of the Planning Council. Members who resign will receive a letter confirming their resignation.

Members may be removed for failure to meet established attendance requirements, and it is up to the discretion of PCS staff and the Executive Committee. Planning Council members may be removed for another cause by a two-thirds vote of the Executive Committee. Other causes include, but are not limited to, any conduct that would violate the Boston Public Health Commission's anti-discrimination and sexual harassment policies, including but not limited to:

- Violence, threats, intimidation, or reasonable fear of violence;
- Harassment based on age, race, ethnicity, gender, sexual identity, sexual orientation, or other identities as listed in the BPHC anti-discrimination policy and sexual harassment policy;
- Conduct that negatively and directly affects the rights and interests of fellow Planning Council members;
- Conduct that violates the Planning Council Bylaws; or
- Conduct that interferes with the orderly and efficient operations of the Planning Council.

PCS staff shall document violations, including any relevant evaluation or feedback from other Planning Council members. A member in jeopardy of removal shall be issued a formal written

warning from the Mayoral Liaison to the Council. Additional violations that occur after a written formal warning may result in removal. The member will be notified of their removal by a formal letter signed by the Mayor or the Mayoral Liaison and the Planning Council Chair.

Any member previously removed for cause who wants to reapply for membership must complete the full application process, and as part of the process, may be asked to provide an explanation of prior circumstances that led to their removal. The member's term limit would restart, should they reapply and be appointed.

Planning Council members have the right to appeal a decision of removal or to appeal to be reinstated if they have resigned. If removed due to attendance requirements, the member will have up to 30 days to request an appeal. The member must communicate this request to PCS staff, the Membership Representative, or a member of the Executive Committee.

An official appeals meeting will be scheduled within 14 days of the appeal request, comprised of the Chair, the Membership Representative, and the person's assigned Committee Chair. Additional members of the Executive Committee may be requested to participate if scheduling conflicts arise. These members will make a formal recommendation about the person's membership and communicate the decision to the Executive Committee and the Mayor or Mayoral Liaison. A formal letter will be sent from the Mayor or Mayoral Liaison to the person with the decision on membership by the members of the appeals committee.

4.6.3 Member Vacancies

Should a vacancy on the Council result in non-compliance with the legislatively required Mandated Seats or a lack of reflectiveness, the PCS staff, with approval from the Executive Committee, will offer membership positions to applicants who previously sought membership but were not appointed during the most recently completed application period. The Consumer Committee or the Executive Committee may also determine that additional recruitment must be done in order to fill specific membership categories and reflectiveness on the Council. Offers for membership shall be extended to applicants in a manner so that legislatively required Mandated Seats are filled first, to restore compliance with the Ryan White Care Act, with subsequent offers made to achieve reflectiveness.

Any vacancy that jeopardizes the minimum ratio of thirty-three percent (33%) unaligned consumers on the Planning Council must be filled as appropriate, excluding any periods of recess.

Section 4.7 Compensation of Members

All members of the Planning Council shall serve without compensation; however, people living with HIV shall be entitled to reimbursement of reasonable costs associated with travel and childcare to attend Planning Council or committee meetings. This reimbursement policy shall be communicated during New Member Orientation. Members who want reimbursement shall make the PCS staff aware and adhere to the policies and procedures required by the recipient. The recipient shall define and implement policies and procedures for providing travel reimbursement, as well as provide the necessary forms.

Section 4.8 Member Orientation

All Planning Council members will receive comprehensive New Member Orientation within the first ninety (90) days of their appointment. The orientation shall be led by the PCS staff and include guidance and facilitation from guest speakers, subject matter experts, current members, and others on topic matters presented. The recipient and the Mayoral Liaison will attend the orientation. Notice of the training shall be outlined in the membership appointment letter from the CEO. Training information will also be posted on the Planning Council website.

All members will be educated on their role and responsibilities as members of the Planning Council, as well as the separate roles and mutual goals of the Planning Council and the recipient in meeting the responsibilities required of each under the Ryan White Care Act in the EMA. The following topics shall be part of all New Member Orientations:

- History of the Ryan White Program and Ryan White Care Act Legislation
- Overview of the Planning Council, including Priority Setting and Resource Allocation Process
- Overview of the Recipient and the relationship between the Council, PCS, and the Recipient
- Overview of clinical quality management
- Information about support for new members
- Financial assistance available to consumer members of the Council
- Logistics of being on the Planning Council - meeting calendar, location, necessary technology, forms/handouts, etc.

New Member Orientation and ongoing training shall be delivered through guest speakers, webinars, and the development and distribution of print or digital materials. Members will be introduced to the available online resources from HRSA and will be encouraged to use them to enrich their understanding of their responsibility and the role of a Ryan White Planning Council.

Section 4.9 Conflict of Interest

Pursuant to Section 2601(a) of the Ryan White Care Act, the Planning Council may not be

directly involved in the administration of the grant. To comply with this part of the legislation, the Planning Council may not designate (or otherwise be involved in the selection of) particular entities as sub-recipients of a Part A award.

The Planning Council must ensure that decisions concerning service priorities and funding allocations are based upon community and client needs and not on the financial interests of individual service providers or the personal or professional interests of individual planning council members. For the purposes of the Priority Setting and Resource Allocations (PSRA) process:

- If any member has a financial interest, either as an individual or as a fiduciary, in any matter(s), which comes before the Planning Council, they shall disclose such financial interest to the other Planning Council Members in advance of any discussion on such matter(s).
- Planning Council members shall abstain from voting on matters or for specific services if the member or close family members are employed by, serve as consultants for, or are Board members of, or have a financial interest in, or belong to an organization seeking money for that specific service. However, members may freely share their insights and expertise at appropriate times in a non-voting context, such as during data presentations or community input sessions, since all members can benefit from hearing a variety of perspectives and expertise.

Article 5—Meetings, Committees, and Procedures

Section 5.1 General Meetings

The Planning Council shall meet a minimum of once each month, with the exception of summer recess, the exact dates of which will be defined annually. The meetings of the Planning Council shall be open to the public, with the exception of matters handled at the Executive Committee level.

Section 5.2 Notice of Meetings

The time and locations of meetings shall be publicly announced on the Planning Council website and distributed via email, phone call, text message, or other digital format to all members. Meeting announcements shall be made, and the meeting agenda, related materials, and minutes from the previous meeting shall be made available by PCS at least five (5) days prior to the day of the meeting. The agendas and minutes from each meeting, including all committee meetings, will

also be posted to the Planning Council website.

Section 5.3 Parliamentary Procedure

Meetings of the Planning Council shall be governed by Robert's Rules of Order; however, meetings can be conducted casually using commonly accepted rules of courtesy. All members of the Planning Council and its committees will conduct themselves in a manner that is appropriate and courteous. Members will refrain from offensive or threatening behavior and will refrain from creating a hostile environment. All decisions of the Planning Council shall be made by a vote of the Planning Council Membership. Any vote of the Planning Council shall require a Motion and a Second, and then an opportunity for discussion of the motion, before the vote is taken. The Chair shall have the authority to require formal adherence to Robert's Rules of Order, as the Chair deems necessary to continue the Council's deliberations. Furthermore, the Chair shall have the authority and responsibility to limit the length of individual presentations and set reasonable time limits on debate.

Section 5.4 Voting

With the exception of the recipient member representative, each Planning Council member shall be entitled to one (1) vote on each matter submitted to the Planning Council for a vote. Voting by proxy is not permitted.

The Planning Council or Committee chair will announce the counted results of the vote, including the number of affirmative (approved) votes, negative (opposed) votes, and abstentions. In the event that a Planning Council meeting is held virtually, such as during times when in-person meetings are not recommended by city, state, or national guidelines, voting will be conducted virtually. This practice will allow for a structured and democratic virtual voting process.

Section 5.5 Quorum

A quorum for voting shall equal fifty percent plus one (50% +1) of the total number of members.

Section 5.6 Manner of Acting

A quorum present, the act of the majority of the members present shall constitute the action of the entire Planning Council, except as otherwise provided in these Bylaws.

Section 5.7 Actions Requiring a Supermajority Vote

A two-thirds vote of the full Planning Council membership shall be required whenever a decision, with the exception of the regular or routine distribution of Ryan White Care Act funds, would have an adverse impact on one of the members' counties. Such supermajority votes may only be taken after a meeting at which all relevant issues are identified and discussed, and the affected county's representative(s) has/have an opportunity to be heard.

Section 5.8 Public Comment

The Planning Council shall provide time during or at the end of the meeting, at the discretion of the Chair or leader of the Planning Council meeting, for comment from members of the public who wish to address the Planning Council.

Section 5.9 Committee Participation

The Planning Council will be structured into various committees to execute its duties most efficiently. As a condition of appointment, each member will participate in at least one of the Council's committees. Each committee shall maintain minutes of its proceedings and shall report summaries of its proceedings monthly to the Planning Council.

Article 6—Officers and Election of Officers

The officers of the Planning Council shall be the Chair and Chair-Elect, and such other officers the Planning Council may designate from time to time. All officers of the Planning Council shall be elected by the membership of the Planning Council during the last quarter of each Planning Council year. The retiring officers shall serve until the end of the meeting at which the newly elected officers are elected. New officers assume their responsibilities upon election.

The Chair and Chair-Elect are voting members of the Planning Council. The Chair shall preside at all meetings of the Planning Council and, while presiding, *votes only to break a tie*. In the absence of the Chair, the Chair-Elect shall preside and, while presiding, *shall vote only to break a tie*. Both officers vote in executive-level matters at the Executive Committee meetings. No individual shall hold the same office for more than two (2) consecutive terms.

Section 6.1 Officer Duties

The Planning Council Chair's duties include:

- Preparation for and Conducting Executive Committee Meetings
 - Work with PCS staff on agenda and review action items from committees
 - Work with staff to ensure appropriate materials are available
 - Chair the meeting
 - Provide leadership and advice as needed
- Preparation for and Conducting Planning Council Meetings
 - Work with PCS staff on agenda and review action items from Executive Committee
 - Communicate with staff about issues and possible concerns and make needed preparations to address them
 - Chair and manage the meeting
 - Provide leadership and advice as needed
 - Vote only when there is a tie
- Meeting Follow-Up
 - Work with Staff to ensure appropriate follow-up on actions taken or tasks referred to committees
 - Meet with people on behalf of the Planning Council as needed
- New Member Orientation
 - Where possible, attend and participate in new member orientation
- Other
 - Serve as spokesperson for the Planning Council
 - Oversee the operations of the Planning Council and recommend amendments to the Bylaws as appropriate
 - Develop an annual committee work plan with PCS Staff
 - Obtain Executive Committee approval of subcommittee work plans

The Planning Council Chair-Elect's duties include:

- Preparation for and Participation in Executive Committee Meetings
 - Assist the Chair on agenda and review action items from committees
 - In the absence of the Chair, chair the meeting
 - Provide leadership and advice as needed
- Preparation for and Participation in Planning Council Meetings
 - Assist the Chair on agenda and review action items from Executive Committee
 - Assist the Chair on any issues and possible concerns and preparations to address them
 - In the absence of the Chair, chair and manage the meeting
 - Provide leadership and advice as needed
 - In presiding in the absence of the Chair, vote only when there is a tie

- Meeting Follow-Up
 - Assist the Chair in meeting with people on behalf of the Planning Council as needed
- New Member Orientation
 - Where possible, attend and participate in new member Orientation
- Other
 - In the absence of the Chair, serve as spokesperson for the Planning Council

Section 6.2 Officer Vacancy, Resignation, and Removal

If the Chair resigns or is removed for cause, the Chair-Elect shall succeed to the Officer position of Chair, and the Chair-Elect Officer position shall be filled by the nomination and vote of the Planning Council Members.

If the Chair-Elect resigns or is removed for Cause, a replacement may be named at the discretion of the Chair and the Executive Committee.

If both the Chair and Chair-Elect resign or are removed for cause, the officer positions shall be filled by the nomination and vote of the Planning Council members.

Officers may be removed for cause by a two-thirds vote at any regularly scheduled meeting of the Planning Council, provided at least ten (10) days notice of the planned vote to remove. Removal from an officer position does not remove a member from the Planning Council. An officer may resign at any time by written notice delivered to the CEO or Mayoral Liaison, or PCS staff. In the event of the resignation of both the Chair and Chair-Elect, the written resignations shall be delivered to all members of the Planning Council.

Section 6.3 Conflict of Interest Regarding Officer's Duties

Officers of the Planning Council, as designated in Section 6, shall be free of conflict of interest or the perception of conflict of interest between their duties as officer and their employment or other significant affiliations.

The CEO or any member of the Planning Council may raise a potential conflict of interest with regard to an officer of the Planning Council by requesting the Executive Committee consider the matter.

The Executive Committee will determine whether to invoke the Resolution Procedure.

Section 6.4 Special Meetings

The Chair may call special meetings of the Planning Council. The Chair shall call a special meeting of the Planning Council when requested to do so by a minimum of twenty-five percent (25%) of the membership or when suggested by PCS staff in order to address a time-sensitive topic.

Section 6.5 Convening a Meeting

In the absence of the Council Chair and Chair-Elect from a regularly scheduled Planning Council meeting, a Committee Chair, Committee Vice-Chair may call the meeting to order.

At the Executive Committee meeting, if the Chair and Chair-Elect are both absent, any other member of the Executive Committee may call the meeting to order.

Article 7—Committees

Section 7.1 Standing and Voluntary Committees

All members are required to be part of at least one (1) standing committee. Planning Council members indicate on their application a preference for the committee that interests them. The standing committees of the Planning Council refer to committees that members are required to be a part of as general members of the Council and shall include the following:

- Allocation of Resources Committee (ARC)
- Services, Priorities and Evaluations Committee (SPEC)
- Needs Assessment Committee (NAC)

Three (3) voluntary committees or groups have either specific eligibility criteria or that any Council members may attend. These include:

- Executive Committee (Exec)
- Consumer Committee
- Nominations Group

The Chair of the Planning Council shall appoint the chairs of all standing committees. The Chair serves as the chair of the Executive Committee. The Consumer Committee shall elect its own leadership. The Membership Representative(s) shall chair the Nominations Group.

If the chair of a committee is unable to fulfill the role, the individual should submit a letter of resignation to the Planning Council Chair. Committee Chairs who fail to meet their

responsibilities may be removed from their position by the Chair of the Planning Council.

With the exception of the Executive Committee and Consumer Committee, all committee membership assignments are made by the Chair and Chair-Elect in consultation with PCS staff, and the committee rosters are created. If any committee requires more members, PCS or the Chair may make assignments if an insufficient number of members volunteer.

With the exception of the Nominations Group, all committees shall meet at a minimum once a month. All public notice practices apply to standing committee meetings. The committees are described in detail below:

Allocation of Resources Committee (ARC) Responsibilities

- The ARC shall make recommendations to the Planning Council regarding potential federal, state, local, and private resources available to meet unmet service needs and recommend action to the Planning Council as appropriate.
- The ARC shall recommend allocations of Part A funds to allowable service categories in the EMA. The ARC shall develop funding scenarios that will allow for rapid disbursement of funds in the case of level funding, decrease in funding, and increase in funding. The allocation recommendations will use all available information regarding community service needs, current funding for HIV services from all identifiable sources, and other data.

ARC Leadership

- Leads and facilitates each meeting, including time keeping, addressing members' questions, and overall flow of the meeting
- Leads, facilitates, and ensures completion of ARC annual work plan
- Collaborates with PCS staff to develop meeting agendas, facilitate completion of committee tasks, monitor and maintain active member participation, and fill identified gaps
- Attends and participates in monthly Executive Committee meetings; reports on the committee's progress to Executive Committee and Planning Council; votes on agenda items at Executive Committee meetings.

Services, Priorities and Evaluation Committee (SPEC) Responsibilities

- The SPEC shall summarize and make recommendations to the Planning Council on HRSA-approved Part A service categories and provide guidance on prioritizing Part A

service categories.

- The SPEC shall assess the efficiency of the administrative mechanism in rapidly allocating funds within the EMA. The committee will conduct additional evaluation activities, including evaluating the effectiveness of HIV care strategies in the EMA and of planning activities.

SPEC Leadership

- Leads and facilitates each meeting, including time keeping, addressing members' questions, and overall flow of the meeting
- Leads, facilitates, and ensures completion of SPEC annual work plan
- Collaborates with PCS staff to develop meeting agendas, facilitate completion of committee tasks, monitor and maintain active member participation, and fill identified gaps
- Attends and participates in monthly Executive Committee meetings; reports on SPEC committee's progress to Executive Committee and Planning Council; votes on agenda items at Executive Committee meetings

Needs Assessment Committee (NAC) Responsibilities

- The NAC shall execute the development and implementation of a needs assessment to identify needs of people living with HIV, both receiving care and those out of care to determine:
 - What medical and support services PLWH need to enter or return to care, stay in care, and reach and maintain HIV viral suppression
 - To what extent are those needs being met by the current system of care
 - What kinds of services are most needed and work best for different groups of PLWH – and what disparities in access and services remain for affected subpopulations and historically underserved communities
- This process must be objective, and ethnically, culturally, and linguistically sensitive. This process may be conducted in collaboration with the recipient. The needs assessment must be representative of the entire EMA.

NAC Leadership

- The Chair must have served on the committee the previous year
- Leads and facilitates each meeting, including time keeping, addressing members' questions, and overall flow of the meeting
- Leads, facilitates, and ensures completion and continuity of Needs Assessment work plan
- Collaborates with PCS staff to develop meeting agendas, facilitate completion of

committee tasks, monitor and maintain active member participation, and fill identified gaps

- Attends and participates in monthly Executive Committee meetings; reports on NAC committee's progress to Executive Committee and Planning Council; votes on agenda items at Executive Committee meetings.

Executive Committee (Exec) Responsibilities

The Executive Committee shall foster the active and meaningful participation of all Council members, create a supportive environment where input is valued, ensure that Planning Council work and decisions are representative and effective of the full body and the epidemic within the EMA, and regularly assess and review the feedback and needs of Planning Council members. The Executive Committee:

- With the PCS staff, ensures the orderly and integrated progression of work of the Planning Council and its committees
 - Collects feedback and satisfaction surveys from current members; collaborates with PCS to use this information to improve Planning Council operations
- When necessary, are given the authority to make decisions on behalf of the Council when the Council is unable to meet
- Takes leadership on policy and procedural tasks, including amendments to the bylaws, development of or amending standard operating procedures, and development of agreements with community partners
- Oversees the Code of Conduct, Conflict of Interest, and Attendance Policies, manages grievance proceedings, and addresses other issues as they arise

Membership

- The Executive Committee shall consist of the Chair and Chair-Elect; the Chairs and Vice Chairs of all committees (ARC, NAC, SPEC, and Consumer); the Membership Representative(s); the CEO or Mayoral Liaison; and the recipient.
- The Executive Committee will conduct a meeting following the final Planning Council meeting of each term to finalize any pending agenda items and conduct the transfer of leadership from the current Chair to the Chair-Elect.

Consumer Committee Responsibilities

The mission of the Consumer Committee is to ensure that people living with HIV are empowered, supported, and encouraged to work on the full range of activities that the Planning Council undertakes in the execution of its mandate. The Consumer Committee acts as a place for Planning

Council members to receive more education on Planning Council topics and topics relevant to their experience as consumers. This committee also provides people living with HIV a place to share their personal and community experiences. The Consumer Committee:

- Fosters and develops consumer leadership
- Ensures that at least one Consumer Committee member is on each Planning Council committee, including the Executive Committee
- Develops ideas for an annual mentorship program and plans mentorship-related activities
- Develops ideas for recruitment of new members to the Planning Council; collaborates with PCS staff to develop recruitment materials, update and disseminate new member and incumbent applications; identifies and participates in outreach events, advertising them to the full Planning Council
- Collaborates with PCS staff to develop a work plan that may consist of educational sessions, the development of anti-stigma materials, and other activities that the committee sees fit, including mentorship and recruitment activities
- Ensures that diverse consumer input and participation are included in all Planning Council and committee activities

Membership

The Consumer Committee is comprised of volunteers. Members of the Planning Council will not be assigned to the Consumer Committee, but are welcome and encouraged to attend the meetings. The committee is also open to the public. The Chair and Vice Chair of the Consumer Committee shall be elected annually at the first official meeting.

Leadership

- Leads and facilitates each meeting, including time keeping, addressing members' questions, and the overall flow of the meeting
- Leads, facilitates, and ensures completion of the annual work plan
- Collaborates with PCS staff to develop meeting agendas, facilitate completion of committee tasks, monitor and maintain active member participation, and fill identified gaps
- Attends and participates in monthly Executive Committee meetings; reports on committee's progress to Executive Committee and Planning Council; votes on agenda items at Executive Committee meetings

Membership Representative & The Nominations Group

The Membership Representative will serve as a liaison between PCS, the Executive Committee, and

the Consumer Committee for all tasks related to the outreach, recruitment, and nomination, as well as training, satisfaction, and retention of members on the Planning Council. They will also Chair the Nominations Group. This position may be appointed by the Chair or elected by the Council, up to the discretion of the Chair. No more than two (2) Council members shall serve in this position.

The Membership Representative will:

- Attend Executive Meetings every month
- Announce updates regarding attendance, retention, votes, recruitment, nominations group, etc.
- Chair the Nominations Group Mid-Year and End of Year meetings (meetings may be consolidated or additional meetings may be added as needed)
- Meet with the PCS membership liaison every month before Exec to discuss membership updates and issues to bring to Exec as needed
- Connect with and support members regularly
- Member (in partnership with PCS) must be aware of and in tune with membership of the Council during that term, including member satisfaction, needs, challenges, successes, etc.

Optional but encouraged tasks for the Membership Representative:

- Attend the Consumer Committee to be updated on events and priorities for recruitment
- Attend Orientation
- Attend and promote recruitment events
- Provide suggestions for finding opportunities for recruitment

The Nominations Group, consisting of eligible, anonymous members of the Planning Council who will be asked to opt in to participate annually. The Nominations Group participants will:

- Meet twice a year - once mid-year to review membership, vacant seats, and areas for improvement within the Council's reflectiveness, and once at the end of the year to conduct the Nominations proceedings
- Participate in New Member Interviews

The CEO and recipient may be consulted for advice at the request of the Membership Representative or Nominations Group, but neither the CEO nor the recipient is entitled to a vote and shall not serve as members of the Nominations Group.

Any members with a conflict of interest in the membership of an applicant must disclose the conflict and abstain from the vote for the person in question.

Section 7.2 Other Committees

Additional committees and ad hoc working groups shall be created as is deemed necessary by the Chair to meet new duties and responsibilities of the Planning Council.

Article 8—Grievances

The Planning Council Grievance Procedure document sets out the procedure by which a community member may grieve Planning Council decisions or processes. This document is included in Planning Council member orientation materials.

Article 9—Records

In accordance with open meeting laws, minutes shall be maintained of all proceedings of the Planning Council, its committees, its working groups, and such other records as may be required for the proper conduct of its business and affairs. These minutes and related information shall be available for public inspection by appointment and upon request to the PCS staff office. Summaries of the records shall be posted publicly to the Planning Council website.

Article 10—Amendments

The Planning Council shall have the authority and power to alter, amend, or repeal the Bylaws at any meeting at which a quorum is present, provided that written notice of the proposed change is sent to all members at least ten (10) business days before such meeting. A two-thirds vote of the full Planning Council membership is required to amend the Bylaws.

Article 11 - Standard Operating Procedures

The Planning Council maintains records of all Standard Operating Procedures coinciding with processes outlined in these Bylaws. Please refer to the Standard Operating Procedures for the most updated policy and procedure adhered to by the Planning Council. The Executive Committee shall have the authority and power to alter, amend, or repeal the Standard Operating Procedures at any meeting at which a quorum is present, provided that written notice of the proposed change is sent to all members at least ten (10) business days before such meeting. A two-thirds vote of the Executive Committee membership is required to amend the Standard Operating Procedures, and all Planning Council members must be notified of any changes at or before the next general

Planning Council meeting.