



# **Bylaws**

**November 2014**

## **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 is to:***

1. Create and Maintain the Denver HIV Resources Planning Council
    - a. Establish and Maintain operations
    - b. Grievance Procedure
    - c. Recruit, Select and Train Members; including co-chair selection
    - d. Participate in collaborative planning
  
  2. HRSA Mandated Duties:
    - a. Development and utilization of a Comprehensive Plan
    - b. Needs Assessment
    - c. Quality Management and Standards of Care
    - d. Review and use key data to establish funding priorities, allocate dollars and create/approve directives
    - e. Establish DHRPC's Budget
    - f. Coordinate between parts and programs
  
  3. Procurement of Contracts and Administration of Funds According to Priority Plans
    - a. Monitor quality management data
    - b. Letter of Assurance
    - c. Assessment of the Administrative Mechanism and the Effectiveness of Services
  
  4. Other Responsibilities:
    - a. Funding adjustments and reallocations
    - b. Provision of other information
- ✓ For more details please refer to the Denver HIV Resources Planning Council Roles & Responsibilities document.

### ***B. Duties and responsibilities of DHRPC members are to:***

1. Attend and actively participate in Denver HIV Resources Planning Council (DHRPC) meetings. Active participation is considered regular attendance of DHRPC monthly meetings and participation in a monthly committee. Regular active participation will maintain a member's eligibility to vote. A member's voting rights will be suspended

for the remainder of the calendar year, if the member misses more than three DHRPC meetings or more than three meetings of his/her chosen committee. Voting rights will be monitored and addressed by the MDC Committee and the DHRPC Chairs, with assistance from the DHRPC staff.

2. Attend the DHRPC Annual Priority Setting & Resource Allocation Meetings
3. Complete the New Member Online Orientation.
4. Attend and actively participate at the DHRPC Annual Retreat.
5. Participate in at least one committee. Participation may be via technology (email, teleconferencing, etc.) whenever available.
6. Review DHRPC and committee discussion/action materials prior to any scheduled meeting.
7. Participate in four mandatory trainings, which may include:
  - ✓ Annual Retreat
  - ✓ HIV 101 Online Training or Leadership Online Training
  - ✓ Data trainings related to Priority Setting & Resource Allocations
  - ✓ New Member Online Orientation
  - ✓ Special Topic Trainings

**Note:** The Annual Retreat and Data Trainings change every year and must be attended annually. Once members complete HIV 101 Online Training and/or the Online Leadership Training their completion will be counted for the following years of continuing membership. Many of the trainings are provided at committee meetings or during the DHRPC monthly meetings, trainings will be identified for member participation.

## **Article III – MEMBERSHIP**

### ***Composition:***

Membership shall be at the choice of the Chief Elected Official (The Mayor of Denver) and will consist of the slate of candidates, interviewed by the Membership Development Committee and approved by the DHRPC. There are also specific categories that must be represented according to the legislation. Those categories are as follows:

- A. Health care providers, including federally qualified health centers
- B. Community-based organizations serving affected populations and AIDS service organizations
- C. Social service providers, including providers of housing and homeless services;
- D. Mental health and Substance Abuse providers (*considered two separate categories but can be represented by one person*)
- E. Local public health agencies
- F. Hospital planning agencies or health care planning agencies

- G. Affected communities (including PLWHA, members of a Federally recognized Indian tribe, individuals co-infected with hepatitis B or C, and historically underserved groups and subpopulations)
  - H. Non-elected community leaders
  - I. State Medicaid agency
  - J. Grantees under Ryan White Part B
  - K. Grantees under Ryan White Part C (Early Intervention Services)
  - L. Grantees under Ryan White Part D (or if none are operating in the area, representatives of local organizations with a history of serving children, youth, women, and families living with HIV)
  - M. Grantees of other Federal HIV programs, including but not limited to providers of HIV prevention services
  - N. 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/AIDS as of the date on which the individuals were so released or their representatives.
- The DHRPC is mandated to have at least two publicly disclosed PLWH members and to have at least a 33 percent PLWH membership. DHRPC members and staff will assure confidentiality of serostatus, except for the two publicly disclosed PLWH members when indicated.
  - Members of the Denver HIV Resources Planning Council will be 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 balanced council for the Transitional Grant Area (TGA).

***Application and Appointment Policy:***

1. An applicant shall fill out and submit to the DHRPC staff a City and County of Denver Boards and Commission application. The DHRPC staff will contact applicants to acknowledge receipt of applications.
2. All original applications shall be kept on file with the Denver HIV Resources Planning Council. A copy of the application will be forwarded to the City and County of Denver's Director of Boards and Commissions as well as the Denver Office of HIV Resources Boards and Commissions liaison.
3. New member applicant interviews will be held once a year or when vacancies occur and no current member meets those category requirements. At the time of the interview, applicants will be given a written description of the duties and responsibilities of DHRPC members, and committee descriptions as well as dates of required meetings whenever possible.
4. Applicants will be given two opportunities to schedule an interview with the Membership Development Committee Interview team, after which the applicant will

no longer be considered. Those wishing to be considered again will need to submit a new application.

5. DHRPC staff will schedule interviews with applicants and the Membership Development Interview Panel. Additional demographic information may be collected prior to or during the interview process. The Membership Development Committee (or other volunteers on the interview panel) 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 DHRPC operations and will rank each candidate.
6. All meeting discussions and interview deliberations pertaining to candidates are to be kept confidential by the Membership Development Committee Interview Panel. All Interview Panel members must sign a confidentiality statement which shall be kept on file by DHRPC staff.
7. Applicants interviewed and recommended by the Interview Panel will be forwarded to the DHRPC for approval as a collective body/slate. The DHRPC will either endorse or oppose the slate recommendations. After the interview and approval, the following will be forwarded to the Director of Boards and Commission:
  - a) the copy of the application and supporting documents;
  - b) the DHRPC's official recommendation. Approved applicants will be forwarded to the Chief Elected Official, who makes all final appointments.
8. Denver Boards and Commissions shall notify applicants in writing if they have or have not been appointed to the Denver HIV Resources Planning Council with carbon copies sent to the DHRPC staff.
9. All appointments shall be made for no more than two consecutive three year terms. Members completing two consecutive three year terms must sit out one full year before reapplication to the DHRPC can be made. Reapplying DHRPC members may be required to interview with the Membership Development Committee. While DHRPC members can apply for a second term, a second term is not guaranteed.
10. In the case of certain federally mandated slots, when the vacancy would result with non-compliance to HRSA, the Chief Elected Official can appoint an individual for additional terms. DHRPC 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. DHRPC staff shall also maintain an up-to-date membership contact roster of the DHRPC including committee and sub-committee assignments, participation summaries and other information deemed necessary by the DHRPC.

**D. Terms of Office:** The Chief Elected Official may appoint members to staggered terms typically lasting three years. All terms end on December 31<sup>st</sup> of the given year.

- E. **Participation Assessment:** Member participation will be monitored by DHRPC staff in order to assess when outreach might be necessary, maintain adequate representation in mandated slots and determine who is eligible to vote at Denver HIV Resource Planning Council meetings and Committee or meetings. This assessment will be based on participation in both DHRPC meetings and Committees and will be monitored by calendar year (January-December). These finding will be shared with the Membership Development Committee.
- F. **Resignations:** Must be submitted to DHRPC staff. DHRPC staff will forward the resignation to the Director of Boards and Commissions, DOHR liaison, the Leadership Committee and the Membership Development Committee.
- G. **Removal:** Denver HIV Resources Planning Council members may be removed by the Chief Elected Official for any reason. The Chairs of the DHRPC may recommend to the Chief Elected Official that a member be removed for failure to participate as described in Article II, B. 1
- H. **Leadership:** DHRPC shall elect annually, at its December meeting, the following chair positions for a term of one year. Nominations will start in September and remain open until point of election. At the December meeting, candidates will have the opportunity to provide additional information to the DHRPC if they choose. In order to be nominated for the Chair positions, the nominee should be a member of Council for at least one year. Elected Leadership terms begin January 1st.
- **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 the DHRPC. The council Co-Chairs shall facilitate DHRPC meetings. Excluding the Grantee Co-Chair.
    - **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.
      - **NOTE:** At least one of the three chairs shall be a person living with HIV/AIDS.
    - **Treasurer:** The DHRPC shall have a treasurer in place to create and assist staff in overseeing the DHRPC budget. This person shall be appointed in the same fashion as the DHRPC Chairs at the December DHRPC meeting. For more information please refer to the DHRPC Budget Process document.

## 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. Photographs and/or videos of Planning Council meetings may also be taken for marketing, awareness and social media purposes but these materials will only be shared if members sign to agree with the *DHRPC Authorization to Capture and Release Information* form.

[Click here to view the City and County of Denver Photo Release form.](#)

- B. Minutes:** Written minutes of each meeting shall be taken. Minutes shall be public documents available online at [www.dhrpc.org](http://www.dhrpc.org). Regular meeting notices and agendas are sent out electronically to council members and also available on-line. Agenda item *requests should be submitted to the Leadership Committee at, or prior to, the monthly meeting. Written minutes will be distributed to all DHRPC members in a timely fashion and posted within one (1) week on the DHRPC website after approval. Minutes will also be taken at committee meetings.*
- C. Special Meetings:** Special meetings of the DHRPC and/or (sub) committees may be convened by the Chairs and/or a majority vote by the Leadership Committee. Special meetings could occur in a conference call format.
- D. Emergency Voting:** In rare instances, electronic and telephone voting will be allowed when an official DHRPC vote on an issue needs to be obtained prior to the next scheduled DHRPC meeting. A majority vote shall consist of 50 percent plus one of all members of the DHRPC who are eligible to vote. A detailed explanation of the issue being voted upon will be provided to members. Electronic voting will be used for those DHRPC members possessing e-mail accounts while a telephone vote will be used for those 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 DHRPC Co-Chairs for voting on the specified issue. Halfway through the specified period of time given to vote on a particular issue, DHRPC 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 DHRPC meeting.
- E. Accommodations:** The Denver HIV Resources Planning Council will make a reasonable effort to accommodate special needs for meetings (including all interpreter and transportation needs) upon request. DHRPC staff will receive and respond to requests for these accommodations.
- F. Committee Meetings:** Members of committees will establish schedules for meetings. Each committee, at its own discretion, will determine its norms for membership requirements and voting procedures. Each committee must follow the DHRPC process for identifying and managing conflict of interest. The DHRPC will have templates to assist the committees in completion of their duties (including establishing norms for the committee). However, in order to maintain committee voting rights a member must have regular, active committee participation, as

described in Article II, B. 1. Voting rights will be monitored and addressed by the Committee Chairs with assistance from the DHRPC staff.

- G. **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 DHRPC Chair(s) will be counted as part of the quorum.
- H. **Voting:** While the DHRPC 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 percent plus one of all members of the DHRPC who are eligible to vote. A DHRPC 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 DHRPC 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 DHRPC meetings. A DHRPC member who has become ineligible to vote will be notified at the beginning of the month by DHRPC staff. The ex-officio Grantee Co-Chair does not have voting rights.
- I. **Public comment:** At DHRPC meetings public comment 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 committee for further discussion prior to action by the DHRPC.
- 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) may be to obtain feedback on the draft Needs Assessment results or to obtain input on the Needs Assessment findings.
3. Conduct educational sessions as necessary to provide DHRPC members with comprehensive, relevant reference and resource information for making priority setting and resource allocation decisions.
4. Hold an extended DHRPC meeting or meetings to make Priority Setting and Resource Allocation decisions. These meeting will be open to the public but only DHRPC members will be able to comment and vote on decisions during this process.

## 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. The DHRPC 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 DHRPC members will participate in Priorities Setting and Resource Allocations processes as mandated by the Ryan White Program. Local and state conflict of interest provisions do not apply. All DHRPC 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 by, 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 DHRPC staff 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 the Membership Development and Leadership Committees on a case-by-case basis. Persons not returning by the end of the approved leave of absence will receive outreach to ensure return. If members do not respond to outreach attempts at the end of a leave of absence they 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**

Standing committees of the DHRPC may be created or dissolved at any time by resolution of the DHRPC to meet the operational needs of the Council. Committees may be assigned to study special issues and bring recommendations to the full DHRPC. The Leadership Committee can establish/approve subject-specific workgroups to address certain issues in a short term and focused manner. In addition, standing committees can recommend for approval to the Leadership Committee a new workgroup be established. Once these purposes are accomplished the workgroup disbands unless there is a related issue that the Leadership Committee directs them to undertake.

Committee membership shall select their co-chairs. At least one committee co-chair must be a member of the DHRPC and whenever possible, each committee will have one PLWH Co-Chair. Each committee co-chair may serve up to three consecutive years as co-chair and may serve as co-chair on no more than two standing committees simultaneously. Grantee participation on committees shall be ex-officio without voting rights.

**The standing committees of the DHRPC are as follows:**

**Evaluation and Assessment Committee** will be responsible for guiding the Annual Needs Assessment, developing and reviewing progress on the three-year Comprehensive Plan. This committee is also responsible for working with content experts to analyze data utilized by the DHRPC is our data driving decision making processes. The Evaluation and Assessment Committee with help to monitor and adjust the DHRPC Data Evaluation Plan as necessary.

**Leadership Committee:** A Leadership Committee shall be constituted for purposes of setting agendas, considering special issues, planning and communicating issues of importance to the DHRPC. The Leadership Committee will also review issues related to DHRPC procedures as they arise, including grievances. The Leadership Committee is in charge of coordinating the assessment of the administrative mechanism as well as the establishment and oversight of Committees. The Leadership Committee will identify areas for improvement and designate which committees will carry out the work of the DHRCP and address the needs of the Denver TGA. At a minimum, the committee shall be composed of the three Co-Chairs, the Vice-Chair and at least one Chair from each committee. It should also include at least two people living with HIV/AIDS who are currently serving on the DHRPC. This committee shall be chaired by the Vice-Chair of the DHRPC whenever possible.

**Membership Development Committee** recruits and recommends potential council members for vacancies on the DHRPC. The committee will be responsible for creating the Membership Development Committee Interview Panel to conduct interviews of potential new members. The committee will also be tasked with the preliminary revision of the DHRPC By-laws. The Membership Development Committee will help to monitor the DHRPC participation summary. The committee will also create and facilitate the new member mentor program.

**Metro Denver AIDS Service Coalition (MDASC)** is comprised of representatives from service providers and clients who utilize services. This Committee establishes recommendations for the Standards of Care for the Ryan White funded services, reviews data necessary to create meaningful updates to the Standards of Care and reviews issues of concern for service providers in the Denver TGA. Grantee participation on this committee shall be requested and will be ex-officio.

- Each committee shall follow the established decision-making mechanism of the DHRPC. Any minutes or reports from committee meetings shall be available online at [www.dhrpc.org](http://www.dhrpc.org) and distributed to committee members. Materials are also available to all DHRPC 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 (HRSA) Project Officer assigned to the Denver TGA.

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 DHRPC meeting. The amendment(s) must receive a majority (50 percent plus one) vote in order for the change(s) to occur.

### **Article X - Operating Procedures**

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 (HRSA).

We hereby certify the foregoing bylaws were amended by the Denver HIV Resources Planning Council on November 6, 2014.

Debi Bridge  
Council Co-chair

Kari Hartel  
Council Co-chair