

BYLAWS
OF THE DELAWARE HIV PLANNING COUNCIL

Adopted November 11, 2020

Amended October 2020

Article I: Name and Establishment

Section 1. The name of this Society shall be the Delaware HIV Planning Council, hereafter referred to as the “HPC,” or “the Council.”

Section 2. The HPC shall be established by the Delaware Division of Public Health. The Division of Public Health shall be the Grantee of awards made available through the U.S. Department of Health & Human Services’ Centers for Disease Control and Prevention Division of HIV/AIDS Prevention, and the Health Resources and Services Administration Ryan White HIV/AIDS Program for the prevention and treatment of HIV within the State of Delaware.

Article II: Object

The object of the Council is to act as a community-based advisory group to the Delaware Division of Public Health to provide feedback regarding the Division’s HIV prevention and treatment activities; to develop a council membership that is inclusive and diverse; and to institute an evaluation process to ensure that Delaware’s HIV Care & Prevention programs are meeting the federal standards in the pursuit of ending the HIV/AIDS epidemic in the state.

Article III: Members

Section 1. Council Participation. HPC membership shall be divided into two classes: Voting Members; and, non-voting Stakeholders.

Section 2. Stakeholders. Rather than non-voting members, the HPC will have Stakeholders, including consumers of HIV prevention and care services, health care, mental health and substance abuse treatment service professionals, representatives of faith-based and community-based organizations, educational institutions, representatives of the business community, etc. Stakeholders shall be allowed to be on the mailing list to receive HPC materials, attend and participate in Council meetings, and are encouraged to participate as working group members.

Section 3. Composition. The HPCs voting membership will consist of representatives from a set of specific categories that reflect priorities of both the CDC Division of HIV/AIDS Prevention and the HRSA Ryan White HIV/AIDS Program. Council membership will reflect the diversity of Delaware’s HIV epidemic, but membership is not limited to these categories, and some categories

may not be represented. Membership of the HPC will include representatives of other Ryan White Parts funded in Delaware.

Section 4. *Voting Members Qualifications.* HPC Voting Members must be a resident of, or be employed in the state of Delaware. HPC Voting Members must be an active member of one or more of the Council's working groups. All HPC Voting Members, and active Stakeholders, must complete a Conflict of Interest form (See Appendix A of these Bylaws), and a Confidentiality Statement (See Appendix B of these Bylaws) annually – to be signed the first day of membership and subsequently during the annual meeting.

Section 5. *Member Nomination.* Voting Members will be recruited and selected through an open application process; proactive recruitment will be used, as needed, to ensure a diverse membership, which reflects the epidemic in Delaware, and provides perspectives from multiple disciplines. HPC members will work to maximize engagement of consumers of prevention and care services as active members of the Council.

Section 6. *New Member Admission.* HPC applicants shall fill out a Membership Application Form. It shall be the responsibility of the Membership & Community Engagement (MCE) Working Group to review HPC member applications through a rolling process, allowing new members to fill vacant Council positions throughout the year. The MCE Working Group shall provide recommendations for membership to the Executive Committee for final review and approval. New members shall be announced at the next regularly scheduled HPC meeting following approval.

Section 7. *Terms.* Voting members will serve two-year terms. Upon the completion of each term of service members may be re-nominated to serve additional terms, in perpetuity.

Section 8. *Appointments.* Voting members will receive a Letter of Appointment from the Government Co-Chair that specifies the beginning and ending dates of their two-year term.

Section 9. *Orientation.* Voting Members will receive full voting privilege following the completion of new-member orientation.

Section 10. *Attendance.* HPC Voting Members are expected to attend all regularly scheduled meetings of the Delaware HIV Planning Council. If a member is unable to attend a HPC meeting they are expected to notify a representative of the Executive Committee, or HPC staff support, of their absence. If a Voting Member misses three or more meetings in a rolling twelve month period their membership status will be changed from Voting Member to Stakeholder. Individuals who lose their voting status can file a grievance (see Appendix C of these Bylaws) with the Executive Committee to re-evaluate their voting status.

Section 11. *Member Removal.* Any HPC member, be it a Voting Member or Stakeholder, may be removed upon the recommendation of the Executive Committee for the following reasons:

- Nondisclosure of a conflict of interest;

- Disclosure of confidential information;
- Misrepresentation or false claims; or,
- Lack of Attendance, performance, or commitment.

Allegations regarding any of the above issues must be made in writing to the Executive Committee by a Voting Member of the HPC. The Executive Committee has sixty (60) days from the date of receipt of the written allegation to review and investigate the allegations, meet with the member in question, and provide a final decision. Members that are removed from the HPC for any reason will be notified in writing by the HPC Co-Chairs. If removed, the member may reapply for membership to the HPC for the next year's term twelve (12) months after his/her date of removal from the HPC. A member desiring to file a grievance regarding his/her removal from the HPC may file a Grievance Form found in Appendix C of these bylaws.

Section 13. *Member Resignation.* HPC members may resign at any time during their term. A written resignation is preferred; however, a verbal or e-mail resignation given to an Executive Committee or HPC staff support is acceptable. The resignation will be in effect upon receipt by the Executive Committee. The Executive Committee will confirm the resignation. The Executive Committee will notify the HPC and interested parties of this resignation and vacancy at the following Council meeting. Any person following these resignation procedures may still be considered a HPC Stakeholder, as well as is free to re-apply to be a Voting Member.

Article IV: Executive Committee

Section 1. *Composition.* The executive committee shall be composed of the designated co-chairs of the planning council as well as the appointed champions of each working group

Section 2. *Officers and Duties.* The officers of the Council shall be a Government Co-Chair, and two (2) Community Co-Chairs. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the HPC.

Section 3. *Government Co-Chair.* The Government Co-Chair shall be a representative from the Delaware Division of Public Health. The position may rotate between the Ryan White Part B Administrator, or designee, and the HIV Prevention Program Administrator, or designee.

Section 4. *Community Co-Chairs.* The Community Co-Chairs shall be elected by the Council. At least one (1) Community Co-Chair shall be a person living with HIV/AIDS. Community Co-Chairs will serve for a term of two (2) years with the option to run for a second consecutive term. Elected Community Co-Chairs who have served two (2) consecutive terms can serve an additional term should he/she or they receive a unanimous vote from the voting members.

Section 5. *Election of Community Co-Chair.* A Community Co-Chair elected to fill a vacated spot will only assume that spot for the remainder of the vacated term. Time spent filling a vacated term

shall not be considered a full term, and therefore, a Co-Chair may still serve two full terms, if elected.

Section 6. *Executive Committee Duties and Powers.* The Executive Committee shall host meetings of the full Council; have general supervision of the affairs of the Council between its business meetings; make recommendations to the Council; and, perform such other duties as are specified in these bylaws. Additionally, the Executive Committee is responsible for conducting an annual evaluation of the community planning process, and generating “Letters of Appointment,” which specifies the beginning and ending dates of the two-year terms served by HPC members.

Section 7. *Executive Committee Meetings.* The Executive Committee shall meet with HPC staff support at least one time prior to all HPC meetings in order to set a meeting agenda, to review the timeline and progress towards HPC deliverables, and to make corrections in HPC work, where needed.

Article V: Meetings

Section 1. *Regular Meetings.* The HPC shall hold no less than six (6) regular meetings annually, unless approved by the Ryan White Part B Grantee. Council meetings will be held in regular intervals as determined by the Delaware HIV Consortium’s manager of HIV/AIDS Community Planning, with input from the Executive Committee. Meetings shall be inclusive to all members of the general public unless otherwise ordered by the Council.

Section 2. *Location.* HPC meetings shall be held in Dover unless ordered by the Council.

Section 3. *Quorum.* Fifty-percent (50%) of current HPC Voting Members plus one Voting Member shall constitute a quorum.

Section 5. *Annual Meeting.* An Annual Meeting will be held yearly during the regularly scheduled HPC meeting for which a newly elected HPC Officer is installed. During the annual meeting HPC members will renew their Conflict of Interest form (See Appendix A), and Confidentiality Statement (See Appendix B).

Section 5. *Working Group Meetings.* Meetings of HPC Working Groups will be held, as needed, to accomplish the tasks of the working group in a thorough and timely manner. It shall be the responsibility of the Executive Committee, or HPC staff support to call meetings of HPC Working Groups. HPC Working Group meetings will be held at a location that will allow for the greatest involvement of the members making up the individual Working Group.

Article VI: Working Groups

Section 1. *HPC Working Groups.* The HPC will have five (5) standing working groups to facilitate the work of the Council: Membership & Community Engagement; Testing & Linkage to Care; Retention & Viral Suppression; Systems of Care; and Positive Action Committee. Working Group

members shall be appointed by the Executive Committee. Each Working Group will be led by a Working Group “Champion,” who will be selected by the group’s membership to work in conjunction by HPC staff support to ensure the on-time completion of all deliverables assigned to the working group. Working Group Champions will regularly report the progress of their working group directly to the Executive Committee.

Section 2. *Membership & Community Engagement Working Group.* It shall be the duty of the Membership & Community Engagement (MCE) Working Group to review the Council’s membership on a regular basis to evaluate its diversity so as to ensure that it reflects the HIV/AIDS epidemic in Delaware; develop and offer an orientation to HIV/AIDS Community Planning for new or prospective members of the Council; and, address consumer participation in the planning process. It shall be the responsibility of the Membership & Community Engagement Working Group to participate in active outreach to a wide range of potential stakeholders, finding them where they are – and going to them as needed – to obtain their input. The Membership & Community Engagement working group must track attendance of voting members and report to the executive committee those members that have not met attendance requirements.

Section 3. *Testing & Linkage to Care Working Group.* It shall be the duty of the Testing & Linkage to Care (TLC) Working Group to provide a forum for Council members to critically analyze HIV Testing and Linkage-to-Care services being provided in the state; collect data to quantify its successes or failures; and, provide feedback and recommendations to the Council to improve service delivery. Additionally, the TLC will participate in updating the Delaware HIV/AIDS Resource Guide, and Integrated Plan.

Section 4. *Retention & Viral Suppression Working Group.* It shall be the duty of the Retention & Viral Suppression (RVS) Working Group to provide a forum for Council members to critically analyze HIV treatment and care services being provided in the state; collect data to quantify its successes or failures; and, provide feedback and recommendations to the Council to improve service delivery. Additionally, the RVS will participate in updating the Delaware HIV/AIDS Resource Guide, and Integrated Plan.

Section 5. *Systems of Care Working Group.* It shall be the duty of the Systems of Care (SoC) Working Group to use information gathered by all other standing committees to prepare White Papers; explore how external changes affect the system of care at all points along the HIV Prevention and Care Continuum; and, address broader issues affecting HIV/AIDS treatment and care in Delaware.

Section 6. *Positive Action Committee.* The Positive Action Committee (PAC) shall work to empower persons living with HIV/AIDS as they participate in Delaware’s HIV community planning process. The PAC will be made up and primarily lead by persons living with HIV/AIDS. The PAC will work with the Division of Public Health, the Delaware HIV Planning Council, and its working groups (TLC, RVS, and SoC) to inform the HIV needs assessment and priority setting

processes. The PAC will partner with the Membership & Community Engagement (MCE) Working Group to increase the number of Delaware HIV Planning Council Voting Members who are living with HIV disease.

Section 7. *Other Committees.* Such other committees, standing or special, may be established by the Council as it shall from time-to-time deem necessary to carry on its work. Their members shall be appointed by the Executive Committee unless this rule is suspended by a two-thirds vote before their appointment.

Section 8. *Working Group Management.* Working groups are founded to facilitate the completion of the Council's mandated deliverables. It shall be the purview of the Council to combine working groups, and expand or restrict the roles and responsibilities of one or more working groups, as needed, in the completion of these tasks.

Article VII: Memorandum of Understanding

The work of the HPC shall be guided by a Memorandum of Understanding (MOU), developed and approved by the HPC, the Consortium, and the Delaware Division of Public Health. This MOU shall document the roles and responsibilities of each party; how communications will occur between each party; what reports, updates, and other information they will provide to each other; and the timeline for providing this information, as well as a process for resolving conflicts among the parties. It shall be the responsibility of the Executive Committee, or a designee, to act as representatives of the HPC in the development of the MOU.

Article VIII: Management and Operations

Section 1. The HPC shall be supported by the Delaware HIV Consortium under the supervision of the Delaware Division of Public Health.

Section 2. The Delaware HIV Consortium's Manager of HIV/AIDS Community Planning shall provide day-to-day management of the HPC and provide the Council complete technical and logistical support. To fulfill this task the Consortium shall work to maximize the meaningful engagement of community persons in the development and implementation of HIV/AIDS services in Delaware by: offering input and assistance in the needs assessment process; reviewing and discussing data from varied sources; and, providing input and assistance to the Delaware Division of Public Health in preparing the Integrated HIV Prevention and Care Plan, and any relevant updates.

Article IX: Conduct, Confidentiality, Rules of Order

Section 1. *Member Conduct.* All individuals, be they members or guests, present for a HPC function shall behave in a manner of fairness and cooperation so that the democratic process is ensured and that the HPC maintains forward progress toward its goals. There are three basic principles of interaction upon which all the ground rules are based: business is taken up one item

at a time; participants promote courtesy, justice, impartiality, and equality; and, the majority prevails while protecting the rights of the individual, the minority, and absent members.

Section 2. Confidentiality. Confidentiality with regard to the personal information of all individuals is of the utmost concern to the HPC. All members and guests shall sign a Confidentiality Statement (*see* Appendix B) at their first meeting which will remain valid and on file for a period of one (1) years or until the next election term begins.

- a) *Confidentiality of Serostatus.* The HIV status of all individuals (guest or member) at a HPC meeting is strictly guarded. Anyone who divulges his or her HIV status at a meeting has the right to expect that information will not be carried from the meeting.
- b) *Breach of Confidentiality.* Breaches of confidentiality are grounds for removal from membership of the HPC. Breaches shall be reported to the Co-Chairs by way of submitting a Grievance Form.

Section 3. Rules of Order. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the Council may adopt.

Article X: Amendment of Bylaws

Section 1. These bylaws will be re-evaluated by the Executive Committee, at least annually, to ensure that they still reflect the needs of the HPC.

Section 2. These bylaws may be amended at any regular meeting of the Council by a two-thirds vote, provided that the amendment has been submitted in writing at least two (2) weeks in advance of the HPC meeting in which they are to be voted on. E-mail is an acceptable form of communication for delivering Bylaw amendments.

Appendix A

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Conflict of interest occurs when a member of the Planning Council knowingly takes action or makes a statement intended to influence the conduct of the Council in such a way as to confer any financial benefit on the member, family member(s), or on any organization in which s/he is an employee or has a significant interest.

Because of this potential conflict of interest, this form has been adopted by the Delaware HIV Planning Council and must be completed by all members in accordance with the Bylaws of the Delaware HIV Planning Council.

Are you aware of any potential conflicts of interest (i.e. are you or a significant other a member of, employee of, or have a direct or indirect personal financial interest in an organization seeking/receiving federal HIV funds, or employed by an organization that has a potential to receive a financial gain or loss from the prevention, care and/or treatment of HIV)?

Yes No

If yes, please list the Agencies and/or Organizations that you are presently affiliated with. If in the future your affiliation(s) change(s) please notify the Chair of the Membership Work Group.

Organization: _____

Title: _____ Period of Affiliation: _____

Organization: _____

Title: _____ Period of Affiliation: _____

Organization: _____

Title: _____ Period of Affiliation: _____

(Please attach additional pages if necessary.)

By signing below, I agree to the following:

- The above information is true to the best of my knowledge and ability.
- Neither my immediate family nor I have received or intend to receive any gratuities, favors, or anything of material value by a representative of a community based organization that might alter my ability to work objectively on the Planning Council.
- I will remove myself from any discussion and/or voting action in which I will receive a financial benefit from the outcome.
- I have read the Conflict of Interest Policy found in the Council's Attendance and Voting Policies and Procedures.
- If I violate the Conflict of Interest Policy, I understand that the Planning Council will take the necessary actions, as outlined in the Council's Attendance and Voting Policies and Procedures.

Signature: _____ Date: _____

Appendix B

CONFIDENTIALITY STATEMENT

I, _____ (Your Name) understand that I may receive sensitive information by my participation on the Delaware HIV Planning Council. I agree to hold all information pertaining to members or consumers in the strictest confidence. I understand that should I breach any aspect of confidentiality, I will meet with the Executive Committee of the Council to explain the circumstances under which the breach occurred. I understand that a breach of confidentiality is a removable offense and therefore any such breach may result in a termination of my participation with the Delaware HIV Planning Council.

Signed: _____

Witnessed: _____

Date: _____

Appendix C

DELAWARE HIV PLANNING COUNCIL GRIEVANCE FORM

Please complete provide all information requested.

(Please Print Legibly)

Name of Person Filing Grievance:	
Agency Affiliation (if applicable):	
Mailing Address:	
Daytime Phone:	Alternative Phone:
Please state the issue, recommendation, or decision of the HPC which you are grieving and thoroughly explain how you or your agency are directly affected. Any supporting documents or materials related to this grievance must be attached to this form.	
Please state the specific remedy or solution you or your agency is seeking.	
Signature:	Date:

Submit this form to:

Tyler Berl
Delaware HIV Consortium
100 W. 10th St., Suite 415
Wilmington, DE 19801