



Bylaws

March 2012

Article I - LEGAL AUTHORITY

The Denver HIV Resources Planning Council was established by the Chief Elected Official of Denver on April 8, 1993. It functions pursuant to the duties outlined in Part A of the Ryan White HIV/AIDS Treatment Extension Act of 2009 and those enumerated in Article III.

Article II - DUTIES & RESPONSIBILITIES

A. Duties and responsibilities of the Denver HIV Resources Planning Council are to:

1. Establish priorities and policies for allocation of Ryan White Program funds.
2. Develop a comprehensive plan for the organization and delivery of eligible services described in Section 2604 of the Ryan White Program that is compatible with any existing state or local plan regarding provision of services to individuals with HIV.
3. Assess the efficiency of the administrative mechanism in rapidly allocating Ryan White Program funds to the areas of greatest need within the Transitional Grant Area.
4. Create and Supervise Workgroups to address key issues in the Transitional Grant Area.
5. Provide for facilitation and collaboration among all funded AIDS grants within the service area, including, but not limited to Ryan White Parts A-F, Housing Opportunities for People with AIDS (HOPWA) funds, and Centers for Disease Control (CDC) funds.
6. Participate in the development of the statewide coordinated statement of need initiated by the state public health agency responsible for administering grants.
7. Establish methods for obtaining input on community needs and priorities, which may include public meetings, conducting focus groups, and convening ad-hoc panels.
8. Ensure that the actions and decisions of the Denver HIV Resources Planning Council are implemented.
9. Approve an annual budget for the Council and monitor the budget spend down.
10. Perform other duties as established by the Council and approved by the Chief Elected Official of Denver.
11. Act in a manner so as to comply with the guidelines of the Ryan White Program.

B. Duties and responsibilities of Planning Council members are to:

1. Attend and actively participate in all Denver HIV Resources Planning Council meetings and retreats.
2. Participate in the Council orientation.
3. Participate in at least one workgroup or committee other than the annual resource allocation process. Participation may be considered via technology (i.e. email, teleconferencing).
4. Review Council or workgroup and committee discussion/action materials prior to scheduled meetings.

Article III - MEMBERSHIP

- A. The Denver HIV Resources Planning Council shall be representative in terms of race, ethnicity, culture, gender, geography, AIDS target populations, care services and prevention/education interests, sexual orientation, agency and community representation, and AIDS professionals. Council is mandated to have at least two publicly disclosed PLWH members and to have at least a 33% PLWH membership. Council members and staff will assure confidentiality of sero-status, except for the two publicly disclosed PLWH members. Members of the Denver HIV Resources Planning Council are selected for their expertise, knowledge of their constituency, ability and willingness to view the entire HIV/AIDS system, and unique characteristics which, when blended, form a Council balanced in terms of representation of the epidemic in the DEMA Denver TGA.
- B. *Composition:* Membership shall be at the choice of the Chief Elected Official (The Mayor of Denver) and will be made from the names, interviewed by Membership Development Committee and approved by Council, representing:

The Ryan White Program Mandated Slots

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

C. *The Planning Council's membership application and appointment policy is as follows:*

1. An applicant shall fill out and submit to the Program Manager a City and County of Denver Boards and Commission application. The Program Manager will contact applicants to acknowledge receipt of applications.
2. All original applications shall be kept on file with the Denver HIV Resources Planning Council.
3. A copy of the application will be forwarded to the City and County of Denver's Director of Boards and Commission and the Denver Office of HIV Resources' Boards and Commissions liaison. Before being scheduled for an interview with the Membership Development Committee, applicants are encouraged to participate in a pre-interview discussion with the program manager concerning duties and responsibilities.
4. Planning Council staff will schedule interviews with applicants. Additional demographic information will be collected by Council staff using the Planning Council supplemental membership application form.
5. The Membership Development Committee will conduct a formal interview utilizing a quantitative tool to ensure, as much as possible, an objective review of each candidate on merits important to the Planning Councils operations.
6. The Membership Development Committee will rank each candidate.
7. New Member Applicant interviews will be held once a year or when vacancies occur.
8. Applicants will be given two opportunities to schedule an interview with the Membership Development Committee, after which the applicant will no longer be considered. Those wishing to be considered again will need to submit a new application.
9. At the time of the interview, applicants will be given a written description of the membership process.
10. All meeting discussions and interview deliberations pertaining to candidates are to be kept confidential by Membership Development Committee members.
11. Any other information or notes collected about the applicant will be destroyed by Council staff after the interview.
12. All Membership Development Committee members must sign a confidentiality statement which shall be kept on file by Council staff at the Planning Council office.
13. Applicants interviewed and recommended by the Membership Development Committee will be forwarded to the Planning Council for approval.
14. The Planning Council either endorses or opposes the recommendations from the Membership Development Committee. Individual candidates will not be open for discussion at meetings. Candidates are voted on as a collective body/slate.
15. After the interview by the Membership Development Committee and approval by the Planning Council, the following will be forwarded to the Director of Boards and Commission: a) the copy of the application and supporting documents; and b) the Council's official recommendation.
16. Approved applicants will be forwarded to the Chief Elected Official, who makes all final appointments.

17. Denver Boards and Commissions shall notify applicants in writing if they have or have not been appointed to the Planning Council with carbon copies sent to the Planning Council staff.
 18. Applicants will be placed on a waiting list for future consideration if there are no available slots on the Planning Council. The waiting list will be maintained by Boards and Commission. After two years on the waiting list, applicants will need to reapply if s/he is still interested.
 19. All appointments shall be made for no more than two consecutive terms. Members completing two consecutive terms must sit out one full term before reapplication to the Council can be made.
 20. Reapplying Council members may be required to interview with the Membership Development Committee.
 21. Although Planning Council members can apply for a second term, a second term is not guaranteed.
 22. In the case of certain federally mandated slots, when no other applicant is available, the Chief Elected Official can appoint for additional terms.
 23. Planning Council staff and DOHR shall maintain a list of federally mandated positions, the persons filing those positions, and any demographic information necessary to fulfill HRSA reporting requirements.
 24. Council staff shall maintain an up-to-date membership contact roster of the Planning Council as well as any attendance, committee and workgroup assignments, and other information deemed necessary by the Planning Council.
 25. Once approved by the Chief Elected Official, all new Council members must sign a confidentiality statement, which will be kept on file at the Planning Council office. In addition if a member serves on the Leadership or Membership Development Committee, they will sign a separate confidentiality agreement.
 26. All new Planning Council members will be required to complete the on-line new member orientation before they are eligible to vote.
 27. New Planning Council members can request a mentor.
 28. Ongoing trainings will be provided throughout the year for new as well as current Council members.
- D. Terms of Office:* Terms will be identified at the time of the member's appointment. The Chief Elected Official may appoint members to staggered terms, lasting one, two, or three years. All terms end on November 30th of the given year.
- E. Participation Assessment:* Council staff will submit to the Membership Development Committee which will in turn submit to the Leadership Committee a member attendance list for the purpose of member outreach and maintaining adequate representation of mandated slots. This assessment includes the members' Planning Council, Workgroup and Committee participation.
- F. All resignations* must be submitted to Planning Council Program Manager. Planning Council staff will forward the resignation to the Director of Boards and Commissions, DOHR liaison, Membership Development and Leadership Committee.

G. *Removal:* Denver HIV Resources Planning Council members may be removed by the Chief Elected Official for any reason. The Co-Chairs of the Council may recommend to the Chief Elected Official that a member be removed for failure to participate if the Council member has two consecutive unexcused or three total absences during the annual period. The Co-Chairs of workgroups or committees may make the same recommendation based on unexcused absences from workgroup or committee meetings. A member is considered excused when having contacted staff prior to the Council or workgroup or committee meeting.

H. *Leadership:* Council shall elect annually, at its November meeting, the following Leadership positions for a term of one year. Election is declared by a majority of those present. Nominations will start in September. Nominations remain open until point of election. At the November meeting, candidates will have the opportunity to provide additional information to the Council. In order to be nominated for the Co-Chair position, the nominee should be a member of Council for at least one year. Elected Leadership terms begin December 1.

Co-Chairs: Council shall have three Co-Chairs with one Co-Chair being appointed by the Chief Elected Official (Grantee Co-Chair) as an ex-officio member and two Co-Chairs being elected by Council (Council Co-Chair 1 and Co-Chair 2). The Council Co-Chairs shall facilitate Council meetings.

Vice-Chair: The Vice-Chair shall serve as Chair and voting member of the Leadership Committee. The Vice-Chair presides at Planning Council meetings in the absence of both Co-Chairs and shall assume any associated duties.

The Council Co-Chairs and Vice-Chair assumes responsibility for hiring, orienting and supervising the Council Program Manager.

Excluding the Grantee Co-Chair, at least one of the Council Chairs shall be a person living with HIV/AIDS.

Leadership Committee: A Leadership Committee shall be constituted for purposes of setting agendas, considering special issues, planning, and communicating issues of importance to Council. The Leadership Committee is also responsible for developing and refining bylaws to govern the actions of the Planning Council. It will also review issues related to Council procedure as they arise, including grievances. The Leadership Committee is also in charge of coordinating the assessment of the administrative mechanism. In addition the Leadership Committee is responsible for the establishment and oversight of workgroups and Committees. At a minimum, the committee shall be composed of the three Co-Chairs, the Vice-Chair, at least one Chair of a committee and/or workgroup, and include at least two people living with HIV/AIDS who are currently serving on the Council.

I. The Planning Council, its staff and consultants shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, ethnicity, religion, disability, or sexual orientation.

Article IV - MEETINGS

- A. *Regular Meetings:* Regular Meetings of the Denver HIV Resources Planning Council shall be held monthly unless otherwise noted and other meetings may be scheduled as necessary. All regular meetings of the Denver HIV Resources Planning Council shall be held open to the public, as provided for by the Denver Revised Municipal Code, Chapter 2, Article III, Open Meetings. Written minutes of each meeting shall be taken and shall be public documents available on-line www.dhrpc.org. Agendas and regular meeting notices are sent out electronically to council members and also available on-line. Agenda item requests should be submitted to Leadership at the monthly meeting.
- B. *Special Meetings:* Special meetings of the Council may be convened by Leadership. Special meetings could occur in a conference call format.
- C. *Emergency Voting:* In rare instances, electronic and telephone voting will be allowed when an official Council vote on an issue needs to be obtained prior to the next scheduled Council meeting. A majority vote shall consist of 50% plus one of all members of the Council in attendance or teleconferencing in during a formal vote-taking meeting. Such voting is considered an official act of the Council and the majority vote rule will apply. A detailed explanation of the issue being voted upon, without breaching confidentiality, will be provided to members. Electronic voting will be used for those Council members possessing e-mail accounts. A telephone vote will be used for those Council members without access to e-mail. All Council members will be contacted on the same day and provided with the time frame as directed by the Council Co-Chairs for voting on the specified issue. Halfway through the specified period of time given to vote on a particular issue, Council staff will follow-up with members who have not responded to remind them of the due date for the vote. Results of the electronic and telephone voting will be given at the upcoming Council meeting.
- D. *Accommodations:* The Planning Council will make a reasonable effort to accommodate special needs for meetings (including all interpreter and transportation needs) upon request.
- E. *Committee and workgroup Meetings:* Members of workgroups and/or committees will establish schedules for meetings. Each workgroup and committee, at its own discretion, will determine its norms to include establishing a quorum, attendance and membership requirements, voting procedures and managing conflict of interest.
- F. *Quorum:* At any Denver HIV Resources Planning Council meeting, the presence of a majority of the members (meaning one more than half of the current appointed membership) shall be necessary to constitute a quorum for purposes of formal decision-making. The Council Co-Chair(s) shall be counted as part of the quorum.
- G. *Voting:* While the Council will strive for consensus, every official act taken by the Council shall be adopted by a majority vote. A majority vote shall consist of 50% plus one of all members of the Council in attendance or teleconferencing in during a formal vote-taking meeting. A Council member may specify in writing (including FAX

and electronic mail) his/her opinion on an identified agenda item. This information will be shared with the Council by Council staff, but will not be considered a vote. Any Council vote is on the basis of one vote per person. Proxy voting will not be allowed at Council meetings.

- H. *Minutes*: Written minutes will be taken at each full Council meeting and will be distributed to all Council members in a timely fashion and posted within 2 weeks on the Council's website. Minutes will also be taken at workgroup and committee meetings and distributed to Council in a timely fashion.
- I. *Public comment* at Council meetings may be taken as each agenda item is discussed. It shall be at the Council Co-Chairs' discretion as to the length of public comment and as to whether an issue needs to be assigned or re-assigned to a workgroup and committee for further discussion prior to action by Council.
- J. *Priority Setting and Resource Allocation Process*: The steps in the process are outlined below:
 1. Conduct an annual needs assessment as the primary method for obtaining community input.
 2. Hold a community forum(s) as another method for obtaining community input. The purpose of the forum(s) is to obtain feedback on the draft needs assessment results.
 3. Conduct educational sessions to provide Planning Council members with comprehensive, relevant reference and resource information for making priority setting and resource allocation decisions.
 4. Hold an extended Planning Council meeting to make priority setting and resource allocation decisions. Only Planning Council members will be able to vote on decisions as per voting procedures in these bylaws.

Article V - CONFLICT OF INTEREST

Conflict of interest can be defined as an actual or perceived interest by the member in an action which results or has the appearance of resulting in personal, organizational, or professional gain. Council shall adhere to the City and County of Denver's code of ethics when establishing priorities and policies for allocation of Ryan White Program funds.

All Council members will participate in the setting of funding priorities as mandated by the Ryan White Program. Local and state conflict of interest provisions do not apply. All Priorities Resource Allocation Committee and workgroup members are expected to disclose the following conflicts of interest:

1. Any organization for which they or their spouse or domestic partner own, have ownership interest, or have been employed, during the past twelve months;
2. Any organization for which they or their spouse or domestic partner are, or have been, a Board member during the past twelve months;
3. Any organization for which they or their spouse or domestic partner are, or have been, a paid consultant within the past twelve months.

Click here to view the [Conflict of Interest form \(pdf\)](#).

Article VI - LEAVE OF ABSENCE

A leave of absence is requested by notifying the Program Manager of the request for a leave of absence in writing. A leave of absence is for a maximum of three months but may be extended by Leadership on a case by case basis. Persons not returning by the end of the approved leave of absence will be considered to have resigned. Circumstances for leave of absences are for reasons of work, maternity/paternity or adoption, or personal or family health, etc. The quorum will be adjusted to reflect leave of absence(s).

Article VII – COMMITTEES AND WORKGROUPS

Standing committees of the Council may be created at any time by resolution of the Council to meet the operational needs of the Council. Any standing committee shall have powers and duties and its membership shall be constituted as the Council may determine.

Committees may be assigned to study special issues and bring recommendations to the full Council. Grantee participation on committees shall be ex-officio.

In addition to standing committees the Leadership can establish subject specific workgroups to address specific issues in a short term and focused manner. Workgroups are given specific purposes and tasks to address. Once these are accomplished the workgroup disbands unless there is a related issue that the Leadership directs them to undertake.

Evaluation and Assessment Committee is responsible for conducting the annual needs assessment and developing and reviewing progress on the three-year comprehensive plan.

Leadership Committee is responsible for developing and sustaining the direction and work of the Planning Council. The Leadership Committee develops the Annual Operating Plans and the Comprehensive Plan for the TGA, assures implementation of the Needs Assessment, Priorities and other Planning Council functions. The Leadership Committee analyzes data, identifies areas for improvement and creates Workgroups to carry out the work of the Planning Council and address the needs of the TGAA.

Membership Development Committee recruits and recommends to the Chief Elected Official potential Council members for vacancies on the Council. The committee also trains new Council members.

Metro Denver AIDS Service Coalition (MDASC), which is comprised of service providers and consumers, establishes standards of care for the Ryan White funded services and reviews issues of concern for service providers in the Denver TGA.

People of Color Leadership Committee's mission is to increase communities of color involvement in Council and Minority AIDS Initiative related activities.

Rebuilt +'s mission is to increase involvement of PLWH and those affected by HIV in council work and to advise the council on related issues.

Committee and Workgroup Co-Chairs: Committee Co-Chairs shall be determined by the workgroup or committee membership. At least one Committee Co-Chair must be a member of the Council. Whenever possible, each workgroup and committee will have one PLWH Co-Chair. Each Committee Co-Chair may serve up to 2 consecutive years. An individual

may serve as co-chair on no more than 2 standing workgroups or committees simultaneously excluding the Leadership Committee.

Each workgroup and committee shall follow the established decision-making mechanism of the Council. Any minutes or reports from workgroup and committee meetings shall be available on-line www.dhrpc.org and distributed to workgroup and committee members and available to all Council members on request.

Article VIII - CONFLICT RESOLUTION

The Ryan White HIV/AIDS Treatment Extension Act of 2009 requires planning councils to develop grievance procedures as a condition of eligibility for funding. Such procedures shall include a process for submitting grievances to binding arbitration and shall be reviewed by the Health Resources and Services Administration Project Officer assigned to the Denver TGA.

These procedures were developed and adopted on December 5, 1996 and most recently updated January 18, 2013.

Click here to view the [Grievance Procedures \(pdf\)](#).

Article IX - AMENDMENTS

The Denver HIV Resources Planning Council shall have the authority to recommend alterations, amendments, or the repeal of these bylaws provided that the proposed changes are presented in writing at a Regular Meeting. If a substantial change to the bylaws is proposed, it will be made in writing and sent to all members one week prior to the next scheduled Council meeting. The amendment(s) must receive a majority (50% plus one) vote in order for this change to occur.

Article X - AMENDMENTS

The Denver HIV Resources Planning Council shall have the authority to develop and implement operating procedures consistent with the duties of the Planning Council as described in the Ryan White Program and consistent with the policy guidance developed by the U.S. Department of Health and Human Services, Health Resources and Services Administration.

Alterations, amendments or repeals of such operating procedures will be governed by Article X.

Amendments of these bylaws: added the COI form.

I hereby certify the foregoing bylaws were amended by the Denver HIV Resources Planning Council January 3, 2012.

Scott Jackson
Council Co-Chair

Kari Hartel
Council Co-Chair

Lynn Hough
Grantee Co-Chair