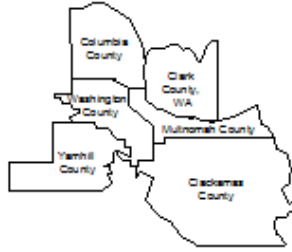




Portland Area HIV Services Planning Council

Advocacy and planning for people affected by HIV in the Portland metro area

Ryan White Program, Part A



Bylaws of the Portland Area HIV Services Planning Council

Amended February 2021

Grantee: Multnomah County Health Department



Bylaws
Portland Area HIV Services Planning Council
Amended February 2021

1.	DEFINITIONS	2
2.	LEGAL AUTHORITY	2
3.	DUTIES OF THE COUNCIL.....	3
4.	MEMBERSHIP	4
5.	OFFICERS AND ELECTIONS	8
6.	MEETINGS	9
7.	COMMITTEES.....	11
8.	CONFLICT OF INTEREST.....	13
9.	GRIEVANCE PROCEDURE.....	13
10.	AMENDMENTS	13
11.	BYLAW APPROVAL	13
12.	CONFLICT WITH OTHER DOCUMENTS.....	14

1. DEFINITIONS

- A. **AIDS:** Acquired Immunodeficiency Syndrome, the most severe phase of HIV infection, when the immune system is badly damaged and the body becomes vulnerable to opportunistic infections.
- B. **CEO:** Chief Elected Official, and refers to the Chair of the Board of Multnomah County Commissioners, who is designated by the CARE Act to be the recipient of the Part A grant funds.
- C. **Conflict of Interest:** An actual or perceived interest by the Council member or appointed committee member in an action which results in, or has the appearance of resulting in, personal, organizational, or professional gain.
- D. **Emergency:** Emergency is defined as a sudden, unforeseen happening requiring action to protect lives or property or any other circumstances or causes beyond the Planning Council's reasonable control.
- E. **HIV:** Human Immunodeficiency Virus, a virus spread through certain body fluids that attacks the body's immune system, specifically the CD4 cells, and over time can destroy so many of these cells that the body can't fight off infections and diseases.
- F. **HRSA:** Health Resources and Services Administration, an agency of the U.S. Department of Health and Human Services, is the primary Federal agency for improving health care to people who are geographically isolated, economically or medically vulnerable.
- G. **Lead Staff:** The highest ranking Planning Council staff person, i.e., the Planning Council Administrator.
- H. **MCHD:** Multnomah County Health Department, which has been designated by the CEO to serve as the administrative agent (also called "Grantee" or "fiscal agent") for Ryan White CARE Act Part A funds.
- I. **Member or Members:** Persons who have been duly and lawfully appointed to the Council.
- J. **Non-Aligned Member:** A Council member who does not have a conflict of interest.
- K. **Part A:** Ryan White Part A provides grant funding for medical and support services to Eligible Metropolitan Areas (EMAs) and Transitional Grant Areas (TGAs)—population centers that are the most severely affected by the HIV/AIDS epidemic (Part A replaced Title I).
- L. **Part B:** Ryan White Part B provides grant funding to states and territories to improve the quality, availability, and organization of HIV health care and support services. Grant recipients include all 50 states, the District of Columbia, Puerto Rico, Guam, the U.S. Virgin Islands, and the 5 U.S. Pacific Territories. In addition, Part B also includes grants for the AIDS Drug Assistance Program (ADAP).
- M. **Part C:** Ryan White Part C provides grant funding to local community-based organizations to support outpatient HIV early intervention services and ambulatory care. Part C also funds planning grants, which help organizations more effectively deliver HIV care and services.
- N. **Part D:** Ryan White Part D provides grant funding to support family-centered, comprehensive care to women, infants, children, and youth living with HIV.
- O. **Planning Council or Council:** The Portland TGA HIV Services Planning Council established by the Chair of the Board of Multnomah County Commissioners.
- P. **Provider Blind:** Allocate and discuss resources according to service categories, not specific agencies. The Council decides what services are priorities for funding, while the Grantee is responsible for awarding funds to specific agencies.
- Q. **Proxy:** Written authorization of an absent Planning Council member to register a vote on a matter scheduled for a vote on the agenda of a Council meeting.
- R. **Ryan White HIV/AIDS Program:** Authorized under Title XXVI of the Public Health Service Act, it was first enacted in 1990 as the Ryan White CARE (Comprehensive AIDS Resources Emergency) Act. It has been amended and reauthorized four times, in 1996, 2000, 2006, and 2009.
- S. **TGA and EMA:** Transitional Grant Area and Eligible Metropolitan Area, respectively, the geographic areas eligible to receive Ryan White Part A funds. Eligibility is defined by the cumulative number of HIV/AIDS cases in the most recent five year period. The Portland TGA includes: Clackamas, Columbia,

Multnomah, Washington, and Yamhill counties in Oregon; and Clark County in Washington.

2. LEGAL AUTHORITY

A. The Portland Eligible Metropolitan Area HIV Services Planning Council (EMA) was established on July 6, 1994 by the Chair of the Board of Multnomah County Commissioners (CEO) in accordance with federal Ryan White CARE Act requirements. Title I (now known as Part A) of the original CARE Act required that a planning council be established by the CEO of the political entity which administers the major public health agency in the EMA. The CEO has sole authority for establishing the Council. The 2006 reauthorization (P.L. 109-415) reclassified the Portland EMA as a Transitional Grant Area (TGA).

3. DUTIES OF THE COUNCIL

A. The Planning Council shall:

1. Regularly assess service needs and the epidemiological overview of HIV in the TGA and use the information in the annual prioritization of need and identify gaps in services as well as needs of specific populations. Particular attention shall be paid to:
 - a. individuals with HIV who know their status and are not receiving HIV-related services, and
 - b. disparities in access and services among affected subpopulations and historically underserved communities.
2. Identify emergent needs, epidemiological trends in HIV/AIDS, and access to care barriers for infected populations and the Council knowledge gaps concerning these for the TGA.
3. Establish priorities for the allocation of funds within the TGA, including how best to meet each priority, and additional factors that the Grantee should consider in allocating funds under a grant based on:
 - a. size and demographics of the population of individuals with HIV and the needs of such population;
 - b. demonstrated (or probable) cost effectiveness and outcome effectiveness of proposed strategies and interventions, to the extent that such data are reasonably available;
 - c. priorities of the communities with HIV for whom the services are intended;
 - d. coordination in the provision of services to such individuals with programs for HIV prevention and for the prevention and treatment of substance abuse including programs that provide comprehensive treatment for such abuse;
 - e. availability of other governmental and non-governmental resources, including the State Medicaid plan under title XIX of the Social Security Act, and the State Children's Health Insurance Program under title XXI of such Act, and Medicare to cover health care costs of eligible individuals and families with HIV; and
 - f. capacity development needs resulting from disparities in the availability of HIV-related services in historically underserved communities.
4. Allocate resources for the TGA.
 - a. Allocate resources according to service categories, not specific agencies, for the TGA. Within the Portland TGA, this is referred to as remaining provider blind.
 - b. Develop a plan for the allocation of Ryan White Program Part A funds among the service categories approved by the Planning Council.
 - c. Develop a rapid reallocation plan allowing for efficient reallocation of funds between service categories to ensure full utilization of the grant during the funding year.
 - d. Identify services that are no longer necessary to fund or which may be funded more efficiently within another services category.

- e. Development of new service categories, reviewing and modifying service category definitions, particularly for modifications related to eligibility levels.
 - f. Determine the level of funding for services in the TGA from other government agencies, private foundations, and programs.
 - g. Manage Conflict of Interest as defined in the act.
5. Develop a comprehensive plan that (from Section 2602(b)(4)(D) of the PHS Act):
 - a. includes a strategy for identifying individuals who know their 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;
 - b. includes a strategy for the identification, diagnosis, and referral to care of all those who are unaware of the HIV status;
 - c. includes a strategy to coordinate the provision of such services with programs for HIV prevention (including outreach and early prevention) and for the prevention and treatment of substance abuse (including programs that provide comprehensive treatment service for such abuse); and
 - d. is compatible with any existing State or local plan regarding the provision of health services for persons with HIV.
 6. Participate in the development of the Statewide Integrated Plan which includes a statewide coordinated statement of need initiated by the State public health agency responsible for administering grants under Part B (Oregon Health Authority).¹
 7. 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.
 8. Establish methods for obtaining input on community needs and priorities which may include public meetings (in accordance with the Act), conducting focus groups, and convening ad-hoc panels.
 9. Coordinate with Federal grantees that provide HIV-related services within the eligible area.

B. Council members shall carry out their duties in accordance with the Mission, Vision, and Values statements of the Council.

C. To ensure compliance with Ryan White Program requirements, the Council shall work cooperatively with the CEO and the Multnomah County Health Department in accordance with the *Working Agreement Between Multnomah County Health Department and the Portland TGA HIV Services Planning Council* (in effect at the time these bylaws are approved), or any subsequently negotiated and approved replacement document.

4. MEMBERSHIP

A. CRITERIA

¹ Per HRSA guidance for the 2017-2021 Integrated HIV Prevention and Care Plan (June 2015) “To better support the integration of HIV prevention and care service delivery, CDC and HRSA developed this guidance...to support the submission of an Integrated HIV Prevention and Care Plan, including HIV prevention and care planning activities for jurisdiction, as well as the Statewide Coordinated Statement of Need (SNSC), a legislative requirement for Ryan White HIV/AIDS Program Part A and B grantees.”

Members of the Council shall be selected for their expertise, ability, and willingness to consider the entire continuum of care in their decision-making. No less than 33% of the members shall be non-aligned persons living with HIV.

B. SIZE

The Council shall consist of 30 members, with a goal of maintaining a membership of at least 20 members. It will be at the discretion of the Operations Committee to propose appointment of more than 30 members temporarily, or to allow there to be fewer than 20 members when in the best interests of the Council and the Council's ability to maintain 33% consumer membership.

C. REPRESENTATION

The Council shall include representatives from each of the following categories:

1. Health care providers, including federally qualified health centers;
2. Community-based organizations serving affected populations and AIDS service organizations;
3. Social service providers, including providers of housing and homeless services;
4. Mental health providers;
5. Substance abuse providers;
6. Local public health agencies;
7. Hospital planning agencies or health care planning agencies;
8. Affected communities, including people with HIV and historically underserved groups and sub-populations;
9. Non-elected community leaders;
10. State Medicaid agency;
11. State agency administering the program under Part B;
12. Grantees under subpart II of Part C;
13. Grantees under section 2671 (Part D), 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;
14. Grantees under other Federal HIV programs, including but not limited to providers of HIV prevention services;
15. Representatives of individuals who formerly were Federal, State or local prisoners, were released from the custody of the penal system during the preceding three years, and had HIV as of the date on which the individuals were so released;
16. Members of a Federally recognized Indian tribe as represented in the population; and
17. Individuals co-infected with HIV and Hepatitis B or C.

D. DEMOGRAPHIC REFLECTIVENESS

1. The Council shall reflect in its composition the demographics of the population of individuals with HIV/AIDS in the eligible area involved, with particular consideration given to disproportionately affected and historically underserved groups and subpopulations.
2. The consumer membership of the Council shall reflect the demographics of the populations of infected or affected individuals living with HIV in the TGA. At least two of these members must be openly living with HIV and be willing to sign a release allowing public identification of their HIV status.
3. In order to ensure the Council is accessible to all persons regardless of disability, literacy level or cultural differences, accommodations may be considered when appropriate to allow for inclusion of populations that are disproportionately impacted by HIV.

E. TERM

Each member shall be appointed for a two year term beginning on the date the letter from the CEO is signed. At the end of each two year term, any member who has performed their duties as a Council member shall be given the opportunity to renew their membership for another term.

F. NOMINATIONS

The Membership Committee shall be responsible for managing the nominations process for the filling of vacancies, whether due to the expiration of a term or for any other reason.

G. LEAVE OF ABSENCE

1. A Council member may request a leave of absence by giving written notice to the Planning Council office or Membership Committee Co-Chairs. The notice must be signed or submitted electronically and must specify an anticipated time period of leave no longer than six (6) months. Leave of absence requests shall be approved or denied by the Operations Committee.
2. It will be assumed that the member will rejoin the Council at the end of their requested period of leave; no further notification is required. As of the return date specified in the leave of absence request the member will again be considered an active member.
3. A member may reactivate their membership earlier than their requested leave by written notification to Council staff or Membership Committee Co-chairs stating the date of the first meeting to be attended.

H. APPOINTMENTS

The CEO shall make all appointments based on nominations submitted by the Operations Committee upon the recommendation of the Membership Committee.

I. MEMBER DUTIES

All Council members shall:

1. Attend and actively participate in all regular Council meetings.
2. Notify the Council office in advance of a scheduled meeting if the Council member will not be in attendance.
3. Review materials for Council or committee discussion or action items before each meeting.
4. Attend special meetings as available.
5. Refer any need for public or media contact to the Council Co-Chairs or Council Lead Staff. The Council Co-Chairs serve as the sole official and public representatives and spokespersons for the Council in consultation with Council Lead Staff.
6. Uphold the goals, objectives, policies and procedures of the Planning Council as it relates to the Council member's assigned Council or committee work.
7. Contribute their professional and personal expertise to further the work of the Planning Council through the Council or committee level effort in which the Council member is engaged.

J. RESIGNATION

A Council member may resign by giving written notice to the Planning Council office or Membership Committee Co-Chairs. The notice must be signed or submitted electronically and must specify an effective date of resignation.

K. REMOVAL OF A MEMBER

1. The Membership Committee shall consider for removal any Council member who fails to perform their duties as discussed in Sections 4.I.1 of these bylaws. In addition, unreasonable conduct or behaviors that significantly interfere with the business of the Planning Council are also grounds for removal from the Council.

- a. Proposed terminations shall be reviewed by the Operations Committee, who shall submit a recommendation to the CEO. A two-thirds vote of the Operations Committee shall be required for recommendation to the CEO for final approval of termination.
2. The Council may recommend to the CEO that a member be removed for any of the following reasons:
 - a. loss of the affiliation which qualified the member to represent a membership category as defined in Section 4.C and Section 4.D;
 - b. failure to comply with the duties of membership as defined in Section 4.I.1; or
 - c. unreasonable conduct or behaviors that significantly interfere with the business of the Planning Council.
3. A recommendation for removal of a member must originate from the Membership Committee, and is submitted to the Operations Committee for their review. If the member in question is on the Membership Committee, the recommendation for removal can originate from Co-Chairs.
 - a. Any Council member can recommend to the Membership Committee the removal of another Council member, provided supporting information is made available for this action. The Membership Committee must submit any such request to the Operations Committee with a Membership Committee recommendation for appropriate action.
 - b. The Operations Committee shall consider and then accept or deny the recommendation by consensus, or if consensus cannot be achieved, by a two-thirds vote. If accepted, a recommendation to remove the member shall be submitted by the Operations Committee to the CEO.

L. REMOVAL OF OPERATIONS MEMBER

1. The Operations Committee shall consider for removal any Operations Committee member who fails to perform their duties as discussed in Sections 4.I.1 of these bylaws. In addition, unreasonable conduct or behaviors that significantly interfere with the business of the Planning Council or operations of the Planning Council are also grounds for removal from the Operations Committee.
 - a. Proposed terminations shall be reviewed by the Co-Chairs, who shall submit a recommendation to the Operations Committee. A two-thirds vote of the Operations Committee shall be required for final approval of termination of the Operations Committee member.
2. The Co-Chairs may recommend to the Operations Committee that a member be removed for any of the following reasons:
 - a. loss of the affiliation which qualified the member to represent a membership category as defined in Section 7.A.3.a;
 - b. failure to be able to perform the scope of work within the Operations committee as defined in Section 7.A.3.b;
 - c. failure to comply with the duties of membership as defined in Section 4.I.1; or
 - d. unreasonable conduct or behaviors that significantly interfere with the business of the Planning Council and operations of the Planning Council.
3. A recommendation for removal of a member must originate from the Co-Chairs, and is submitted to the Operations Committee for their review.
4. The Operations Committee shall hold an Executive Session meeting to discuss removal of Operations Committee members. The person in consideration for removal may have limited participation in the Executive Session meeting. The person in consideration may provide an opening and closing statement and may be asked to leave the Executive Session while the remaining Operations Committee discusses the removal from Operations Committee.

M. REMOVAL OF STANDING OR AD HOC COMMITTEE MEMBERS

1. The Co-chairs may remove a member from committees if a member is not able to fulfill their role.

5. OFFICERS AND ELECTIONS

A. COUNCIL OFFICERS

The Council shall have two elected officers, known as “Co-Chairs.” At least one of the Co-Chairs shall be a person openly living with HIV who is willing to sign a release allowing public identification of their HIV positive status.

B. TERM

1. Co-Chairs shall serve for two years from September 1 to August 31 of the following year. Terms will be staggered with one Co-Chair elected each year.
2. No person shall serve more than three consecutive terms as Co-Chair. Any extension of terms will be subject to the policies outlined in the Planning Council Policies and Procedures Manual.

C. COUNCIL CO-CHAIR REQUIREMENTS

1. Membership on the Council.
2. Completion of at least one full term as a Council member in good standing.
3. Proven ability to preside at meetings, oversee complex work plans and timelines, and supervise and direct the work of Council or committee members.
4. Agree to adhere to principles of employee supervision consistent with MCHD personnel policies.
5. Agree to adhere to confidentiality policies consistent with MCHD personnel policies.

D. DUTIES OF COUNCIL CO-CHAIRS

Co-Chairs shall be required to:

1. Serve as the only official and public representatives and spokespersons of the Council, in consultation with Council Lead Staff. (The Co-Chairs may delegate this duty to others by specific delegation.)
2. Provide the official signature for the Council.
3. Preside at any regular or special meetings of the Council and at meetings of the Council’s Operations Committee. (Co-Chairs may delegate this duty to others by specific delegation.)
4. Appointment of Evaluation Committee Chairs and Membership Committee Co-Chairs from among Operations Committee members.
5. Coordinate appointment of additional Evaluation Committee, Membership Committee and ad-hoc committee members as detailed in Section 7. (The Co-Chairs may delegate this duty to others by specific delegation.)
6. Work collaboratively with Council Lead Staff and Grantee to ensure compliance with Ryan White Program requirements and other federal guidance.
7. Ensure compliance with the *Working Agreement between Multnomah County Health Department and the Portland TGA HIV Services Planning Council*.
8. Work with Council Lead Staff to establish priorities for Council, committee and staff work necessary to fulfill the duties of the Council specified in Section 3.
9. Be consulted by MCHD in the hiring, evaluation, improvement plans, and termination of Council Lead Staff.
10. Manage the Informal Dispute Resolution Process as defined in Section 9.B.
11. In consultation with the Council’s Operations Committee, ensure coordination and communication among committees.
12. Ensure that the work plan of the Council is accomplished.

E. ELECTIONS

1. Elections of Co-Chairs
 - a. One Co-Chair shall be elected each June for a two-year term beginning September 1.

- b. A list of candidates shall be prepared by the Membership Committee, then reviewed by the Operations Committee prior to being presented to the full Council.
 - c. Each member present, or who has submitted a written proxy in advance of the meeting (see section 6.G), shall vote.
 - d. The candidate receiving a simple majority of votes cast shall be elected.
 - e. A runoff election between the top two candidates shall be conducted if no candidate receives a simple majority of the votes cast.
 - f. In the event of a midterm vacancy, a special election to fill the remainder of the term shall be held at the next regular meeting.
2. Elections of Operations Committee members
- a. Three Operations Committee members shall be elected each June for a two-year term beginning September 1 (for a total of six elected Operations Committee members serving at any given time).
 - b. A list of candidates shall be prepared by the Membership Committee, then reviewed by the Council Co-Chairs prior to being presented to the full Council.
 - c. Each member present, or who has submitted a written proxy in advance (see section 6.G), shall vote.
 - d. The three candidates receiving the most votes cast shall be elected.
 - e. In the case of a tie between two or more candidates resulting in more than three candidates winning, a runoff election shall be conducted.
3. In the event of a midterm vacancy, a special election to fill the remainder of the term shall be held at the next regular meeting.

F. REMOVAL OF CO-CHAIRS

- 1. A motion may be made at a regular meeting to hold a vote to remove a Co-Chair, with the removal vote occurring at either the next regular meeting or a special meeting. A simple majority of the votes cast is necessary for the motion to hold a removal vote to pass.
- 2. At the next regular meeting or special meeting, the Co-Chair may be removed by consensus, or if consensus cannot be achieved, by a simple majority of the votes cast.

6. MEETINGS

For meeting procedure, please see Council policies and procedures.

A. REGULAR MEETINGS

- 1. Regular meetings of the Council shall be held at a time and place determined by the Operations Committee.
- 2. Regular meetings shall be open to the public, and adequate public notice shall be given for all Council meetings.

B. SPECIAL MEETINGS

- 1. A special meeting may be called by the CEO, the Council Co-Chairs, the Operations Committee, or any one-third of the current Council membership. Adequate public notice shall be given a minimum of 24 hours prior to holding a special meeting.
- 2. A special meeting shall include an agenda specifying the action item(s) to be considered. No other item or action may be introduced at the meeting.
- 3. Members shall receive a meeting notice and agenda at least five days before a special meeting either by mail, electronic transmittal, or in person.
- 4. Special meetings shall be open to the public.

5. The Council Co-Chairs can authorize a mail or electronic vote by the Operations Committee or the full Council on an urgent action item.

C. EXECUTIVE SESSION

1. Operations or Membership Committee meetings may hold executive session meetings when considering the dismissal or disciplining of, or hear complaints or charges brought against, a planning council member, public officer, employee, staff member or individual agent who does not request an open hearing.
2. Executive session meetings are closed and not open to the public.
3. An executive session meeting shall include an agenda specifying the action item(s) to be considered. No other item or action may be introduced at the meeting.
4. Discussions within executive session is not public record.
5. The person in which the complaint or charge is against must be notified and can request the discussion be held in public meeting rather than executive session.

D. MEETING ACCESS AND NOTIFICATION

1. All regular and special meetings of the Council shall be open to the public, except for executive sessions (closed, confidential sessions of any committee), which are lawfully allowed under Oregon Public Meetings Law (ORS 192). Notice of regular and special meetings of the Council will be distributed as necessary to ensure adequate public notice of all meetings.
2. Time will be scheduled for testimony from non-members at each regular and special meeting of the Council.
3. Members shall be sent a meeting notice and draft agenda at least five days before a meeting either by mail, electronic transmittal, or in person. At this time, the meeting notice and draft agenda will also be distributed to members of the public who have requested such notice from the Council office.
4. Meeting notices and agendas shall be posted in a location accessible to the public.
5. Anyone may, in advance of the meeting or prior to the beginning of a meeting, provide the Council staff with written material pertinent to any meeting agenda topic of the Council or Council Committee. Council staff will provide this material to the Co-Chairs or Committee Chair for consideration of distribution to Council or Committee members. Materials or comments on issues not on the meeting agenda are to be provided to Council staff, who will forward them on to the Operations Committee for consideration.

E. QUORUM

1. Quorum for conducting Council votes and actions shall be achieved when the greater of 10 Council members or 50% of the membership is present.
2. Quorum for conducting Committee votes and actions shall be achieved when the greater of one-third (33 1/3%) or at least two (2) members are present.
3. Absent a quorum, no action can be taken. However, Council Co-Chairs or Committee Chairs shall have discretion to determine whether or not to proceed with discussion only.
4. Members who are absent and have provided a written proxy (as described in section 6.G) are not counted for the purpose of quorum.

F. RULES

1. Regular and special meetings of the Council shall be conducted according to the Consensus Model (see Council policies and procedures).
2. If consensus cannot be reached by the Planning Council, then the Co-Chair will call for a voice, hand or ballot vote to reach a final decision. Simple majority, except where specific requirements are outlined in the bylaws, will be the rule.

G. PROXY

1. "Proxy" refers to the written authorization of an absent Planning Council member to register a vote at a Council meeting.
2. A written proxy will be counted toward a decision only on matters that have been scheduled for a vote on the agenda.
3. The absent Council member must provide the written proxy in advance of the Council meeting to the Council office or to one Council Co-Chair either by mail or electronic transmittal.

H. MINUTES

1. Council Co-Chairs will ensure that written minutes or a recording of the meeting proceedings will be made of each regular or special Council meeting. Written minutes shall contain a list of those present, a description of the matters discussed, conclusions and actions adopted. The written minutes shall also include copies of all reports received, issued or approved by the Council.
2. Minutes of all Council meetings and committee meetings shall be public records.
3. MCHD shall archive the minutes consistent with County policy. Minutes of Council and committee meetings shall be available at the Council office or online for any member of the public who wishes to inspect them. Council staff shall provide a copy of Council or committee minutes at the request of members of the public.
4. Minutes shall be considered for approval at the next regular meeting.
5. Planning Council Co-Chairs shall review and certify the accuracy of the minutes. Certified minutes of the meeting shall be the only document retained in the Council's official files.
6. Council and staff shall ensure that inappropriate disclosure of information of a personal nature that would constitute a clearly unwarranted invasion of personal privacy, including any disclosure of medical information or personnel matters, does not occur as a result of fulfilling the other provisions of this section.

7. COMMITTEES

A. STANDING COMMITTEES

1. In order to accomplish its work, the Council shall establish standing and ad hoc committees based on the Council's annual work plan. A committee shall accomplish whatever tasks assigned to the committee by the Operations Committee. It is understood that the composition of a given committee may change or adjust to meet specific deliverables.
2. Committee appointments shall be reconsidered annually, or when a new committee is formed. The standing committees are:
 - a. Operations Committee,
 - b. Membership Committee, and
 - c. Evaluations Committee
3. Operations Committee:
 - a. The Operations Committee is responsible for ensuring the orderly and integrated progression of the Council's work. This may include the development of policies and procedures. The Committee oversees the operations of the Council and recommends amendments to the bylaws as appropriate. It is composed of the Council Co-Chairs, a representative of planning & administration, and six members elected by the Council. As feasible, the immediate past Co-Chair will sit on the Operations Committee for one year after their term. Additionally a representative each from the Oregon AIDS Drug Assistance Program (ADAP) and from an agency serving Clark County familiar with Washington ADAP will also be members of the Operations Committee.

- b. The scope of the Operations Committee’s work includes:
 - meeting at least quarterly to plan and coordinate the meetings of the full Planning Council;
 - determining committee membership;
 - reviewing and updating the Council’s Bylaws and Policies and Procedures, as necessary;
 - appointing other ad hoc committees as necessary;
 - identifying and delegating committee tasks and assignments;
 - developing work plans to assist the Council in accomplishing its work in a timely manner and in compliance with all administrative deadlines;
 - thorough analysis of the annual Needs Assessment and the current epidemiology of HIV/AIDS in the TGA,
 - identifying Council knowledge gaps that are essential to the Council to perform high quality planning and decision-making; and
 - making recommendations for future studies that it believes are important to filling the existing knowledge gap.
 - c. The work of the Operations Committee may be conducted via in-person meetings, email or telephone.
4. Membership Committee:
- a. The Membership Committee shall be led by two Co-Chairs, selected by the Council Co-Chairs from the Operations Committee, one of whom shall be a person openly living with HIV. Operations Committee is responsible for membership appointments for this committee upon recommendation of the Membership Co-Chairs.
 - b. Membership Recruitment

The Membership Committee is responsible for the processes of recruitment of new members, the filling of vacancies that may occur and the nominations of Council Co-Chairs. All Council members are responsible for assisting with recruitment of new members as necessary. The Membership Committee shall ensure that the Council membership reflects relevant legal and representative requirements, and that ethical standards for Planning Council members are maintained.

The scope of this work includes:

 - working with Council and Council staff to accomplish targeted applicant recruitment to ensure that vacant seats on the Council designated for HRSA mandated representation categories may be filled in a timely fashion;
 - working with Council staff to ensure strong representation by people living with HIV/AIDS, historically underserved populations within the TGA, and residents from the various regions of the TGA; and
 - reviewing the membership roster at least once quarterly to ensure that the Council membership reflects the TGA and meets the grant requirements.
 - c. Membership Training, Development and Retention

The Membership Committee is responsible for ensuring new member orientation occurs as well as ongoing membership training and development, as necessary. The scope of this work includes:

 - working with Council staff to identify and plan for orientation and training needs of new Council members;
 - coordinating ongoing training and member development with Co-Chairs and Council Staff;
 - promoting leadership and active participation in the processes of the Planning Council and committees;
 - developing and following the Council's retention plan so as to improve member attendance, participation and retention;

- spearheading the annual Council Co-Chair election process;
 - reviewing the membership roster of the Council regularly to prevent and address member attrition; and
 - recommending to the Operations Committee member removal (as described in section 4.K).
5. Evaluation Committee:
- a. The Committee shall be led by a Chair appointed by the Council Co-Chairs from the Operations Committee. Operations Committee is responsible for all membership appointments for this committee.
 - b. The Committee is responsible for the Assessment of the Administrative Mechanism which reviews information concerning the Grantee's (MCHD HIV Care Services office) procurement process, contract monitoring report, and disbursement timeframe information.

B. COMMITTEE RULES

Decisions of standing and ad hoc committees shall be made by consensus. If consensus cannot be reached by the committee, then the (Co-) Chair of the committee will call for a voice, hand or ballot vote to reach a final decision. Simple majority, except where specific requirements are outlined in the bylaws, will be the rule.

8. CONFLICT OF INTEREST

- A. The Council conflict of interest policy shall apply to all work undertaken by members on behalf of the Council.
- B. A conflict of interest is defined as an actual or perceived interest by the member in an action which results in, or has the appearance of resulting in, personal, organizational, or professional gain.
- C. An interest resulting in personal, organizational, or professional gain does not include services received by a member as a client of an agency or organization which has received, may seek, or is eligible for Ryan White Program Part A funds.
- D. The above exception does not apply if a member is an officer, employee, or consultant to any provider receiving Part A funds.
- E. Members of the Council shall avoid conflict of interest, manage potential conflicts of interest, and follow all relevant Council policies and procedures.

9. GRIEVANCE PROCEDURE

- A. The Operations Committee and the Council Co-Chairs will establish a grievance procedure, which will comply with all HRSA guidelines.
- B. Issues, concerns, and disputes which are not the subject of the Grievance Procedures cited in Section 9.A may be considered under the Council's Informal Dispute Resolution Process.

10. AMENDMENTS

- A. These bylaws may be amended at any meeting of the Council provided the amendments have been distributed in writing to members at least 10 days in advance. A two-thirds vote of the members present, and including those who have submitted a written proxy prior to the meeting, is required to pass the amendment. Policies and procedures may be amended by the Operations Committee, and must be shared with the Council.

11. BYLAW APPROVAL

- A. Per HRSA requirements, the CEO establishes the Planning Council and thus has the authority to review and approve Planning Council bylaws and other policies. Council bylaws and procedures must fit the policies established for County boards and commissions as well as meeting Ryan White legislative requirements.

12. CONFLICT WITH OTHER DOCUMENTS

- A. In the event of any conflict between these bylaws and the terms and provisions of the federal grant source (Ryan White HIV/AIDS Program or HRSA) regulations or guidelines, the federal guidelines shall supersede these bylaws. If any part or provision of these bylaws, or the application thereof to any person or circumstance is held invalid the remainder of the bylaws, including the application of such part or provision to other persons or circumstances, shall not be affected thereby and shall continue in full force and effect. To this end, the provisions of these bylaws are severable.

13. EMERGENCY CLAUSE

- A. In the event of a one-time or ongoing emergency, the Planning Council will follow the relevant emergency policies and procedures as applicable, and allow Co-Chair(s) and/or Operations Committee to make interim decisions or changes as needed.
- B. The Grantee will notify the Planning Council members of the state of emergency if communication methods (phone, email, or mail) are available.