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2 **ORANGE COUNTY HIV PLANNING COUNCIL**  
3 **BYLAWS**  
4 **(Board of Supervisors Approved on May 6, 2008)**  
5

6 **ARTICLE I - NAME**  
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8 **Section 1.** The name of this Council shall be the Orange County HIV Planning Council (Council).  
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11 **ARTICLE II - AUTHORITY AND PURPOSE**  
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13 In order to improve the lives of people affected by human immunodeficiency virus (HIV) and acquired  
14 immunodeficiency syndrome (AIDS) in Orange County, the Council shall:  
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16 **Section 1.** Provide advice and recommendations to the Orange County Health Officer on HIV policy  
17 issues and on the need for HIV-related education, prevention, treatment, and supportive services, and on  
18 any other related matters the Health Officer refers to it, or which the Council raises itself.  
19

20 **Section 2.** Serve as the HIV Health Services Planning Council for Part A of the Ryan White HIV/AIDS  
21 Treatment Modernization Act (Ryan White Act) and subsequent amendments, and as the HIV CARE  
22 Consortium as required by Part B of the Ryan White Act, and subsequent amendments. In this regard, the  
23 Council shall:  
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25 A. Establish priorities for care, treatment and supportive services for people living with HIV/AIDS  
26 (PLWH/A) and determine the allocation of Ryan White Act Part A and Part B funds to services  
27 prioritized within Orange County, including instructions on how best to meet each priority and  
28 additional factors that the Grantee should consider in the awarding of funds based on:  
29

- 30 1. documented needs of the HIV-infected population;
- 31
- 32 2. cost and outcome effectiveness of proposed strategies and interventions, to the extent that such  
33 data are reasonably available;
- 34
- 35 3. priorities of the HIV-infected communities for whom the services are intended; and
- 36
- 37 4. availability of other governmental and non-governmental resources.
- 38

39 B. Develop a comprehensive plan for the organization and delivery of HIV health and support services  
40 that are compatible with existing State and local plans regarding the provision of health services to  
41 individuals with HIV/AIDS.  
42

43 C. Assess the ongoing efficiency of the administrative mechanism to rapidly allocate funds to the areas  
44 of greatest need within Orange County; and, at the discretion of the Council, assess the effectiveness,  
45 either directly or through contractual arrangements, of the services offered in meeting identified  
46 needs.  
47

48 D. Conduct an assessment of HIV/AIDS service needs of PLWH/A.  
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1 E. Participate in the development of the statewide coordinated statement of need initiated by the State of  
2 California.

3  
4 **Section 3.** Serve as advisor to the City of Santa Ana with regard to the Housing Opportunities for  
5 Persons with AIDS (HOPWA) program. In this capacity the Council shall:

6  
7 A. Advise and assist the Orange County Health Care Agency in assessing the housing assistance and  
8 supportive social service needs of PLWH/A; and

9  
10 B. Advise and assist the Orange County Health Care Agency in assuring the adequate provision of  
11 housing and supportive social services to PLWH/A.

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14 **ARTICLE III - MEMBERSHIP**

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16 **Section 1. Membership.** Council membership may consist of up to 35 voting members appointed by the  
17 Board of Supervisors, and up to five (5) affiliate members who do not have a vote except as specified in  
18 Section 4 below. Voting membership shall include representatives as required by the Ryan White Act.

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20 **Section 2. Appointment Authority.**

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22 A. Voting Members

23  
24 1. Nominations for voting membership shall be recommended by the Membership Committee,  
25 approved by the Council, and forwarded to the Board of Supervisors for appointment.

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27 2. Each office of the Board of Supervisors may recommend an individual for consideration by the  
28 Membership Committee.

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30 B. Affiliate Members

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32 1. Affiliate members are Unaligned Consumers who do not hold voting power on the Council, except  
33 as specified in Section 4 below.

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35 2. Nominations for affiliate membership shall be recommended by the Membership Committee,  
36 approved by the Council, and forwarded to the Health Care Agency Director or his/her designee  
37 for appointment.

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40 **Section 3. Representation of PLWH/A on the Council.**

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42 A. The Council's voting membership will maintain representation of Unaligned Consumers as required by  
43 the Ryan White Act.

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45 B. An Unaligned Consumer is defined as one:

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47 1. who is HIV-positive and is eligible to receive HIV-related services from Ryan White Act or  
48 HOPWA funded providers; and

1  
2 2. who is not an officer of, employee of, or consultant to, any providers receiving Ryan White Act or  
3 HOPWA funds, and does not represent any such entities.  
4

5 C. Unaligned Consumers who have been appointed to the Council to fill the Unaligned Consumer  
6 perspective shall have disclosed their serostatus for the purposes of Council business and must reside  
7 within the County of Orange.  
8

9 **Section 4. Delegation/Assignment.** A voting member’s representation on the Council or his/her voting  
10 rights may not be delegated to another person except for (1) the State representative, and (2) Unaligned  
11 Consumers who cannot attend meetings because of illness or extenuating circumstances. Unaligned  
12 Consumers absent due to illness or extenuating circumstances may be represented by a Council affiliate  
13 member, appointed by the Health Care Agency Director or his/her designee as described in Section 2(B)  
14 above. All affiliate members must meet the Unaligned Consumer membership requirements as defined in  
15 Article III, Section 3B above.  
16

17 **Section 5. Terms of Council Members.**  
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19 A. Voting Members’ terms on the Council shall expire on December 31 of the second calendar year of  
20 appointment or upon the expiration date of the vacant term being completed.  
21

22 B. All affiliate member terms will be for a one-year period ending December 31.  
23

24 C. Terms for voting members shall be staggered so that approximately one half of all memberships will  
25 expire every December 31.  
26

27 D. Reappointment is at the discretion of the Board of Supervisors for voting members and the Health Care  
28 Agency Director or his/her designee for affiliate members, following recommendation by the Council.  
29

30 E. In the event the Board of Supervisors is unable to take action on reappointments by December 31, the  
31 Executive Committee may extend terms up to three additional months.  
32

33 **Section 6. Attendance / Leave of Absence.**  
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35 A. Council members are expected to attend all Council meetings, and to be actively involved in at least  
36 one committee or task force.  
37

38 B. Council members who miss three (3) meetings within a 12-month period shall be deemed to have  
39 resigned from the Council except when these absences occur during a leave of absence. A written  
40 request for a leave of absence, up to three (3) months, may be allowed. Such requests will be granted  
41 or denied at the discretion of the Council or its designee. Members and affiliate members granted an  
42 official leave of absence who are absent from more than six (6) monthly meetings in any 12-month period  
43 shall be deemed to have resigned from the Council and shall be dropped from the Council membership  
44 roster whether or not the absences occurred during an official leave of absence period. The Membership  
45 Committee may consider extenuating circumstances of each member prior to terminating membership.  
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47 C. Council members who are one absence from being dropped from membership shall be sent a letter of  
48 warning that his/her membership is in jeopardy.

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2 **Section 7. Resignation.** Any Council member may resign at any time by giving written notice to the  
3 Chair of the Council. Such resignation shall take effect at the date of receipt of such notice by the  
4 Council Chair or Council support staff or at such other date as may be specified or agreed on.  
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6 **Section 8. Removal.**

7  
8 A. Council members may be removed for cause pursuant to standards adopted by the Board of  
9 Supervisors.

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11 B. The Council shall have the authority to remove its members subject to those standards.

12  
13 C. The following shall constitute standards for removal:

- 14 1. Loss of the status that qualified the member for appointment to the Council.
- 15 2. Absences per Article III, Section 6.
- 16 3. Habitual conduct that violates rules established by the Council.
- 17 4. Conduct that would have a negative impact on the integrity of, and/or the community's confidence  
18 in, the Council (including, but not limited to, violation of conflict of interest regulations, County  
19 Code of Ethics, the Gift Ban Ordinance or conviction of a felony offense after appointment to the  
20 Council).
- 21 5. Failure to file California Fair Political Practices Committee ("FPPC") Form 700 as required by  
22 law.  
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29 D. Removal Notice and Response Period.

- 30 1. Any Council member being removed for reasons listed above in Sections 8(C)(3) and 8(C)(4)  
31 only, shall receive written notice from the Council Chair or his/her designee of the intent to  
32 remove and the reason for removal.  
33
- 34 2. The Council member shall be given 15 days in which to respond in writing or in person to the  
35 Council Chair or his/her designee.  
36
- 37 3. Upon receipt of the response or 15 days from the date of notice, members of the Membership  
38 Committee shall vote on the matter at the next scheduled meeting of the Membership Committee.  
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- 40 4. The Membership Committee, by a 2/3 vote, shall recommend removal of the member or affiliate  
41 at the scheduled meeting of the Council.  
42
- 43 5. Upon a 2/3 vote by the Council for removal, written notification of said action shall be sent to the  
44 Board of Supervisors for voting members or the Health Care Agency Director or his/her designee  
45 for affiliate members.  
46
- 47 6. The effective date of removal shall be the date of removal by the Board of Supervisors for Council  
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1 members or the Health Care Agency Director or his/her designee for affiliate members.

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3 E. The Board of Supervisors may remove any member according to Board policy.  
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5 **Section 9. Council Vacancies.**  
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7 A. A vacancy shall exist when a voting member submits a written resignation to the Council Chair, or  
8 when a voting member is removed from the Council for causes pursuant to Article III, Section 9 of  
9 these bylaws. A vacancy shall also exist if the Board of Supervisors removes a voting member  
10 according to Board policy.  
11

12 B. When a vacancy occurs on the Council, the Membership Committee will identify a suitable  
13 replacement, and, upon Council approval, submit the nomination to the Board of Supervisors for  
14 appointment consideration. Vacancies for unexpired terms shall be filled for the remainder of the  
15 initial term. Expired terms shall be filled for a full term of two (2) years. The Membership Committee  
16 will accept applications for membership throughout the year. Membership recommendations,  
17 approved by the Council will become effective upon appointment by the Board of Supervisors.  
18

19 **Section 10. Council Policy, Identification and Communication.**  
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21 A. The Council, as an advisory council appointed by the Board of Supervisors, and in accordance with  
22 County Board of Supervisors Legislative Policy, shall not advocate a legislative position to any other  
23 legislative body other than the Orange County Board of Supervisors, and then only through the Health  
24 Care Agency Director or his or her designee.  
25

26 B. An official Council position is one that has received a majority vote of voting members and is duly  
27 adopted.  
28

29 C. No member of the Council shall represent an official Council position in any venue or forum unless  
30 authorized by the Chair of the Council after adoption by a majority vote of voting members.  
31

32 D. Whenever Council members are communicating in any public setting on any Council issue, they will  
33 clearly indicate whether they are advocating an official position of the Council or are speaking strictly  
34 for themselves.  
35

36 E. This section should not be construed as limiting in any way any member of the Council from engaging  
37 in advocacy as an individual.  
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39

40 **ARTICLE IV - MEETINGS**  
41

42 **Section 1. Notice.** All meetings of the Council and its committees shall be conducted in accordance with  
43 the Brown Act (California Government Code Sections 54950-62)  
44

45 **Section 2. Regular Meetings.** Regular meetings of the Council shall be held at least six (6) times a year.  
46

47 **Section 3. Special Meetings.**  
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- 1 A. Special meetings may be called by the Chair, the Health Care Agency Director or his or her designee,  
2 or a majority of voting members, and shall be held at such times as may be determined.  
3  
4 B. Notice of any special meeting shall be made by whatever means practical, not less than 24 hours prior  
5 to the meeting.  
6

7 **Section 4. Voting.**

- 8  
9 A. The Council will strive to govern by consensus.  
10  
11 B. When consensus cannot be reasonably reached, official actions taken by the Council shall be adopted  
12 by a majority vote of all voting members.  
13  
14 C. No absentee votes or proxy votes will be permitted except as specified in Article III, Section 4.  
15  
16 D. All non-unanimous voice votes will be retaken by roll call vote.  
17  
18 E. Any member may request that any vote be taken by roll call vote.  
19

20 **Section 5. Quorum.** The number of members necessary to establish a quorum shall be the majority of  
21 voting members not on a leave of absence. Affiliate members do not count towards quorum as they do  
22 not hold voting power, unless they are representing an absent Unaligned Consumer as specified in Article  
23 III, Section 4.  
24

25 **Section 6. Staff.** The Council shall, on an annual basis, select an entity to provide support services to the  
26 Council.  
27

28 **Section 7. Public Participation.** Non-members wishing to speak to an agenda item can do so during  
29 the "Public Comment" section of the agenda. The Chair may recognize members of the public to  
30 comment on agenda items during the discussion of the agenda item. An extension of time may be granted  
31 at the discretion of the Chair or if a majority of the Council votes to extend the time limit. Any non-  
32 member choosing to speak to a non-agenda item shall be limited to making his/her comments only  
33 during the "Public Comment" section of the agenda and will be subject to a specified time limit set by the  
34 Chair.  
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37 **ARTICLE V - OFFICERS**

38  
39 **Section 1.**

- 40  
41 A. Officers of the Council shall be a Chair and up to two Vice-Chairs.  
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43 B. At least one of these officers must be an Unaligned Consumer.  
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45 C. The representative of the Grantee may not serve as Chair.  
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47 D. Whenever he or she deems it appropriate, the Chair or a presiding Vice-Chair may, but is not required  
48 to, appoint another member to act as Sergeant-at-Arms for one or more Council meetings. When a

1 Sergeant-at-Arms is appointed, he or she shall assist the Chair or Vice-Chair in maintaining order and  
2 parliamentary proceedings while Council meetings are in session.

3  
4 **Section 2.**

5  
6 A. Officers may be nominated on or before the regular December meeting of the Council.

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8 B. Nominations shall be made directly by Council members.

9  
10 C. Elections shall be held on or before the first regular meeting of the new calendar year.

11  
12 **Section 3.** Officers shall serve in elected office for terms of one calendar year or until their successors are  
13 elected.

14  
15 **Section 4.** No officer shall be eligible to serve more than three consecutive terms in the same office.

16  
17 **Section 5.** Powers of the Chair.

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19 A. The Chair shall be the chief executive officer of the Council and shall have the general powers and  
20 duties of management usually invested in the office of Chair, and shall have other powers and duties as  
21 may be prescribed by the Council.

22  
23 B. The Chair shall preside at all meetings of the Council.

24  
25 C. In the absence of the Chair, one of the Vice-Chairs shall preside.

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28 **ARTICLE VI - COMMITTEES AND SUBCOMMITTEES**

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30 **Section 1.** There shall be such standing committees, subcommittees, task forces, and special committees  
31 established as the Council shall deem necessary to accomplish the purposes set forth in Article II of these  
32 bylaws.

33  
34 **Section 2.** Each committee is responsible for developing and conforming to its own policies and  
35 procedures. The Council shall approve all policies and procedures adopted by any of its committees.  
36 Committees of the Council shall have a minimum of two officers. These officers may be either Chair and  
37 Vice Chair or Co-Chairs.

38  
39 **Section 3.** The Membership Committee shall be responsible for the assurance of an open nominations  
40 process for the recommendation of Council membership and the determination of perspectives to be  
41 represented by each position. An open nominations process consistent with Ryan White Act guidelines  
42 shall be incorporated into the Membership Committee's policies and procedures. No appointment to the  
43 Council can occur without recommendation by the Membership Committee and subsequent approval by  
44 the Council. The Chair of the Membership Committee shall be one of the Vice Chairs of the Council.

45  
46 **Section 4.** Any committee that makes funding recommendations to the Council shall comply with all  
47 sections of Article IX of these bylaws.

1 **Section 5.** With the exception of the Prevention Planning Committee all committees of the Council are  
2 subject to direction from the Council and all committee actions are subject to Council review. Therefore,  
3 a committee chair, or at least one co-chair must be a member of the Council.  
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## 6 **ARTICLE VII - COMPENSATION**

7  
8 Council members shall serve without compensation, but may be reimbursed using Ryan White Act funds,  
9 for any actual and necessary expenses incurred in connection with their duties as Council members as  
10 provided for in the County of Orange Administrative Procedures for County Boards, Committees and  
11 Commissions. Reimbursement shall be governed by Council policies and procedures.  
12

## 13 **ARTICLE VIII - CONTRACTS**

14  
15 Council members shall not have the power or authority to bind the County of Orange by any contract or  
16 agreement.  
17

## 18 **ARTICLE IX - CONFLICT OF INTEREST**

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20  
21 **Section 1.** In addition to the conflict of interest rules set forth herein, County conflict of interest  
22 ordinances and FPPC regulations, members are also subject to a separate set of HRSA-approved conflict  
23 of interest policies and procedures. These procedures require that Council members biannually disclose  
24 any conflicts they may have. Members shall not involve themselves in official Council actions that could  
25 materially benefit them personally, their business interests, or the interests of organizations that they  
26 represent. Should a material conflict of interest arise, the member must abstain from voting, and the  
27 abstention will be recorded in the meeting minutes. When voting on priority and allocation matters,  
28 members who represent entities that can or may receive contracts shall disclose that fact before voting,  
29 but such fact shall not disqualify them from voting.  
30

31  
32 **Section 2.** Committees of the Council that make funding recommendations to the Council shall operate  
33 with the highest standards of integrity and openness. Therefore, no such committee may have, as its sole  
34 presiding officer(s), an individual who is an employee or board member of an agency with a financial  
35 interest in the decisions being made by the committee.  
36

37 **Section 3.** All members of the Council are subject to all County ordinances, including but not limited to,  
38 the County Gift Ban Ordinance, Code of Ethics and Sexual Harassment Policy.  
39

40 **Section 4.** The Council may not be directly involved in the administration of the grant. Therefore, the  
41 Council may not designate (or otherwise be involved in the selection of) particular entities as recipients of  
42 any funds provided by the grant.  
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## 44 **ARTICLE X - GRIEVANCE PROCEDURES**

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47 **Section 1.** The Council will maintain grievance procedures for resolution of any grievances that may  
48 arise as a result of Council decisions with respect to the following:



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- A. The needs assessment process;
- B. The comprehensive planning process;
- C. The priority-setting process;
- D. The allocation of funds to priorities process; and
- E. Any subsequent changes to established priorities and allocations.

**Section 2.** The grievance procedures do not apply to Council decisions other than those identified above or to decisions resulting from the contractual process. The Orange County Health Care Agency as the grantee of funds is required to and has formulated separate procedures to resolve grievances that may arise from the contractual process.

**ARTICLE XI - AMENDMENTS**

**Section 1.**

- A. A recommendation to the Board of Supervisors to amend these bylaws may be made at any regular meeting of this Council by a 2/3 vote of voting members of the Council, provided that copies of the proposed amendments are sent to all members at least 72 hours prior to the meeting at which such action is taken.
- B. An amendment will become effective upon a majority vote of the Board of Supervisors.
- C. If any part of these bylaws is in conflict with the Ryan White Act, or any other law or governmental regulation, the remainder of these bylaws shall remain in full force and effect.

**Section 2.** Notwithstanding Section 1 above, the Board of Supervisors may amend these bylaws at any time without action by the Council.

**ARTICLE XII - EFFECTIVE DATE**

**Section 1.** These bylaws and future amendments thereto, unless otherwise specified, shall become effective upon adoption by the Council and approval by the Orange County Board of Supervisors.