

## **Bylaws**

### **Philadelphia HIV Prevention Planning Group**

#### **Preamble**

*The Philadelphia HIV Prevention Planning Group is established in accordance with the U.S. Centers for Disease Control and its Prevention 2012 HIV Planning Guidance. The Planning Group pursues the National HIV/AIDS Strategy, adheres to guidance issued by CDC including High Impact Prevention approaches, and informs the Philadelphia Department of Public Health's Jurisdictional HIV Prevention Plan to eliminate HIV infection in Philadelphia. Meetings are open to the public.*

#### **Article I: Name and Establishment**

**Section 1.** The name shall be the Philadelphia HIV Prevention Planning Group, hereafter referred to as "HPG".

**Section 2.** HPG shall be established by the Philadelphia Department of Public Health and staffed by the City's Office of HIV Planning.

**Section 3.** HPG's administrative agent is the Department of Public Health's AIDS Activities Coordinating Office, with which the HPG will coordinate and collaborate as appropriate.

#### **Article II: Purpose**

**Section 1.** HPG is responsible for identifying stakeholders, defined as individuals who have personal or professional experience, skills, or expertise with populations at high-risk for and infected with HIV.

**Section 2.** HPG is responsible for facilitating the ongoing participation of identified stakeholders who can best inform and support the goals of the HIV prevention planning process.

**Section 3.** HPG is responsible for developing an engagement process to increase coordination between HIV prevention, care, and treatment programs including mental health, substance abuse, and co-infection of viral hepatitis, sexually transmitted infections, or tuberculosis for the purposes of applying a collective vision for the benefit of the City of Philadelphia.

**Section 4.** HPG is responsible for documenting that it has reviewed and provided input to the *Jurisdictional HIV Prevention Plan* submitted to the U.S. Centers for Disease Control and Prevention by the Philadelphia Department of Public Health. HPG shall indicate in a letter signed by the HPG co-chairs the extent to which HPG concurs that the Plan includes existing prevention programmatic resources to be allocated locally in the areas with the greatest HIV disease burden using one of three choices: concurrence, concurrence with reservations, or non-concurrence.

### **Article III: Membership**

**Section 1.** HPG shall ensure that its membership structure achieves community and key stakeholder representation for parity and inclusion that is consistent with CDC and PDPH guidance. HPG shall consist of no more than twenty (20) voting members and no more than ten (10) non-voting members. The role of non-voting members is to facilitate the engagement of a broader group of stakeholders, as necessary.

**Section 2.** HPG voting membership shall reflect the local epidemic by involving representatives of populations with high prevalence of HIV infection, shall include HIV services providers, and be representative of varying races and ethnicities, gender identities, sexual orientations, ages, and other characteristics such as educational background, profession, and expertise. Stakeholders may include representatives from viral hepatitis, sexually transmitted infections, or tuberculosis control programs.

**Section 3.** Nomination for HPG voting membership shall be solicited through an open nomination process. Non-voting members shall be engaged through proactive recruitment.

**Section 4.** Candidate selection for voting and non-voting members shall be based on criteria established through collaboration between the Department of Public Health and HPG.

**Section 5.** The Health Commissioner or Health Commissioner's designee shall appoint HPG voting members and non-voting members.

**Section 6.** HPG voting members are appointed initially for either a one-year or two-year term length by the Health Commissioner or Health Commissioner's designee. One-half of initial terms shall be for one year and one-half shall be for two years. Non-voting members are appointed for either one-year or two-year terms.

**Section 7.** Voting members may be re-appointed for up to three consecutive terms with the exception of those HPG voting members who represent unique categories of membership, such as the Department of Public Health and non-voting members, for whom the number of consecutive terms is not limited. Members are eligible for appointment after a one-year period following a member's third consecutive term.

**Section 8.** Any HPG member may resign from membership by submitting written notice to the Office of HIV Planning.

**Section 9.** Termination of Membership.

- a. Voting HPG members that have unexcused absences for at least one-quarter (25%) of HPG meetings over the course of a calendar year, or any combination of excused and unexcused absences for at least one-half (50%) of HPG meetings over the course of a calendar year are in violation of the attendance policy. These HPG members shall be notified in writing that they are in violation of the attendance policy and, thereby, at risk for removal from HPG. Members in violation of the attendance policy shall be given an opportunity to appeal to the

Membership Committee, who shall make recommendations for removal to the Health Commissioner or Health Commissioner's designee.

- b. If the Health Commissioner or Health Commissioner's designee determines that a member has failed to perform his or her responsibilities as described in these bylaws (i.e., attending meetings, committee participation) or has engaged in conduct which has interfered with or would interfere with the work or reputation of HPG or the City of Philadelphia or otherwise adversely affect its interests, then, the Health Commissioner or Health Commissioner's designee may, by written notice to the member, terminate membership for cause.
- c. HPG may recommend to the Health Commissioner or Health Commissioner's designee that any member be removed from membership for cause, requiring a two-thirds (66%) vote at any regularly scheduled meeting of HPG with no fewer than seven (7) days' prior notice.

#### **Article IV: Officers**

**Section 1.** HPG shall be Chaired by a Government Co-Chair appointed by the Health Commissioner or Health Commissioner's designee and a Community Co-Chair elected by HPG voting members for a term of one year.

- a. In order for a member to be eligible for the community Co-Chair position, the candidate must have accumulated at least one year as a member in good standing, defined as being in compliance with attendance and other membership requirements as outlined in these bylaws, and at least one year as a resident of the City of Philadelphia or employed full time within the City of Philadelphia.
- b. The annual election process for the community Co-Chair position shall proceed as follows:
  - i. In September, HPG members shall be given the opportunity to nominate potential candidates for the community Co-Chair position. They may nominate either themselves or other eligible HPG members as described above.
  - ii. The nominated individuals will be notified in writing by the Office of HIV Planning. Should the nominee accept the nomination, they must submit to the Office of HIV Planning prior to the October meeting of HPG a one-page written statement summarizing the nominee's interest in and qualifications to assume to position.
  - iii. Each nominee who meets these requirements may be invited to give a brief presentation of their biography at the October HPG meeting. HPG members who are not in attendance shall be provided with the written biographies.
  - iv. The community Co-Chair election shall take place at the November HPG meeting. The community Co-Chair terms shall begin the following January.

**Section 2.** The Co-Chairs shall determine the meeting agendas for HPG, facilitate meetings of the HPG, and may carry out other duties including, but not limited to, representing Philadelphia at the local, state, and national levels.

## **Article V: Meetings**

**Section 1.** The quorum of the HPG shall be more than one-third (1/3) of the voting membership. Neither absentee nor proxy votes shall be considered. Members may participate by teleconference at the discretion of the presiding Co-Chair.

**Section 2.** The rules of parliamentary procedure as set forth in Robert's Rules of Order shall govern all meetings of HPG, its committees, and any additional working groups.

**Section 3.** HPG shall strive for consensus in its decision-making. In the event consensus is not achieved and a decision cannot be postponed, a vote shall be taken. For a motion to pass, a simple majority of the quorum of HPG members in attendance at a meeting is required.

**Section 4.** All voting members shall have one vote. In the event of a tie vote, the motion shall be further discussed or tabled if time does not allow.

**Section 5.** The HPG shall meet regularly at least six (6) times annually and shall be open to the public. Special meetings may be called by agreement of both Co-Chairs or by written endorsement of one-third (1/3) of the membership of the HPG with notice provided to the Office of HIV Planning. Notice of special meetings shall be made at least 5 business days in advance of the meeting, to the maximum extent possible.

**Section 6.** Conflict of interest, or its appearance, shall be avoided by all members, whether voting or not voting, committees, work groups, task forces and technical advisory groups, staff members, contractors and consultants, as follows:

- a. No HPG member shall use his or her relationship with the HPG for private gain.
- b. Whenever any matter arises with respect to which a HPG member either has a conflict of interest or has any question about the existence of a conflict, he or she shall make a full disclosure of such conflict or possible conflict before the matter is discussed.
- c. For the purposes of these Bylaws, conflict of interest shall be defined as a direct financial or fiduciary interest, which shall include, without limitation, ownership, employment, contractual, creditor, or consultative relationship to, or Board membership in, an entity or individual, or in a substantial affiliate of such an entity including any such interest that existed at any time during 12 months preceding the vote, with respect to which a vote is to be taken.
- d. A member's receipt of HIV prevention services, regardless of whether CDC directly funded or through the PDPH or other source, is not to be construed, in and of itself, as a conflict of interest.

## **Article VI: Committees**

**Section 1.** Each Committee shall be guided by a written Committee Charge developed in collaboration between the Department of Public Health and HPG.

**Section 2.** HPG shall maintain a Membership Committee and other ad-hoc Work Groups to be determined in collaboration between the Department of Public Health and HPG. The Membership Committee Charge is to create and implement a plan for the recruitment and retention, including initial and ongoing training, of HPG members.

**Section 3.** Each Committee shall establish its own quorum.

**Section 4.** Each Committee shall establish appropriate meeting schedules.

**Section 5.** Each committee shall elect Chairs or Co-Chairs as appropriate.

**Section 6.** From time to time, Work Groups may be established by the HPG to address specific issues. Work Groups shall operate under the rules established for committees.

## **Article VII: Management and Operations**

**Section 1.** HPG shall be supported by the Office of HIV Planning under the supervision of the Department of Public Health.

**Section 2.** The Office of HIV Planning staff shall provide day-to-day management of the activities of HPG and its Committees, administer HPG's support budget, and provide HPG, its committees, and its members with training, planning, and other administrative supports to ensure compliance with local, state, and federal law and regulations.

**Section 3.** The staff or consultants to the Office of HIV Planning staff shall have no voting authority in HPG or its Committees.

## **Article VIII: Amendments**

**Section 1.** These bylaws may be amended by HPG at any regular meeting by a vote of two-thirds (2/3).

**Section 2.** Amendments to these bylaws shall be made only after members have been given thirty (30) days written notice of proposed amendments.