

## Proposed Bylaws Changes

Section	Original Text (with tracked changes)	Final Text with Proposed Changes
Throughout	Planning Body	Planning Council
Throughout	Consumer	Client
Throughout	HIV disease	HIV
<b>2.2</b> Vision	The Planning <del>Body</del> Council Envisions a quality continuum of care for all individuals and families <del>infected with and vulnerable to, affected by, and at risk for HIV disease.</del>	The Planning Council envisions a quality continuum of care for all individuals and families with and vulnerable to HIV.
<b>2.3</b> Mission	The Mission of the Planning <del>Body</del> Council is to improve the quality of life of individuals with HIV <del>disease</del> by responding to their existing and emerging needs, and to provide educational and behavioral strategies to reduce and prevent the spread of HIV <del>disease</del> .	The mission of the Planning Council is to improve the quality of life of individuals with HIV by responding to their existing and emerging needs, and to provide educational and behavioral strategies to reduce and prevent the spread of HIV.
<b>3.1.5</b> Pre-Service Requirements	Each member must <del>sign an attestation that they have completed</del> a training course on open meetings and <del>a course on ethics read and reviewed Orange County Government's Ethical Standards for County Officers and Employees</del> provided by <del>County staff PCS</del> . This training shall be completed no later than the 90 <sup>th</sup> day after the member's appointment.	Each member must sign an attestation that they have completed a training course on open meetings and read and reviewed the Orange County Government's Ethical Standards for County Officers and Employees, provided by PCS. This training shall be completed no later than the 90 <sup>th</sup> day after the member's appointment.
<b>3.6</b> Terms and Vacancies	A member term shall be three years, with approximately half of the members recommended to the CEO for membership in even-numbered years and half in odd-numbered years. A slate of members shall be recommended to the CEO in August of each year, so that appointments can be	<b>NOTE:</b> This is more of a year-round/rolling application process. Open to suggestions on any updates.

	made in September and terms can begin in October.	
<b>3.6</b> Terms and Vacancies	<p><del>In accordance with Orange County ordinance, An individual shall not serve more than 6 consecutive years without a break in membership of at least 12 consecutive months.</del></p> <p>Term limits shall not apply to <del>a members</del> who <del>is</del> <u>are</u> the only <del>person individuals</del> who can fill a <del>required slot mandated seat</del>. <del>A</del> <u>A</u> waiver of the six-year <del>time term</del> limit <del>shall be sought from may be granted by</del> the <del>County Planning Council in such instances where necessary</del>.</p> <p><del>Members shall not serve more than a total of four three-year terms in their lifetimes.</del></p> <p><u>In accordance with the Member Terms Policy and Procedure, the end of a member's term shall align with the end of the planning cycle.</u></p>	<p>An individual shall not serve more than 6 consecutive years without a break in membership of at least 12 consecutive months.</p> <p>Term limits shall not apply to members who are the only individuals who can fill a mandated seat. A waiver of the six-year term limit may be granted by the Planning Council in such instances.</p> <p><u>In accordance with the Member Terms Policy and Procedure, the end of a member's term shall align with the end of the planning cycle.</u></p>
<b>3.7</b> Attendance	<p>Members are expected to be punctual <del>and</del> to participate in the entire meeting. A member is considered present at a meeting if the individual is <u>physically</u> present for the <del>initial</del> roll call <del>and any</del> <u>A</u> additional roll calls <del>shall be taken during a meeting. Roll calls are taken</del> several times at <u>the Annual</u> Data Presentations and at <u>the Annual Priority Setting and</u> Resource Allocation meetings.</p>	<p>Members are expected to be punctual to participate in the entire meeting. A member is considered present at a meeting if the individual is physically present for the roll call. Additional roll calls shall be taken several times at the Annual Data Presentation and at the Annual Priority Setting and Resource Allocation meetings.</p>

<p><b>3.7</b> Attendance</p>	<p>N/a- new addition</p>	<p>4. All members shall abide by the Planning Council’s Attendance Policy and Procedure.</p>
<p><b>4.2</b> Term of Office</p>	<p>Officers shall serve for two years or until their successors are elected and seated with the exception of the FCPN Representatives and Alternates, who shall serve for <u>three (3) years, in accordance with the FCPN’s Bylaws</u>. The first year of a Co-Chair’s term is generally served as Junior Co-Chair and the second year as Senior Co-Chair.</p>	<p>Officers shall serve for two years or until their successors are elected and seated with the exception of the FCPN Representatives and Alternates, who shall serve for three (3) years, in accordance with the FCPN’s Bylaws. The first year of a Co-Chair’s term is generally served as Junior Co-Chair and the second year as Senior Co-Chair.</p>
<p><b>4.3</b> Nomination of Officers</p>	<p>Nominations for officers shall open June 1<sup>st</sup> and close at <del>the August Planning Council Business Meeting</del> <u>July 31<sup>st</sup> for the Jr. Co-Chair and August 31<sup>st</sup> for all other officers</u>. Members may nominate verbally in a meeting or in writing. The Membership &amp; Engagement Committee shall receive all nominations, verify each nominee’s eligibility to serve in office, and report its findings to the Executive Committee, which shall review this report and present the nominees to the Planning Council. <u>Should the August Membership and Engagement Committee meeting be cancelled, then the officer nominations will be forwarded directly to the Executive Committee.</u></p> <p><u>Only the FCPN Representatives and Alternates may serve in more than one office at a time.</u></p>	<p>Nominations for officers shall open June 1<sup>st</sup> and close at July 31<sup>st</sup> and August 31<sup>st</sup> for all other officers. Members may nominate verbally in a meeting or in writing. The Membership &amp; Engagement Committee shall receive all nominations, verify each nominee’s eligibility to serve in office, and report its findings to the Executive Committee, which shall review this report and present the nominees to the Planning Council. Should the August Membership and Engagement Committee meeting be cancelled, then the officer nominations will be forwarded directly to the Executive Committee.</p> <p>Only the FCPN Representatives and Alternates may serve as an additional officer or chair position.</p>
<p><b>4.4</b> Election of Officers</p>	<p><del>The Planning Body shall elect FCPN Representatives and Alternates in September in odd-numbered years.</del> <u>The Planning Council shall elect FCPN Representatives and Alternates in accordance with the FCPN’s most recent Bylaws.</u></p>	<p>The Planning Council shall elect FCPN Representatives and Alternates in accordance with the FCPN’s most recent Bylaws.</p> <p>In the event of a vacancy, the newly elected Representative or Alternate will fulfill the remainder of their predecessor’s term.</p>

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<p><b>4.6</b> Requirements for Representatives to the Florida Comprehensive Planning Network</p>	<p>Representatives and Alternates to the FCPN must be Planning Body members throughout their terms. To be eligible for nomination, they must have at least three years of remaining eligibility as Planning <del>Body Council</del> members <u>and/or be willing and eligible to serve a second term.</u> Officers who meet this requirement are eligible for nomination. Florida Department of Health (DOH) employees are not eligible. <u>If the FCPN Representative or Alternate's term on the Planning Council ends, then the member must resign from the FCPN.</u></p> <p>A Representative or Alternate who resigns or is terminated from the Planning Body is no longer eligible to represent the Planning Body on the FCPN and is automatically considered to have resigned.</p> <p><u>FCPN Representatives and Alternates shall abide by the FCPN Bylaws and attendance requirements.</u></p>	<p>Representatives and Alternates to the FCPN must be Planning Body members throughout their terms. To be eligible for nomination, they must have at least three years of remaining eligibility as Planning Council members and/or be willing and eligible to serve a second term. Officers who meet this requirement are eligible for nomination. Florida Department of Health (DOH) employees are not eligible. If the FCPN Representative or Alternate's term on the Planning Council ends, then the member must resign from the FCPN.</p> <p>A Representative or Alternate who resigns or is terminated from the Planning Body is no longer eligible to represent the Planning Body on the FCPN and is automatically considered to have resigned.</p> <p>FCPN Representatives and Alternates shall abide by the FCPN Bylaws and attendance requirements.</p>
<p><b>4.7</b> Duties of the Senior Co-Chair</p>	<p>6. <del>Propose-Review</del> the agenda for every meeting of the Planning Body and Executive Committee.</p> <p><del>7. Appoint a parliamentarian.</del></p> <p><u>7. Attend monthly calls with the Planning Council's HRSA Project Officer.</u></p>	<p>6. Review the agenda for every meeting of the Planning Body and Executive Committee.</p> <p>7. Attend monthly calls with the Planning Council's HRSA Project Officer.</p> <p>8. Sign approved minutes within seven business days of the approval.</p>

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4.8 Duties of the Junior Co-Chair	N/a- new addition	5. Attend monthly calls with the Planning Council's HRSA Project Officer.
4.9 Duties of the Client Representatives	<p>1. Represent the Planning Body in the community. Only the Patient Care Client Representative must and self-disclose their status to the public at large.</p> <p>2. Serve as <del>Chair and Vice Chair</del>Co-Chairs of the "Ryan White <del>PWH</del> Community Meeting," as determined by the Senior Co-Chair of the Planning Council, with duties being:</p> <ul style="list-style-type: none"> <li>• <del>With the Chair p</del>Presiding over the meeting and proposing he agenda for each meeting of the "Community Meeting," by collaborating with Planning Council Support to determine the best ways to meet the needs of the meeting attendees.</li> <li>• <del>With the Vice Chair performing these duties in the absence of the Chair.</del></li> </ul>	<p>1. Represent the Planning Body in the community. Only the Patient Care Client Representative must self-disclose their status to the public at large.</p> <p>2. Serve as Co-Chairs of the "Ryan White Community Meeting, with duties being:</p> <ul style="list-style-type: none"> <li>• Presiding over the meeting and proposing he agenda for each meeting of the "Community Meeting," by collaborating with Planning Council Support to determine the best ways to meet the needs of the meeting attendees.</li> </ul>
4.10 Duties of the Representatives to the FCPN	<p>The duties and responsibilities of the Representatives to the two FCPN groups shall be the following:</p> <ol style="list-style-type: none"> <li>1. Participate in the two annual statewide FPCN meetings at PCPG and PPG meetings and report on activities of the Planning Body Council.</li> <li>2. Serve on at least one committee/workgroup of the FCPN.</li> </ol>	<p>The duties and responsibilities of the Representatives to the two FCPN groups shall be the following:</p> <ol style="list-style-type: none"> <li>1. Participate in the two annual statewide FPCN meetings and report on activities of the Planning Council.</li> <li>2. Serve on at least one committee/workgroup of the FCPN.</li> <li>3. Report to the Planning Council on the activities of their assigned committee and the annual meetings.</li> <li>4. Notify the facilitator of the FCPN if either they or their Alternate cannot participate on a scheduled call.</li> </ol>

	<p>3. Report to the Planning <del>Body Council</del> on the activities <del>of these planning groups of their assigned committee and the annual meetings.</del></p> <p>4. Notify <del>the facilitator of the FCPN The AIDS Institute (TAI)</del> if either they or their Alternate cannot participate on a scheduled call.</p> <p>5. Notify the Alternate when unable to participate in assigned planning activities.</p> <p>6. <u>Resign from the FCPN at the end of their Planning Council term.</u></p>	<p>5. Notify the Alternate when unable to participate in assigned planning activities.</p> <p>6. Resign from the FCPN at the end of their Planning Council term.</p>
<b>Article 4</b>	<p>For discussion:</p> <ul style="list-style-type: none"> <li>- Are current officers and chairs able to be FCPN reps. Recommendation: yes, since the term lengths are different and to prevent having multiple elections to fill vacancies if someone also wants to step up as an officer or chair.</li> </ul>	
<b>5.1</b> Committee Assignments	<p>Members may indicate any committee preferences to the Membership &amp; Engagement Committee, which will consider these preferences and Planning Body needs and recommend members for appointment to a committee as their primary committee, with the Executive Committee making final <u>committee assignments</u><del>appointments</del>.</p>	<p>Members may indicate any committee preferences to the Membership &amp; Engagement Committee, which will consider these preferences and Planning Body needs and recommend members for appointment to a committee as their primary committee, with the Executive Committee making final committee assignments.</p>
<b>6.1.6</b> Participation through Electronic Means	N/a- new addition	Although members may participate in discussions via teleconference, they may not entertain, make, second, or discuss motions, nor shall they be allowed to vote.
<b>6.1.1</b> Quorum	A quorum is the <u>physical</u> presence of a majority <u>(more than half) (50% +1)*</u> of current Planning <del>Body Council</del> members at any Planning <del>Body Council</del> Meeting, including Annual Data Presentation, Annual Priority Setting and Annual Resource Allocation.	A quorum is the physical presence of a majority <u>(more than half) (50% +1)*</u> of current Planning Council members at any Planning Body Meeting, including Annual Data Presentation, Annual Priority Setting and Annual Resource Allocation.

		<b>(NOTE: The way that this is written implies that standing committee quorum is also a majority)</b>
<b>7.1.1</b> Membership	The Executive Committee members shall include the Planning Body Senior Co-Chair, Junior Co-Chair, Chairs of standing <del>and ad hoc</del> committees, Part A <del>Recipient</del> and Part B <del>Lead Agency Recipient</del> Representatives, the Prevention and Patient Care <del>Consumer Client</del> Representatives, and the FCPN Representatives. <del>Ad hoc committee Chairs shall be members of the Executive Committee for the duration of the committee's existence.</del> The Part A <del>and B</del> Recipient and <del>Part B Lead Agency</del> Representatives shall be non-voting members of the Executive Committee.	The Executive Committee members shall include the Planning Body Senior Co-Chair, Junior Co-Chair, Chairs of standing and ad hoc committees, Part A Recipient and Part B Lead Agency Representatives, the Prevention and Patient Care Client Representatives, and the FCPN Representatives. Ad hoc committee Chairs shall be members of the Executive Committee for the duration of the committee's existence. The Part A Recipient and Part B Lead Agency Representatives shall be non-voting members of the Executive Committee.
<b>7.2</b> Standing Committees and Their Responsibilities	<b>See Bylaws</b>	
<b>7.1.2</b> Meetings and Quorum	The Executive Committee shall meet <del>approximately at least</del> one week prior to each Planning <del>Body Council</del> meeting.  A <del>physical presence of the A</del> majority of voting Executive Committee members, including at least one <del>consumer Client R</del> representative and one <del>S</del> standing <del>C</del> ommittee Chair, constitutes a quorum for doing business.	The Executive Committee shall meet at least one week prior to each Planning Council meeting.  A physical presence of the majority of voting Executive Committee members, including at least one Client Representative and one Standing Committee Chair, constitutes a quorum for doing business.
<b>7.6</b> Special Committees and "Community Meetings"	The Executive Committee may establish special or ad hoc committees, including workgroups, as needed to accomplish the work of the Planning <del>Body Council</del> . Such committees shall be time-limited, <del>committees</del> established to carry out specific, defined tasks, <del>and</del>	The Executive Committee may establish special or ad hoc committees, including workgroups, as needed to accomplish the work of the Planning Council. Such committees shall be time-limited, established to carry out specific, defined tasks, and follow quorum and

	<p><u>follow quorum and membership guidelines as defined by the Meetings Policy &amp; Procedure.</u></p>	<p>membership guidelines as defined by the Meetings Policy &amp; Procedure.</p>
<p><b>Article 7</b></p>	<p>For discussion:</p> <ul style="list-style-type: none"> <li>- Are Ad Hoc Committee, <u>Subcommittee</u>, or Workgroup chairs members of the Executive Committee throughout the duration of their committee/workgroup existence? <u>Yes (add to Exec Committee section)</u></li> <li>- What are the quorum requirements for Ad Hoc? <u>(same as all other committees) assigned members; x number of standing members</u></li> </ul>	
<p><b>Section 9.4</b> Manner of Voting</p>	<p>Voting shall be in accordance with the Florida Sunshine Law and as follows:</p> <ol style="list-style-type: none"> <li>1. Show of hands for <u>parliamentary actions business conducted at the Executive, standing, and special committees, except funding slates or reallocations. Only virtual participants may utilize vote voting.</u></li> <li>2. Roll Call vote for action items and recommendations <u>during Planning Council Business meetings, Priority Setting and Resource Allocation, funding slates, and reallocations.</u></li> <li>3. Written ballot during elections, with ballots including the voter's name and signature.</li> <li>4. E-voting, via online surveys or email, shall <u>only</u> be considered an approved manner of voting in emergency circumstances, <u>as defined in the Planning Council's Policies and Procedures. such as but not limited to any event that the Planning Council determines that an in-person meeting may pose a risk to the members or any event in which a vote is required before the next scheduled Planning Council meeting.</u></li> </ol>	<p>Voting shall be in accordance with the Florida Sunshine Law and as follows:</p> <ol style="list-style-type: none"> <li>1. Show of hands for business conducted at the Executive, standing, and special committees, except funding slates or reallocations.</li> <li>2. Roll Call vote for action items and recommendations during Planning Council Business meetings, Priority Setting and Resource Allocation, funding slates, and reallocations</li> <li>3. Written ballot during elections, with ballots including the voter's name and signature.</li> <li>4. E-voting, via online surveys or email, shall only be considered an approved manner of voting in emergency circumstances as defined in the Planning Council's Policies and Procedures.</li> </ol>
<p><b>Article 9</b></p>	<p>For discussion:</p> <ul style="list-style-type: none"> <li>- <u>Ranked choice/preferential voting for ballots of 3 or more candidates/options (that is not a slate). Indicate where something is approved by a majority vs two-thirds vote?</u></li> </ul>	

PCS suggestions that have not been reviewed/approved by the committee.

**\*“In determining the result of a vote, what constitutes a majority?”**

The word “majority” in this context means, simply, *more than half*. The use of any other definition, such as 50 percent plus one, is apt to cause problems. Suppose in voting on a motion 17 votes are cast, 9 in favor and 8 opposed. Fifty percent of the votes cast is  $8\frac{1}{2}$  so that 50 percent plus one would be  $9\frac{1}{2}$ . Under such an erroneous definition of a majority, one might say that the motion was not adopted because it did not receive 50 percent plus one of the votes cast, although it was, quite clearly, passed by a majority vote. [RONR (12th ed.) 44:1; see also p. 66 of *RONR In Brief*.]”