

Palm Beach County

HIV CARE Council

# Bylaws



**ARTICLE I**  
**NAME, AREA OF SERVICE, FUNDING AUTHORITIES , AUTHORIZATION**

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**SECTION 1:** The name of this entity shall be the "Palm Beach County HIV Comprehensive AIDS Resources Emergency Council," hereinafter referred to as the "CARE Council."

**SECTION 2:** The area of service shall be defined as Palm Beach County.

**SECTION 3:** The CARE Council shall work with the grantee or fiscally responsible agents for the current funding streams.

**ARTICLE II**  
**MISSION AND VISION**

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**SECTION 1:** Mission: The CARE Council shall be a collaborative and balanced body of HIV infected and affected individuals, service providers, community leaders and interested individuals whose responsibilities shall be to plan, develop, monitor, evaluate and advocate for a medical and support services system for individuals and families affected by HIV Spectrum Disease.

The CARE Council shall:

- (A)** Develop a comprehensive plan for the organization and delivery of health services described in the Ryan White CARE Act Amendments of 1996 that is compatible with any existing State or local plan regarding the provision of health services to individuals with HIV disease.
- (B)** Establish priorities for the allocation of Ryan White CARE Act Title I and Title II funds, Housing Opportunities for Persons With AIDS (HOPWA), Florida State General Revenue Patient Care and AIDS Network, and other appropriate funds within Palm Beach County, including how best to meet each such priority and additional factors that the grantees or Lead Agency shall consider based on:
  - 1. Documented needs of the HIV infected population;
  - 2. Cost and outcome effectiveness of proposed service strategies and interventions, to the extent that such data are reasonably available (either demonstrated or probable);
  - 3. Priorities of the HIV infected communities for whom the services are intended; and
  - 4. Availability of other governmental and non-governmental resources.
- (C)** Assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the eligible area. Establish a grievance procedure to address grievances filed against the CARE Council. Develop model consumer grievance procedures which may be implemented at the discretion of the CARE Council to address grievances filed against providers of HIV/AIDS services; assess the effectiveness, either directly or through contractual arrangements, of the services offered in meeting the identified needs.

- (D) Participate in the development of a Statewide Coordinated Statement of Need initiated by the State Public Health Agency responsible for administering grants under Title II of the CARE Act.
- (E) Establish methods for obtaining input on community needs and priorities which may include public meetings, conducting focus groups, and convening Ad hoc panels.
- (F) Coordinate and monitor service provision and planning outcomes with a designated Lead Agency for the administration of Ryan White Title II funds.
- (G) Work with community members and other planning bodies to ensure a coordinated system of care.
- (H) Maintain diversity and inclusion reflective of the epidemic in Palm Beach County in the CARE Council membership.
- (I) Perform such other duties as the CARE Council may, from time to time, deem appropriate.

**SECTION 2:** Vision:

- (A) A community where individuals who live with HIV Spectrum Disease do so without prejudice, abandonment, or social stigma.
- (B) A community where people living with HIV Spectrum Disease are afforded a comprehensive range of medical and support services assuring the person's wellness, independence, and self sufficiency.
- (C) A community where HIV medical and support services are accessed based upon need, regardless of one's ability to pay for such services.

### **ARTICLE III CARE COUNCIL MEMBERS**

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**SECTION 1:** The CARE Council is intended to be a collaborative organization of HIV infected and affected individuals, service providers, and community leaders. Membership of the CARE Council shall be evenly divided among members of these three groups. Every effort shall be made to ensure that the representation of the infected community reflects the demographics of the epidemic in Palm Beach County, with particular consideration given to disproportionately affected and historically under-served groups and subpopulations. Additional membership categories to comply with federal requirements will be complied with as they arise.

**SECTION 2:** Candidates for membership on the CARE Council shall be identified through an open process and candidates shall be selected based on locally delineated and publicized criteria. Such criteria shall include a conflict-of-interest standard. Membership shall include:

**(A) Affected Communities**

1. Persons with HIV or AIDS;
2. Historically under-served populations;

3. Persons affected by HIV Spectrum disease such as, but not limited to, care givers, life partners or family members of persons infected with HIV.

**(B) Service Providers**

1. Community-based organizations serving HIV affected populations;
2. AIDS service organizations;
3. Federally qualified Health Centers;
4. Local Public Health Agencies;
5. Social Service Providers;
6. Mental Health and Substance Abuse Service Providers;
7. Medical Professionals serving persons living with HIV/AIDS;
8. Palm Beach County Grantees under other Titles of the Ryan White CARE Act.

**(C) Non-Elected Community Leaders**

1. Hospital and Health Care Planning Agencies, or other Social Service Planning Agencies;
2. State and Local Government (including the State Medicaid Agency);
3. Grantees under other Federal HIV Programs;
4. Florida Department of Health;
5. Local Health and Human Service Boards;
6. Other Non-Elected Community Leaders including representatives of public and private business interests.

**SECTION 3: (A)** A CARE Council Member shall be defined as any resident of Palm Beach County, Florida who applied for membership in accordance with the official nominations process for CARE Council Membership prescribed in the policies of the Palm Beach County HIV CARE Council, has been recommended for membership by the CARE Council, officially appointed by the Palm Beach County Board of County Commissioners, has complied with financial disclosure requirements of the Board of County Commissioners, and who has maintained attendance and committee participation requirements prescribed by the CARE Council. CARE Council members shall maintain the right to vote on any issue before the CARE Council following appointment by the Board of County Commissioners.

**(B)** A CARE Council member is required to actively participate on at least one standing committee or program support committee to retain Council membership. Failure to actively participate will result in removal from council membership. The removal process shall be defined by council policy.

**SECTION 4:** A member may represent only one of the three mandated membership categories. (i.e.,

Affected Community, Non-Elected Community Leader or Service Provider)

**SECTION 5:** A minimum of thirty-three percent (33%) of the CARE Council's overall voting membership shall consist of individuals who are HIV positive. The CARE Council shall maintain a formal program to support participation by HIV positive members. Every effort shall be made to ensure that the representation of the infected community reflects the demographics of the epidemic in Palm Beach County, with particular consideration given to disproportionately affected and historically under-served groups and subpopulations.

**SECTION 6:** The total CARE Council membership shall be a balanced membership of no more than forty-five (45) but not less than twenty-one (21) members.

**SECTION 7:** The CARE Council member term of office is two (2) years following appointment by the Palm Beach County Board of County Commissioners. There shall be no limit on the number of terms a member may serve.

**SECTION 8:** Attendance at CARE Council meetings is crucial to the operation of the CARE Council.

(A) Members shall be automatically removed for lack of attendance. Lack of attendance is defined as a failure to attend three (3) consecutive meetings or a failure to attend more than one-half (1/2) of the meetings scheduled during the preceding twelve (12) months. Participation for less than three-fourths (3/4) of a meeting shall be the same as a failure to attend a meeting. Excused absences due to illness, if approved by majority vote of the council, shall not constitute lack of attendance. Excused absences shall be entered into the minutes at the next regularly scheduled meeting of the council. Members removed pursuant to this paragraph shall not continue to serve on the council and such removal shall create a vacancy.

(B) Upon accumulation of three (3) consecutive excused absences or any absences (excused and/or unexcused) from more than fifty percent (50%) of CARE Council meetings during the preceding twelve (12) month period, inclusive of the month of the last absence, members will be asked to discuss their future CARE Council participation with the Membership Committee. The Membership Committee Chair or designee will report to the Executive Committee with the Membership Committee's recommendation for removal or continued membership. The CARE Council shall make a finding for removal or continued membership. In cases of removal, a recommendation for removal shall be forwarded to the Board of County Commissioners. Their determination shall be considered final. In application of this provision, no decisions shall be made which are in conflict with the provisions of *Article III, Section 8, Part A*.

(C) This attendance requirement applies only to the regularly scheduled CARE Council meetings, and not to emergency meetings.

**SECTION 9:** Vacancies resulting from death, involuntary removal, or voluntary resignation of any member shall be filled pursuant to the policies, procedures and bylaws of the CARE Council.

## ARTICLE IV OFFICERS

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**SECTION 1:** The CARE Council will elect the Chair, Vice Chair, Treasurer and Secretary from the CARE Council membership by a majority vote of the quorum of the members present at the Annual Meeting. The officers are elected for a one (1) year term or until their successors are elected. In filling vacancies for unexpired terms, an officer who has served more than half a term in an office is considered to have served a full term. All elected officers will begin their term at the conclusion of the meeting at which they were elected. No officer shall hold the same office for more than three (3) consecutive terms. Officers may be removed from office upon a three-fourths ( $\frac{3}{4}$ ) vote of the membership present and voting at any legally noticed meeting of the CARE Council where a quorum is present. No member who is employed by a grantee, administrative agency, or other funding authority shall be eligible to serve as an officer of the CARE Council.

**SECTION 2:** The Chair's duties and responsibilities include, but are not limited to:

1. With the consent of the CARE Council, represent the CARE Council to the Grantees, Lead Agency, Health Resources and Services Administration (HRSA) and other interested parties;
2. Presiding at all meetings of the CARE Council and Executive Committee;
3. Appointing the Chair of all CARE Council Committee's, subject to the ratification of the CARE Council membership except as otherwise provided herein;
4. Be an ex-officio member of all committees, subcommittees, advisory or ad hoc committees except the Elections Committee;
5. With the consent of the CARE Council, conduct the business of the CARE Council.

**SECTION 3:** The Vice Chair shall be the Chair of the Bylaws and Grievance Committees and be responsible for maintaining the policies and procedures of the council. All powers and duties of the Chair shall be performed by the Vice Chair in the absence of the Chair. When fulfilling these duties, the Vice Chair will be considered to be the acting Chair.

**SECTION 4:** The Treasurer shall be Chair of the Priorities and Allocations Committee and shall be free from conflict of interest as defined by Article VII of these Bylaws. All powers and duties of the Chair shall be performed by the Treasurer in the absence of the Chair and Vice Chair. When fulfilling these duties, the Treasurer will be considered to be the acting Chair.

**SECTION 5:** The Secretary shall be the Chair of the Membership Committee and maintain and have responsibility for overseeing Government in the Sunshine meeting notices; recording of minutes; maintenance of CARE Council, committee and subcommittee membership rosters; and act as Chair of the Membership Committee. As funding permits, with the exception of Chairing the Membership Committee, these duties may be delegated to a staff function. All powers and duties of the Chair shall be performed by the Secretary in the absence of the Chair, Vice Chair, and Treasurer. When fulfilling these duties, the Secretary will be considered to be the acting Chair.

**SECTION 6:** Succession

- (A) In the event the office of the Chair of the CARE Council becomes vacant, the Vice Chair shall serve the unexpired term of the Chair. In the event the Vice Chair is unable to serve the unexpired term of the Chair, a special election will be held at the next legally noticed meeting of the CARE Council.
- (B) In the event the office of Vice-Chair, Treasurer or Secretary becomes vacant, the Chair will nominate at least one member of the CARE Council to fill the vacant office and an election, open to nominations from the floor, will be held.
- (C) In the event of succession or special election to replace vacancy, the remaining time served shall not count as time served under Section I.

**ARTICLE V  
COMMITTEES**

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**SECTION 1:** The CARE Council's Standing Committees will include:

- A. Executive Committee
- B. Planning Committee
- C. Priorities and Allocations Committee
- D. Membership Committee
- E. Support Services Committee
- F. Medical Services Committee
- G. Community Awareness Committee

**SECTION 2:** The CARE Council's Program Support Committees will include, but are not limited to:

- A. Management Information Systems (MIS) Committee
- B. Quality Assurance and Evaluation Committee

The CARE Council Chair may authorize the creation, prescribe the terms, and define the power and duties of any other Program Support Committee's as may, from time to time, be necessary or useful in the conduct of CARE Council business. The Program Support Committee's shall be created and managed according to the *Policies and Procedures* of the CARE Council.

**SECTION 3:** The CARE Council's Ad hoc Committee's will include, but are not limited to:

- A. Bylaws Ad hoc Committee
- B. Elections Ad hoc Committee

### C. Grievance Ad hoc Committee

The CARE Council Chair may authorize the creation, prescribe the terms, and define the power and duties of any other Ad hoc Committee's as may, from time to time, be necessary or useful in the conduct of CARE Council business. The Ad hoc Committee's shall be created and managed according to the *Policies and Procedures* of the CARE Council.

#### **SECTION 4:** Executive Committee:

The Executive Committee shall consist of the Chair, Vice Chair, Treasurer, Secretary, and Chair of each Standing Committee of the CARE Council. At least one person with HIV must be present to constitute a quorum for decisions.

The Executive Committee will meet on a regularly scheduled basis. It may also be convened by the Chair of the CARE Council and/or at the request of a Grantee or Lead Agency, to take action on time-sensitive issues relating to prioritization or allocation of funds which make it impractical to convene the CARE Council.

The duties and responsibilities of the Executive Committee shall include, but are not limited to, oversight of the grant application process, contracting processes implemented by Grantees or Lead Agencies on behalf of the CARE Council, and implementation of policy or actions established by the CARE Council. Emergency actions taken by the Executive Committee shall be subject to ratification of the CARE Council.

#### **SECTION 5:** Priorities and Allocations Committee:

The Priorities and Allocations Committee, utilizing available data and information generated from Grantees and Administrative Agencies, and other CARE Council Committee's, through a group process, establishes a list of services appropriate and necessary to enhance the medical condition and improve the quality of life for persons living with HIV/AIDS in Palm Beach County. The Committee is also charged with establishing priorities for these services, and allocating available and/or potential funding to these services. The Priorities and Allocations Committee works closely with current funding streams to redirect underspent funds to those service categories most in need of additional dollars throughout the year.

#### **SECTION 6:** Planning Committee:

The Planning Committee is charged with the overall development of major planning activities of the CARE Council. Included in these activities is development of a CARE Council Comprehensive Plan for HIV/AIDS Services for Palm Beach County Florida. In a collaborative nature, the Committee will work with all other planning/funding entities in Palm Beach County to ensure the plan encompasses all needed services and available resources. In addition, the Planning Committee is charged with the development of a Needs Assessment as outlined in HIV/AIDS Bureau (HAB) publications, the development of descriptions for all services purchased with Ryan White Title I, Title II, HOPWA, State of Florida AIDS Network and dedicated HIV/AIDS General Revenue dedicated funds.

The Planning Committee is also responsible for the development and implementation of evaluation tools and programs to ensure quality services are provided to persons utilizing HIV/AIDS services in Palm Beach County.

#### **SECTION 7:** Membership Committee:

Charged with identifying and recruiting members for the CARE Council and its Committees who are reflective of the HIV/AIDS epidemic in Palm Beach County. The committee is responsible for the following activities:

- Recruitment Plan;
- Recruiting New Members;
- Training New and Existing Members of the Council in Council responsibilities, policies and procedures the Council uses to address its responsibilities;
- Ensuring the Council membership list complies with necessary grant requirements;
- Monitoring membership attendance as required by *Policies and Procedures*.

**SECTION 8:** Support Services Committee:

- Work with the Planning Committee on development of the Support Services module of the CARE Council's Comprehensive Plan;
- Work with the Planning Committee to develop service definitions relating to each of the supportive services for the RFP process;
- Responsible to develop unit cost information for each of the supportive services;
- Establish county-wide standards relating to the delivery of each of the support services;
- Work with the grantee, medical services committee and other funders on Quality Assurance standards and other program management issues relating to each of the support services.

**SECTION 9:** Medical Services Committee:

- The Medical Services Committee is responsible for detailed planning and oversight of all services relating to the general health of persons living with HIV/AIDS who receive services funded through the collaborative funding sources of the CARE Council. In addition, the committee is charged with the planning and oversight of all substance abuse and mental health services relating to persons living with HIV Spectrum Disease and who receive services funded through the collaborative funding sources of the CARE Council;
- This committee should remain up-to-date on the latest HIV/AIDS medical treatments and convey to the Planning Committee the need for inclusion of such services in the CARE Council's Comprehensive Plan;
- Responsible to develop unit cost information for each of the medical services;
- Establish county-wide standards relating to the delivery of each of the medical services;
- Work with the grantee, support services committees and other funders on Quality Assurance standards and other program management issues relating to each of the medical services.

**SECTION 10:** Community Awareness Committee

- Outreach to HIV/AIDS service consumers;
- Act as an informal caucus to bring consumer issues to the Council, or council committees

as appropriate. (This would be especially true if there was a general consumer concern regarding a specific service or service provider);

- Help identify ways to reach the PLWH/A communities served, including minority and other special populations;
- Provide an ongoing link with the community. Bring community issues to the Council, as well as information about available treatment, research, and care information to the community.

**SECTION 11:** The following provisions shall apply to committees:

- (A) Membership on a committee shall be defined by policy.
- (B) Committee attendance shall be defined by policy.

## **ARTICLE VI MEETINGS**

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**SECTION 1:** All meetings of the CARE Council and its Committees and Sub-Committees shall be open to the public and shall be subject to the requirements of Section 286.011, Florida State Statutes as may be amended.

**SECTION 2:** There shall be an Annual Meeting of the CARE Council in April of each year. The primary purpose of the Annual Meeting shall be to elect officers for the coming year.

**SECTION 3:** The CARE Council will meet at least six times per year.

**SECTION 4:** CARE Council and Committee meeting quorums shall be defined by policy.

**SECTION 5:** A request for a special meeting of the CARE Council may be made by the Executive Committee, Lead Agency, or by a Grantee to take action on time sensitive issues. The meeting shall be scheduled for the exclusive purpose of addressing the specific issue identified in the request for the special meeting.

**SECTION 6:** 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.

**SECTION 7:** Participation at CARE Council and Committee meetings is defined as follows:

1. Attendance at CARE Council meeting's, committee meeting's, special events, and workshops in compliance with applicable policy.
2. Voting on council and committee issues.
3. Completing agreed to tasks.
4. Sharing of skills, time, and other resources appropriate to the committee or council.

**ARTICLE VII**  
**VOTING AND CONFLICT OF INTEREST**

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- SECTION 1:** Members of the CARE Council and all Committees established by the CARE Council shall abide by the Ryan White CARE Act, Florida State Statute 112.3143 and Palm Beach County Code of Ethics R-94-693 (as may be amended) regarding voting conflicts.
- SECTION 2:** The CARE Council may not be directly involved in the administration of a grant under Title I of the CARE Act. With respect to compliance with the preceding sentence, the CARE Council may not designate (or otherwise be involved in the selection of) particular entities as recipients of any amounts provided in the grant.
- SECTION 3:** Each CARE Council member present shall vote on every issue with which they have no conflict of interest. Any CARE Council member with a conflict of interest on a specific issue will abstain from voting on that specific issue. In the event a member abstains from a vote due to conflict, he or she must sign a Conflict of Interest Disclosure Form within three days of the vote.
- SECTION 4:** Attendees at a CARE Council meeting who are not members of the CARE Council may participate in discussions, but may not vote. Only CARE Council members may vote.
- SECTION 5:** It shall be the responsibility of members to inform the CARE Council Secretary in writing of any affiliation as an employee, board member, independent contractor, vendor or supplier to agencies receiving or seeking funding under the prioritization/allocation process of the CARE Council. A CARE Council member who has an identified conflict of interest and does not abstain from voting on issues related to that conflict will be removed from the CARE Council. The motion for removal of a member due to conflict of interest may be made at one CARE Council meeting for discussion and voted upon at the next regularly scheduled CARE Council meeting. The CARE Council member being discussed must be given an opportunity to respond prior to a removal vote. If the resulting vote is in the affirmative, a recommendation for removal shall be forwarded to the Board of County Commissioners. Their determination shall be considered final.

**ARTICLE VIII  
GRIEVANCE PROCEDURES**

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The CARE Council shall maintain a policy to resolve grievances brought forward against the CARE Council.

**ARTICLE IX  
OPERATING PROCEDURES**

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The CARE Council shall maintain published policies and operating procedures governing the administration and day-to-day functioning of the CARE Council.

**ARTICLE X  
AMENDMENTS**

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**SECTION 1:** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of CARE Council members present at a CARE Council meeting. At least ten (10) days prior, written notice setting forth the proposed action will be sent to the CARE Council membership and all interested parties.

**SECTION 2:** That the CARE Council staff be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Council in connection with keeping the Bylaws grammatically correct.

**ARTICLE XI  
EFFECTIVE DATE**

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These Bylaws shall become effective immediately upon vote of two-thirds (2/3) of the members of the Palm Beach County HIV CARE Council. These Bylaws supercede all other previously adopted Palm Beach County HIV CARE Council Bylaws.

**CERTIFICATION OF ADOPTION:**

**By my signature below, I certify these Bylaws were officially adopted by a majority vote of the membership of the Palm Beach County HIV CARE Council.**

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**Vikas Virkud, MD, Chair**  
**August 24, 2004**

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**Bruce Conlin, Secretary**  
**August 24, 2004**