

# Central Florida HIV Planning Council Bylaws



Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
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## Table of Contents

		Page
<b>Article I: Name and Identification</b>		
Section 1.1	Planning <a href="#">Body Council</a> Legal Name	4
Section 1.2	Service Area	4
Section 1.3	Principal Office of the Planning <a href="#">Body Council</a>	4
Section 1.4	Recipients and Lead Agency	4
<b>Article II: Purpose and Duties</b>		
Section 2.1	Appointment of the Planning <a href="#">Body Council</a>	4
Section 2.2	Vision	4
Section 2.3	Mission	5
Section 2.4	Core Values	5
Section 2.5	Purpose and Role	5
Section 2.6	Responsibilities	5
<b>Article III: Members</b>		
Section 3.1	Regular Members	6
Section 3.2	Associate Members	9
Section 3.3	Non-Voting Members	9
Section 3.4	Member Responsibilities	9
Section 3.5	Open Nominations Process	10
Section 3.6	Terms and Vacancies	10
Section 3.7	Attendance	10
Section 3.8	Termination of Membership	11
<b>Article IV: Officers</b>		
Section 4.1	General	11
Section 4.2	Term of Office	12
Section 4.3	Nomination of Officers	12
Section 4.4	Election of Officers	12
Section 4.5	Ascent to Office	12
Section 4.6	Representatives to the Florida Comprehensive Planning Network	13
Section 4.7	Duties of the Senior Co-Chair	13
Section 4.8	Duties of the Junior Co-Chair	13
Section 4.9	Duties of the <del>Consumer</del> <a href="#">Client</a> Representatives	13
Section 4.10	Duties of the Representatives to the FCPN	14
Section 4.11	Duties of the Alternate Representatives to the FCPN	14
<b>Article V: Membership Responsibilities</b>		
Section 5.1	Committee Assignments	14
Section 5.2	Rules of Conduct	15

Planning Body Bylaws approved by Planning Body on 08/30/2017  
 Approved by CEO on March 8, 2018  
 Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
 Amended by Planning Council on May 25, 2022  
 Amended by Planning Council on April 26, 2023

Section 5.3	Disciplining of Members	15
<b>Article VI: Meetings</b>		
Section 6.1	Planning <a href="#">Body/Council</a> Meetings	15
Section 6.2	Special Meetings	16
Section 6.3	Notification of Meetings	16
<b>Article VII: Executive and Standing Committees</b>		
Section 7.1	Executive Committee	17
Section 7.2	Standing Committees and Their Responsibilities	18
Section 7.3	Standing Committee Chairs and Vice Chairs	20
Section 7.4	Standing Committee Meetings	21
Section 7.5	Standing Committee Quorum	21
Section 7.6	Special Committees and “Community Meetings”	21
<b>Article VIII: Conflict of Interest</b>		
Section 8.1	Conflict of Interest Definition and Scope	21
Section 8.2	Disclosure of Conflict of Interest	22
Section 8.3	Member Responsibility during Meetings	23
<b>Article IX: Voting</b>		
Section 9.1	Eligibility	23
Section 9.2	Rights and Responsibilities	23
Section 9.3	Voting at Priority Setting and Resource Allocation	23
Section 9.4	Manner of Voting	23
<b>Article X: Grievances</b>		
Section 10.1	Grievances	24
<b>Article XI: Parliamentary Authority</b>		
Section 11.1	Planning <a href="#">Body/Council</a> Procedures	24
<b>Article XII: Amendments</b>		
Section 12.1	Amending the Bylaws	24

Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

## Article I: Name and Identity

### Section 1.1 **Planning BodyCouncil Legal Name**

The name of the organization shall be the “Central Florida HIV Planning Council,” herein referred to as the “Planning BodyCouncil.”

### Section 1.2 **Service Area**

The Planning BodyCouncil service area includes Brevard, Orange, Osceola, Lake, and Seminole Counties. It combines the following:

1. The Orlando Eligible Metropolitan Area (EMA) as specified by the Health Resources and Services Administration’s HIV/AIDS Bureau (HRSA/HAB) for services under Part A of the Ryan White HIV/AIDS Treatment Extension Act of 2009, and
2. Area 7 of the State of Florida, as specified by Florida Department of Health for services under Part B of the same legislation.

### Section 1.3 **Principal Office of the Planning BodyCouncil**

The Principal Office of the Planning BodyCouncil shall be the offices of the Planning BodyCouncil Support contractor, Heart of Florida United Way, 1940 Cannery Way, Orlando, Florida 32804.

### **Recipients and Lead Agency**

Section 1.4 The RWHAP Part A recipient is the Orange County Health Services Department, 2002-A East Michigan Street Orlando, Florida 32806.

The RWHAP Part B and General Revenues recipient is the Florida Department of Health, 6101 Lake Ellenor Drive, Orlando, FL 32809.

The Lead Agency for RWHAP Part B and General Revenue is the Heart of Florida United Way, 1940 Cannery Way, Orlando, Florida 32804.

## Article II: Purpose and Duties

### Section 2.1 **Appointment of the Planning BodyCouncil**

The Planning BodyCouncil is appointed by and serves at the discretion of the Orange County Mayor, designated Chief Elected Official (CEO) in accordance with Part A of the Ryan White HIV/AIDS Treatment Extension Act of 2009 or subsequent reauthorizations. It operates in compliance with the requirements and the spirit of the Florida Sunshine Law, which ~~is located in~~ is in section 286.011, Florida Statutes.

Planning Body Bylaws approved by Planning Body on 08/30/2017  
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Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
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Amended by Planning Council on April 26, 2023

Section **Vision**

2.2 The Planning [Body Council](#) envisions a quality continuum of care for all individuals and families ~~infected with and vulnerable to, affected by, and at risk for~~ HIV ~~disease~~.

Section **Mission**

2.3 The Mission of the Planning [Body Council](#) is to improve the quality of life of individuals with HIV ~~disease~~ by responding to their existing and emerging needs, and to provide educational and behavioral strategies to reduce and prevent the spread of HIV ~~disease~~.

Section **Core Values**

2.4 The core values of the Planning [Body Council](#) are Empowerment, Commitment, Quality, and Integrity.

Section **Purpose and Role**

2.5 The role of the Planning [Body Council](#) is to carry out planning for the Ryan White HIV/AIDS [Program \(RWHAP\)](#) Part A and [RWHAP](#) Part B Programs in the Orlando area, implementing the roles specified in the current ~~Ryan White~~[RWHAP](#) legislation.

The Planning [Body Council](#) shall provide a forum for ~~the infected and affected~~ members of the community [with HIV and vulnerable to HIV](#), providers, and other ~~HIV~~ stakeholders. It shall serve as:

- A decision-making Council regarding the use of [RWHAP](#) Part A funds, including Minority AIDS Initiative (MAI) funds,
- An advisory Council to the State regarding the use of [RWHAP](#) Part B and General Revenue funds, and
- An advisory Council on prevention that prioritizes HIV prevention strategies and interventions for state-identified risk populations.

The Planning [Body Council](#) shall advise the CEO, the Mayor of Orange County, Florida, on issues related to the prevention and treatment of HIV ~~disease~~ and perform other duties assigned by the CEO.

**Responsibilities**

Section 2.6 The Planning [Body Council](#) shall meet all responsibilities stated in ~~Ryan White~~[RWHAP](#) legislation or specified through guidance from the funding agencies. Its responsibilities shall include, but not be limited to, the following:

1. Assess the service area's HIV/~~AIDS~~ service needs and gaps, including the needs of those who know their HIV status but are not receiving HIV-related primary medical care, as well as disparities in access to care across ~~affected groups~~[all subpopulations](#).

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2. Establish priorities for the allocation of HIV funding for [RWHAP](#) Part A including MAI, [RWHAP](#) Part B, and General Revenue grants, using a data-based decision-making process.
3. Develop a Comprehensive/Integrated HIV Prevention and Care Plan for the service area that is compatible with existing State and local plans and is based partly on participation in the development of a Statewide Coordinated Statement of Need (SCSN).
4. Assess the efficiency of the Administrative Mechanism of the recipient in rapidly disbursing [RWHAP](#) Part A funds to the areas of greatest need within the eligible area and, if determined to be necessary, assess the effectiveness of the services offered in meeting identified needs.
5. Promote collaboration among all recipients and sub-recipients and other community-based organizations (CBOs) delivering HIV-related health, prevention, and social services.
6. Promote a comprehensive continuum of care throughout the service area; this includes identifying strategies to improve the entire HIV care continuum, from primary prevention through viral suppression.
7. Provide information to community providers and stakeholders in order to increase awareness of and accessibility to HIV-related services.
8. Evaluate the effectiveness of the planning process.

## Article III: Members

### Section 3.1 **Regular Members**

The CEO shall appoint members of the Planning [Body/Council](#). Regular members shall be selected in accordance with federal requirements, these Bylaws, the Planning [Body/Council](#)'s open nominations process, and other applicable policies and procedures that are adopted by the Planning [Body/Council](#) and approved by the CEO.

### Section 3.1.1 **Number of Members**

The Planning [Body/Council](#) shall have not less than 15 and not more than 35 [R](#)egular voting members.

### **Member Diversity**

Planning Body Bylaws approved by Planning Body on 08/30/2017  
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Section 3.1.2 Member recruitment efforts are expected to ensure that the Planning ~~Body~~Council as a whole and its ~~consumer~~client members reflect the diversity of the area's ~~at-risk~~populations with ~~and affected populations~~vulnerable to HIV, demographically and geographically, as well as HIV-related institutional and community-based prevention, health, and support service providers.

Best efforts shall be made to ensure that the number of members from each county reflects that county's percent of all persons ~~living~~with HIV ~~disease~~, based on the most recent prevalence data.

Section 3.1.3 **Membership Composition**

In compliance with applicable statutory and regulatory requirements, membership shall include the following groups and individuals:

1. Not less than one-third of Regular voting members, excluding vacancies, shall be unaligned ~~consumer~~clients. Unaligned ~~consumer~~clients are individuals who are receiving HIV-related services pursuant to a ~~Ryan White~~RWHAP Part A, RWHAP Part B, or General Revenue funded grant; and are not officers, directors, trustees, salaried employees, paid consultants or contractors/subcontractors, or stipend volunteers of any entity that receives or is applying for HIV funding from RWHAP Part A, RWHAP Part B, or General Revenue funds. For purposes of the preceding sentence, an individual shall ~~be considered to be~~ receiving such services if the individual is a parent of, or a caregiver for, a minor child who is receiving such services. ~~Consumer~~Clients as a group shall reflect the demographics of the service area population of individuals with HIV/~~AIDS~~.
2. As required in the ~~Ryan White~~RWHAP legislation, the Planning ~~Body~~Council shall include representatives of:
  - A. Health care providers, including federally qualified health centers;
  - B. Community-based organizations serving ~~affected-vulnerable~~populations and AIDS ~~S~~service ~~O~~rganizations;
  - C. Social service providers, including providers of housing and homeless services;
  - D. Mental health and substance abuse providers [considered two separate categories];
  - E. Local public health agencies;
  - F. Hospital planning agencies or health care planning agencies;
  - G. ~~Affected-Vulnerable~~communities, including people with HIV/~~AIDS~~, members of a Federally recognized Indian tribe as represented in the population, individuals co-infected with ~~hepatitis~~Hepatitis B or C, and historically underserved groups and subpopulations;
  - H. Non-elected community leaders;

- I. State government (including the State Medicaid agency and the agency administering the program under [RWHAP Part B](#)) [considered two separate categories];
  - J. Recipients under subpart II of [RWHAP Part C](#);
  - K. Recipients under section 2671 [[RWHAP Part D](#)], or, if none are operating in the area, representatives of organizations with a history of serving children, youth, women, and families [living](#) with HIV and operating in the area;
  - L. Recipients of other Federal HIV programs, including but not limited to providers of HIV prevention services; and
  - M. Representatives of individuals who formerly were Federal, State, or local prisoners, were released from the custody of the penal system during the preceding three ~~years, and~~[years and](#) had ~~HIV/AIDS~~ as of the date on which the individuals were so released.
3. Members shall represent only one legislatively required membership category at a time, even though they may be qualified to fill more than one, with this exception: One person may represent both the Substance Abuse provider and the Mental Health provider categories if that individual's agency provides both types of services and the person is familiar with both programs. As membership changes, a member may be moved from one category to another [in order to](#) meet legislative requirements, including legislatively mandated reflectiveness requirements.
4. Only one person per [RWHAP Part A](#) or [RWHAP Part B](#) funded provider or public agency shall serve as a member on the Planning [Body Council](#), unless only that entity is able to provide staff to meet another legislatively required seat (e.g., the same agency has funding for the only [RWHAP Part C](#) program and the only [RWHAP Part D](#) program).

The Planning [Body Council](#) shall also encourage membership from the following types of organizations: educational institutions, business groups, financial institutions, religious groups, home health agencies, hospice agencies, hospitals, public health and social service societies, and other interested stakeholder entities.

Section  
3.1.4

**Individuals Ineligible for Membership**

A person who is registered or is required to register as a lobbyist under Chapter 2, Article X of the Orange County Code of Ordinances, or who is employed by a person registered or required to register under that chapter, is not eligible to serve on the Planning Council. Such a person becomes eligible three years after the date that the person ceases to be registered, required to be registered, or employed by a person registered or required to be registered.

An individual is not eligible for Planning [Body Council](#) membership unless that individual agrees to meet all applicable Conflict of Interest requirements, as specified in Section VIII and in State and County legislation and guidelines.

Section

**Pre-Service Requirements**

3.1.5

1. Following approval by the CEO, a person shall become eligible to serve on the Planning [Body Council](#) when the individual has:
  - Attended one meeting of the Planning [Body Council](#) and one meeting of a standing committee,
  - Completed orientation, and
  - Signed a written acknowledgment that [he/she/they](#) [has/hases](#):
    - Received a copy of and agrees to comply with the above, if applicable,
    - Agrees to comply with the County’s ethics and personal responsibility guidelines, and
    - Agrees to complete training regarding the Florida Sunshine Laws (Florida Statutes Chapter 119).
2. Each member must [sign an attestation that they have completed](#) a training course on open meetings and ~~a course on ethics read and reviewed Orange County Government’s Ethical Standards for County Officers and Employees~~ provided by ~~County staff~~ [Planning Council Support \(PCS\)](#). This training shall be completed no later than the 90th day after the member’s appointment.

Section

**Associate Members**

3.2

The Planning [Body Council](#) may include an Associate Member category and provide for the details of such category, including roles, qualifications, and selection, in the Policies and Procedures of the Planning [Body Council](#). An Associate Member shall have no vote in the meetings of the Planning [Body](#), ~~but~~ [Council](#) ~~but~~ shall have full voting rights in committee meetings. The CEO shall appoint all Associate Members based on recommendations from the Planning [Body Council](#). [Should an Associate Member want to transition to a Regular Membership, then they shall abide by the Council’s Policies and Procedures for becoming a Regular voting member.](#)

Section

**Non-Voting Members**

3.3

There shall be two non-voting members, the [RWHAP](#) Part A Recipient Representative and the [RWHAP](#) Part B Lead Agency Representative.

Section

**Member Responsibilities**

3.4

- Each member of the HIV Planning [Body Council](#) is expected to:
- Prepare for, attend, and participate actively in monthly Planning [Body Council](#) meetings;
  - Join and participate actively in one Planning [Body Council](#) committee;

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- Attend the data presentation and participate in the annual priority setting and resource allocations processes;
- Assist in providing information, referral, advocacy, support, and education regarding HIV ~~disease~~;
- Actively participate in the recruitment of new Regular and Associate members;
- Meet all federal, state, and county conflict of interest requirements; and
- Follow the current approved Rules of Conduct.

Section 3.5

**Open Nominations Process**

1. The Planning [Body Council](#) shall solicit nominations for consideration for appointment to the Planning [Body Council](#) through an open nominations process, as required in the [Ryan White RWHP](#) legislation and detailed in specific policies and procedures established by the Planning [Body Council](#).  
  
Nominees shall be recommended for membership based on legislative
2. requirements and criteria publicized by the Planning [Body Council](#). The criteria shall include representation, reflectiveness, and Conflict of Interest standards.
3. Requirements for an open nominations process do not eliminate or change the authority of the CEO to appoint members of the Planning [Body Council](#).

Section 3.6

**Terms and Vacancies**

A member term shall be three years, with ~~approximately half of new~~ members recommended to the CEO for membership ~~in even-numbered years and half in odd-numbered years on an ongoing basis until all seats are filled or upon resignation of members. A slate of members shall be recommended to the CEO in August of each year, so that appointments can be made in September and terms can begin in October.~~ If appointments are delayed, the current members shall serve until their successors are appointed and seated. ~~In accordance with the Member Terms Policy and Procedure, the end of a member's term shall align with the the conclusion of the planning cycle year in September.~~

Commented [WM1]: New policy that needs to be created

Recruitment will continue year-round to fill any vacancies that may occur.

~~In accordance with Orange County ordinance, A~~n individual shall not serve more than 6 consecutive years without a break in membership of at least 12 consecutive months. If a member resigns or otherwise vacates a seat before the expiration of his or her term, a replacement shall be appointed to serve the remainder of the term. A member who fills an unexpired term may serve a maximum of six consecutive years on the Planning Council prior to a break of at least 12 months, ~~based on County requirements~~. All vacancies occurring at times other than expiration of terms shall be filled as soon as possible. The Membership & Engagement Committee shall monitor vacancies and

Planning Body Bylaws approved by Planning Body on 08/30/2017  
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terms of office and membership pursuant to established Planning [Body Council](#) policies and procedures.

Term limits shall not apply to ~~a members~~ who ~~is-are~~ the only person who can fill a ~~required slot~~ mandated seat. A waiver of the six-year ~~time-term~~ limit ~~shall be sought from~~ may be granted by the County Planning Council where necessary in such instances.

Section 3.7

### Attendance

1. Members are expected to be punctual ~~and~~ to participate in the entire meeting. A member is considered present at a meeting if the individual is physically present for the initial roll call, ~~and any~~ Additional roll calls shall be taken during a meeting. ~~Roll calls are taken~~ several times at the Annual Data Presentations and at the Annual Priority Setting and Resource Allocation meetings.
2. A member, who has two consecutive unexcused absences from meetings of the full Planning [Body Council](#), or two consecutive committee meetings, shall be contacted by the Chair or the Chair's designee and be instructed to attend the next meeting or resign from the Planning [Body Council](#). The member's absence without excuse at the time of the roll call at the beginning of the next meeting shall be considered the third consecutive unexcused absence. This absence shall be considered a resignation and shall automatically remove the member from the Planning [Body Council](#).
3. A member who seeks to resign from the Planning [Body Council](#) shall submit a letter of resignation to the Chair or to Planning [Body Council](#) Support staff. If possible, the resignation should provide thirty days' notice to allow time for nomination and appointment of replacement.

4. Members are expected to abide by any additional requirements outlined in the Council's Attendance Policy & Procedure.

Section 3.8

### Termination of Membership

1. A member serves at the discretion of the CEO, the County Mayor. Conduct or behavior that the Planning [Body Council](#) deems to interfere with the business of the Planning [Body Council](#) or have a negative impact on the community's confidence in the Planning [Body Council](#) shall be grounds for termination of membership. This includes serious or continued violation of the Rules of Conduct.
2. When termination is considered, the Executive Committee shall establish a special disciplinary committee to review the issue and make a recommendation to the full Planning [Body Council](#). A ~~majority~~ two-thirds vote by the Planning

Commented [AM2]: I believe this should be two-thirds vote to terminate, check Roberts Rule please, David has my copy.

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[BodyCouncil](#) shall be required to recommend to the CEO that membership be terminated. The CEO may terminate the membership of a Planning [BodyCouncil](#) member with or without the recommendation or approval of the Planning [BodyCouncil](#).

## Article IV: Officers

### Section 4.1 **General**

Officers shall include a Senior Co-Chair, a Junior Co-Chair, a Prevention ~~ConsumerClient~~ Representative, and a Patient Care ~~ConsumerClient~~ Representative, and a Representative to each component of the Florida Comprehensive Planning Network (FCPN), the Patient Care Planning Group (PCPG) and the Prevention Planning Group (PPG).

The Co-Chairs shall not be employees of Orange County.

In the absence of the Co-Chairs, the Chair of the Membership & Engagement Committee ~~Chair~~ shall serve as Chair *pro tempore*. If the Membership & Engagement Committee Chair is also absent, the meeting shall not be called to order.

### Section 4.2 **Term of Office**

Officers shall serve for two years or until their successors are elected and seated ~~with the exception of~~ except for 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.

### Section 4.3 **Nomination of Officers**

Nominations for officers shall open on June 1<sup>st</sup> and close ~~at the August Planning Council Meeting on July 31<sup>st</sup> for the Jr. Co-Chair and August 31<sup>st</sup> for all other officers-~~ Members may nominate verbally in a meeting or in writing. The Membership & 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 shall be forwarded directly to the Executive Committee. The CEO shall approve nominees for Co-Chair prior to election.

Only members of the Planning [BodyCouncil](#) who have served for one full year on the Planning [BodyCouncil](#) or any HIV or equivalent planning group shall be eligible for nomination as Co-Chair. This requirement shall not apply to the offices of Prevention and Patient Care ~~ConsumerClient~~ Representative. Only members of the Planning [BodyCouncil](#) who ~~are have~~ disclosed their HIV-positive individuals status -and are ~~consumerclients~~ of HIV ~~prevention or~~ care services shall be eligible to serve as the

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Patient Care ~~Consumer/Client~~ Representative. The Prevention Client Representative shall be a person receiving HIV prevention services or a provider of HIV prevention services.

~~Only the~~The FCPN Representatives and Alternates may serve as an additional officer of the Planning Council or a committee chair position.

Section 4.4 **Election of Officers**

The Junior Co-Chair and the ~~Consumer/Client~~ Representatives shall be elected by a majority vote by signed ballot at the annual meeting in September, with terms beginning in October. Officers ~~with the exception of~~except for the Co-chairs, may be elected to a second term only through an affirmative vote of two-thirds of Planning ~~Body~~Council members who are present at the meeting.

~~The Planning Body shall elect FCPN Representatives and Alternates in September in odd-numbered years or as vacancies arise.~~

The Planning Council shall elect FCPN Representatives and Alternates in accordance with the FCPN's most recent Bylaws.

In the event of a vacancy, the newly elected Representative or Alternate will fulfill the remainder of their predecessor's term.

Section 4.5 **Ascent to Office**

At the end of one year as Junior Co-Chair, of the Planning ~~Body~~Council the Junior Co-Chair shall become the Senior Co-Chair for one year.

Upon any vacancy in the office of Senior Co-Chair, before the expiration of the term, the Junior Co-Chair shall automatically become Senior Co-Chair for the remainder of the term. If a vacancy occurs in the office of the Junior Co-Chair, the Planning ~~Body~~Council shall elect a new Junior Co-Chair to serve for the remainder of the two-year term.

For FCPN Officers, upon any vacancy in either the PCPG or PPG Representatives, their respective Alternates shall automatically fulfil the remainder of the Representatives' term, and elections for a new Alternate will be held.

Section 4.6 **Requirements for Representatives to the Florida Comprehensive Planning Network (FCPN)**

Representatives and Alternates to the FCPN must be Planning ~~Body~~Council members throughout their terms. To be eligible for nomination, they must have at least three years of remaining eligibility as Planning ~~Body~~Council members and be willing and eligible to serve a second term. Officers who meet this requirement are eligible for

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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 shall resign from the FCPN.

A Representative or Alternate who resigns or is terminated from the Planning Body Council is no longer eligible to represent the Planning Body Council on the FCPN and is automatically considered to have resigned.

FCPN Representatives and Alternates shall abide by the FCPN Bylaws and attendance requirements.

#### Section 4.7 **Duties of the Senior Co-Chair**

The Chair's duties and responsibilities include, but are not limited to the following:

1. Chair Planning Council and Executive Committee meetings.
2. Represent the Ryan White RWHP -Part A Planning Body Council to the CEO, Recipient Representative, HRSA, and other interested parties.
3. Direct the affairs of the Planning Body Council as its administrative officer.
4. Preside at all meetings of the Planning Body Council.
5. Act as an ex officio member of half the standing and special committees, with the others assigned to the Junior Co-Chair. Ex officios shall not count towards quorum and shall only have voting rights on the committees to which they are assigned in order to break a tie.
6. ~~Propose~~ Review the agenda for every meeting of the Planning Body Council and Executive Committee.
7. ~~Appoint a parliamentarian~~ Attend monthly calls with the Planning Council's HRSA Project Officer.-  
Sign approved minutes within seven business days of the approval.

~~9.~~  
7

#### Section 4.8 **Duties of the Junior Co-Chair**

The Junior Co-Chair shall be in training to succeed as Senior Co-Chair. The Junior Co-Chair's duties and responsibilities shall include, but are not limited to the following:

1. Fulfill the duties of the Senior Co-Chair at any meeting in the absence of the Senior Co-Chair.
2. Act as an ex officio member of half the standing and special committees, as assigned by the Senior Co-Chair. Ex officios shall not count towards quorum and shall only have voting rights on the committees to which they are assigned in order to break a tie.
3. Assist the Senior Co-Chair when requested.
4. Assume other duties as assigned by the Executive Committee.
5. Attend monthly calls with the Planning Council's HRSA Project Officer.

Planning Body Bylaws approved by Planning Body on 08/30/2017  
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Section 4.9 **Duties of the ~~Consumer~~Client Representatives**

The Prevention and Patient Care ~~Consumer~~Client Representatives' duties and responsibilities shall include, but not be limited to, the following:

1. Represent the Planning ~~Body~~Council in the community. Only the Patient Care Client Representative must~~shall~~ and self-disclose their status to the public at large.
2. Serve as ~~Chair and Vice-Chair~~Co-Chairs of the "Ryan White ~~PWH~~Community Meeting," ~~as determined by the Senior Co-Chair of the Planning Council, with duties being:~~
  - ~~P~~With the Chair presiding over the meeting and proposing the agenda for each meeting of the "Community Meeting," ~~and~~by collaborating with Planning Council Support to determine the best ways to meet the needs of the meeting attendees.
  - ~~With the Vice-Chair performing these duties in the absence of the Chair.~~
3. Participate in and support other "Community Meetings" established by the Planning ~~Body~~Council.
4. Provide reports of "Community Meeting" activities to the Executive Committee and the full Planning ~~Body~~Council.

Section 4.10 **Duties of the Representatives to the FCPN**

The duties and responsibilities of the Representatives to the two FCPN groups shall be the following:

1. Participate ~~at-in the two annual statewide FPCN meetings~~ ~~PCPG and PPG~~ meetings and report on activities of the Planning ~~Body~~Council.
- ~~32.~~ Report to the Planning ~~Body~~Council on the activities of ~~these planning groups~~their assigned committee and the annual meetings.
- ~~23.~~ Serve on at least one committee/workgroup of the ~~FCPN~~ir planning group.
4. Notify ~~the facilitator of the FCPN~~The AIDS Institute (TAI) if either they or their Alternate cannot participate on a scheduled call.
5. Notify the Alternate when unable to participate in assigned planning activities.
- ~~6.~~ Resign from the FCPN at the end of their Planning Council term.

Section 4.11 **Duties of the Alternate Representatives to the FCPN**

Duties and responsibilities of the Alternate shall be to fulfil the role of the ~~PCPG or PPG~~ Representative in the absence of their Representative from FCPN activities. The Alternate shall attend an FCPN standing committee meeting.

The ~~PCPG and PPGFCPN~~ Alternates shall be prepared to ascend to the Representative position in the event of a vacancy. If this ascension occurs, the Planning [Body Council](#) shall elect a new Alternate to complete the term of the vacant Alternate position.

## Article V: Membership Responsibilities

### Section 5.1 **Committee Assignments**

Members are required to serve on at least one standing committee. Members may indicate any committee preferences to the Membership & Engagement Committee, which will consider these preferences and Planning [Body Council](#) needs and recommend members for appointment to a committee as their primary committee, with the Executive Committee making final ~~appointments~~committee assignments. Members may elect to join one other standing committee (elective committee).

### Section 5.2 **Rules of Conduct**

Members shall follow the current approved Rules of Conduct, which are included in the Planning [Body Council](#)'s Policies and Procedures.

### Section 5.3 **Disciplining of Members**

Members who violate the Rules of Conduct, interfere with the business of the Planning [Body Council](#), or have a negative impact on the community's confidence in the Planning [Body Council](#) may be recommended for reprimand, censure, suspension, or removal, as defined in the Policies and Procedures for the Rules of Conduct and in Section 3.8 of these Bylaws.

## Article VI: Planning Meetings

### Section 6.1 **Planning [Body Council](#) Meetings**

#### Section 6.1.1 **Annual Meeting**

There shall be an annual meeting of the Planning [Body Council](#) in September. The Planning [Body Council](#) shall elect officers at the annual meeting.

#### Section 6.1.2 **Meeting Frequency, Time, and Location**

The Planning [Body Council](#) shall meet at least 10 times per year and may meet more frequently if necessary. These meetings shall include regularly scheduled Planning [Body Council](#) meetings and training sessions as well as the Annual Data Presentation, Annual Priority Setting, and Annual Resource Allocation meetings. The Planning [Body Council](#) shall establish a meeting schedule and determine the times and locations of such meetings, as specified in Planning [Body Council](#) Policies and Procedures related to Meetings.

Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

When there is a conflict between the bylaws and ~~county advisory board~~federal policy requirements, the ~~county federal requirement policy~~ shall take ~~precedent~~precedence. The Chair may appoint an ad-hoc bylaws committee to propose bylaws changes to resolve the conflict if, in the Chair's estimation, the conflict will be ongoing.

Section **Open Meetings**

6.1.3 The following are Open Meeting Requirements in accordance with criteria established by HRSA and the Florida Sunshine Law:

1. The meetings of the Planning Body Council shall be open to the public and shall be held only after adequate notice to the public.
2. The records, reports, transcripts, minutes, and agenda and other documents made available to or prepared for or by the Planning Body Council shall be available for public inspection and copying at the offices of Planning Body Council Support.
3. All meeting records shall be available for public inspection. The Planning Body Council shall keep minutes of each meeting of the Planning Body Council and its committees. A Co-Chair of the Planning Body Council or the Chair of a committee shall certify the accuracy of all minutes within seven business days of their approval. Approved minutes shall be posted on the Planning Body Council's website.

Section **Public Comment Period**

6.1.4 In accordance with County Resolution 2013-M-41, the Planning Body Council will provide an open public comment period at the beginning of each meeting.

Section **Action Items**

6.1.5 Planning Body Council members shall receive information on Action Items for discussion prior to the vote being taken at a Planning Body Council meeting.

Section **Participation through Electronic Means**

6.1.6 Members of the Planning Body Council may connect to meetings from a distance through electronic means such as teleconference calls, in compliance with Planning Body Council Policies and Procedures stating limits, requirements, and criteria for such participation. A physical space will always be provided for meetings so that members and the public can participate in person. Although members may participate in discussions via teleconference, they may not entertain, make, second, or discuss motions, nor shall they be allowed to vote.

Section **Quorum**

6.1.7 A quorum is the physical presence of a majority (more than half) (50% + 1) of current Planning Body Council members at any Planning Body Council Meeting, including all standing and ad hoc committee meeting, Annual Data Presentation, Annual Priority Setting and Annual Resource Allocation. If quorum is not established, the only action

**Commented [WM3]:** Motion made on 3/20/23 to suspend majority rule for physical quorum indefinitely

that can legally be taken is to fix the time for adjournment, adjourn, recess, or to take measures to obtain a quorum.

The Planning Council may change the number of members required to establish a quorum by a two-thirds vote ~~in the event that~~ if the Planning Council determines that an in-person meeting may prove a risk to the members.

Section **Chair Pro Tem**

6.1.8 In the absence of both the Planning [Body Council](#) Senior Co-Chair and Junior Co-Chair from a regularly scheduled Planning [Body Council](#) meeting, the Membership & Engagement Committee Chair shall serve as Chair pro tem to preside during that meeting. If all three are absent, the meeting shall not be called to order.

Section **Special Meetings**

6.2 The Planning [Body Council](#) may convene a special meeting at a time different from that of any regular meeting ~~in order to~~ consider one or more items of business, which must be specified in the notification for the special meeting. A special meeting shall be convened only when an item of business must be decided prior to the next scheduled meeting, to meet funder requirements and/or to safeguard HIV services, and when the Executive Committee cannot ~~take action~~ act on the Planning [Body Council](#)'s behalf.

Section **Notification of Meetings**

6.3 Notification of Meetings shall be provided in accordance with Florida Sunshine Laws. Planning [Body Council](#) Support staff shall provide at least ten business days' notice of the date, time, and location of Planning [Body Council](#) and Committee meetings. Special meetings require a notice of at least five full business days. Members shall receive notification in accordance with the Planning [Body Council](#)'s Policies and Procedures on Meetings.

## Article VII: Committees

Section **Executive Committee**

7.1 The Executive Committee is responsible for managing and coordinating the work of the Planning Council and acts on its behalf in special circumstances.

**Membership**

Section 7.1.1 The Executive Committee members shall include the Planning [Body Council](#) Senior Co-Chair, Junior Co-Chair, Chairs of standing ~~and ad hoc~~ committees, [RWHAP](#) Part A [Recipient](#) and [RWHAP](#) Part B [Lead Agency Recipient](#) Representatives, the Prevention and Patient Care ~~Consumer~~ [Client](#) Representatives, and the FCPN Representatives. [Ad](#)

Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

~~hoc committee Chairs shall be members of the Executive Committee for the duration of the committee's existence.~~ The ~~RWHAP Part A and B~~ Recipient ~~and RWHAP Part B Lead Agency~~ Representatives shall be non-voting members of the Executive Committee. Standing Committee Vice Chairs shall have voting privileges at the Executive Committee only if they are attending in the absence of their committee's Chair. FCPN Alternate Representatives shall have voting privileges only in the absence of the Representatives.

Section **Meetings and Quorum**

7.1.2 The Executive Committee shall meet ~~at least approximately~~ one week prior to each Planning ~~Body Council~~ meeting.

A ~~quorum is the physical presence of the majority~~ of voting Executive Committee members, including at least one ~~consumer/client~~ representative and one standing committee Chair, ~~constitutes a quorum for doing business.~~

**Commented [WM4]:** Same motion date. Same indefinite change, but for 3 people.

The Planning Council may change the number of members required to establish a quorum by a two-thirds vote ~~in the event that if~~ the Planning Council determines that an in-person meeting may prove a risk to the members.

The Planning ~~Body Council~~ Senior Co-Chair, Junior Co-Chair, or Membership & Engagement Committee Chair serving as Chair Pro Tem must be present to call the Executive Committee to order.

Section **Responsibilities**

7.1.3 The Executive Committee's responsibilities shall include, but not be limited to, the following:

1. Managing and coordinating the work of the Planning ~~Body Council~~, delegating tasks to Planning ~~Body Council~~ standing and ad hoc committees ~~in order to to~~ ensure coordination and compliance with all administrative deadlines.
2. Playing a lead role in working with Planning ~~Body Council~~ Support staff on such issues as budget and Planning ~~Body Council~~ work plans.
3. Reviewing and approving plans, actions, and recommendations of standing and ad hoc committees prior to their presentation for action by the full Planning ~~Body Council~~. This includes member and officer nominations.
4. Finalizing the Planning ~~Body Council~~ agenda prior to each meeting.
5. Appointing members to committees, based on recommendations from the Membership & Engagement Committee.
6. Managing review and updating of Bylaws and Policies and Procedures. Reviewing and updating as necessary the Memorandum of Understanding
7. between the Recipient and the Planning ~~Body Council~~.

Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

8. Establishing ad hoc committees as necessary, including special disciplinary committees.  
Acting on behalf of the Planning [Body Council](#) in special circumstances.

Section 7.2 **Standing Committees and Their Responsibilities**

The Planning [Body Council](#) shall have ~~two three~~ standing committees: **Membership & Engagement, and Service Systems Planning and Quality and Needs Assessment and Planning**. The Planning [Body Council](#) may merge or modify committees or establish new committees by majority vote or by revision of these Bylaws.

Section 7.2.1 **Membership & Engagement Committee**

Membership on the Membership & Engagement Committee shall be open to all Planning [Body Council](#) Members ~~and Associate Members~~. The duties and responsibilities of the committee shall include, but not be limited to, the following:

1. Manage the open nominations process for Members and Associate Members, recruiting, reviewing, interviewing, and recommending applicants for membership nomination as mandated by HRSA guidelines. **Only full Planning [Body Members](#) shall participate in this activity.**
2. Maintain the Membership Matrix and use it to monitor representation of required slots, reflectiveness, and PIR (parity, inclusion, and representation) of the Planning [Body Council](#).
3. Develop and oversee ongoing member training, leadership development, and mentoring programs.
4. Develop strategies for membership retention.
5. Recommend committee assignments for all members. Only full Planning [Body Council](#) Members shall participate in this activity.
6. Maintain input and information exchange with the “Ryan White PWH Community Meeting.”
7. Development of marketing and recruitment strategies.
8. Work with Planning Council Support to ensure that the Planning [Body Council](#) Facebook page and website are up to date.
9. Outreach to engage [PWH people with HIV](#) subpopulations and [affected vulnerable](#) communities.
10. Public information and education efforts.
11. Support of testing and other community events and activities.
12. Input from and information exchange with the “Ryan White [PWH](#) Community Meeting” and any other “Community Meetings” established by the Planning [Body Council](#).

Section 7.2.2 **Service Systems ~~Planning & Quality~~ Committee**

Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

Membership on the **Service Systems Planning & Quality Committee** shall be open to all Planning **Body/Council** Members and Associate Members. The duties and responsibilities of this committee shall include, but not be limited to, the following:

1. ~~Develop, regularly review, and update the jurisdiction's Comprehensive/Integrated Plan for HIV Prevention and Care, in collaboration with the Part A and Part B recipients.~~
2. ~~Work with Planning Body Support to carry out needs assessment efforts, identifying unmet needs, service gaps, and the needs of special populations, and presenting findings to the full Planning Body.~~
3. ~~Oversee the development and implementation of the annual Priority Setting and Resource Allocations (PSRA) process, including data presentations. Provide data on other funding streams as input to the allocation of Part A, Part A MAI, and Part B funds.~~
4. ~~Oversee the allocation of resources to priority service categories under Part A, Part A MAI, and Part B, including consideration of costs associated with implementing recommended ways to best meet needs. Ensure that all PSRA-related activities follow approved processes as specified in the Planning Body's Policies and Procedures.~~
6. ~~Review monthly expenditures by service category as provided by the Part A and Part B recipients.~~
7. ~~Recommend reallocations across service categories as required during the program year.~~
- 8.
9. ~~Facilitate collaborative planning between all Parts of the Ryan White Program and other governmental and community-based agencies.~~
10. ~~Recommend, develop, and prioritize special studies and projects based on the Comprehensive/Integrated Plan.~~
11. ~~Maintain input and information exchange with the "Ryan White PWH Community Meeting."~~
12. ~~Assess the effectiveness of the service delivery system within the service area in meeting identified needs via aggregated data provided by the recipient; and make strategic recommendations for improvement.~~
13. ~~Monitor and assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the service area. Monitor and assess the processes of the Planning Body.~~
14. ~~Monitor and assess the impact of Part A, Part B, and General Revenue funds and programs within the service area as outlined in the current Comprehensive/Integrated Plan.~~
15. ~~In collaboration with the recipients, develop and maintain Standards of Care, in accordance with available best practice standards for the relevant service categories.~~
16. ~~Maintain input and information exchange with the "Ryan White PWH Community Meeting."~~
17. ~~Community Meeting."~~

Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

1. Summarize and make recommendations to the Planning Council on HRSA approved service categories and provide guidance on prioritizing RWHAP Part A, RWHAP Part A MAI, and RWHAP Part B service categories.
2. Make recommendations to the Planning Council regarding potential federal, state, local, and private resources available to meet unmet service needs and gaps and recommend action to the Planning Council as appropriate.
3. Oversee the development and implementation of the annual Priority Setting and Resource Allocations (PSRA) processes, including data presentations.
4. Recommend allocations of RWHAP Part A, RWHAP Part A MAI and RWHAP Part B funds to allowable service categories in the OSA, including consideration of costs associated with implementing recommended ways to best meet needs. Develop funding scenarios that will allow for rapid disbursement of funds in the case of level funding, decrease in funding, and increase in funding.
5. Ensure that all PSRA-related activities follow approved processes as specified in the Planning ~~Body~~Council's Policies and Procedures.
6. Review monthly expenditures by service category as provided by the RWHAP Part A recipient representative and RWHAP Part B recipientsLead Agency representative and recommend reallocations across service categories as required during the program year.
7. Review utilization of service categories quarterly to determine gaps in services and unmet need to inform the ~~Integrated~~Needs Assessment & Planning & Evaluation Committee.
8. Monitor and assess the impact of RWHAP Part A, RWHAP Part B, and General Revenue funds and programs within the service area as outlined in the current Integrated Plan.
9. Maintain input and information exchange with the "Ryan White PWH Community Meeting.
- ~~10.~~ Review clinical quality management reports, including disparities, and recommend strategies to improve outcomes. Assign/Elect a committee member to represent the Planning Council at the RWHAP Part A Recipients Clinical Quality Management meetings.

Planning Body Bylaws approved by Planning Body on 08/30/2017  
 Approved by CEO on March 8, 2018  
 Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
 Amended by Planning Council on May 25, 2022  
 Amended by Planning Council on April 26, 2023

Section            Needs Assessment & Planning

7.2.3            Membership on the ~~Integrated~~ Needs Assessment & ~~Planning & Evaluation~~ Committee shall be open to all Planning Council Members and Associate Members. The duties and responsibilities of this committee shall include, but not be limited to, the following:

1. ~~Develop, regularly review, and update the jurisdiction’s Integrated Plan for HIV Prevention and Care, in collaboration with the RWHAP Part A recipient and RWHAP Part B recipients~~Lead Agency representatives.
2. ~~Work with Planning Council Support to carry out needs assessment efforts, identifying unmet needs, service gaps, and the needs of special populations, and presenting findings to the full Planning Body~~Council.
3. ~~Facilitate collaborative planning between all RWHAP Parts of the Ryan White Program and other governmental and community-based agencies.~~
4. ~~Recommend, develop, and prioritize special studies and projects based on the Comprehensive/Integrated Plan.~~
5. ~~Maintain input and information exchange with the “Ryan White PWH Community Meeting.”~~
6. ~~Assess the effectiveness of the service delivery system within the service area in meeting identified needs via aggregated data provided by the recipient; and make strategic recommendations for improvement.~~
7. ~~Monitor and assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the service area.~~
8. ~~Monitor and assess the processes of the Planning Body~~Council.
- ~~8-9.~~In collaboration with the recipients, develop and maintain Service Standards, in accordance with available best practice standards for the relevant service categories.
10. ~~Initiate planning, review reports, and provide recommendations on the Assessment of the Administrative Mechanism.~~

Section            **Standing Committee Chairs and Vice Chairs**

7.3            Each Standing Committee shall elect a Chair and a Vice Chair from among its members at the first meeting following the Annual Meeting in September. Chairs and

Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

Vice Chairs must be Planning [Body Council](#) members. They shall serve a one-year term but may be re-elected for a second term by a two-thirds vote of the committee members present at this meeting. Committee Chairs are members of the Executive Committee; Vice Chairs attend and vote in the Executive Committee when their Committee Chair is unable to attend.

#### **Standing Committee Chairs**

The Committee Chair's duties and responsibilities shall include, but not be limited to, the following:

- Section 7.3.1
1. Direct the affairs of the committee as its administrative officer, chairing meetings, reviewing minutes, and working with Planning [Body Council](#) Support staff to ensure that the committee has the data and materials to carry out its work successfully.
  2. Develop an annual work plan for the committee based on legislative responsibilities and the Integrated/Comprehensive Plan.
  3. Identify the committee's training needs and work with the Membership & Engagement Committee and Planning [Body Council](#) Support staff to meet these needs.
  4. Propose the agenda for each meeting in conjunction with the Committee Vice Chair.
  5. Provide reports of committee activities and recommendations to the Executive Committee.
  6. Obtain Executive Committee approval of work plans and any needed revisions.

Section 7.3.2

#### **Standing Committee Vice Chairs**

Standing Committee Vice Chairs shall serve a one-year term. The Vice Chair shall automatically ascend to the Chair position upon resignation or removal of the Committee Chair, to complete the former Chair's term of office. Vacancies shall be filled via election at the next regular Committee meeting, to complete the term of office. The Committee Vice Chair's duties and responsibilities shall include, but not be limited to, the following:

1. Fulfill the duties of the Chair at any meeting in the absence of the Chair.
2. Assist the Chair in providing leadership and support to the Committee.
3. Attend Executive Committee meetings as a voting member in the absence of the Committee Chair.

Section 7.4

#### **Standing Committee Meetings**

Standing committees shall meet monthly or as needed to carry out their assigned responsibilities and complete their work plans.

A standing committee may be convened by its Committee Chair or Vice Chair. In their absence, the Planning [Body Council](#) Co-Chair acting as an ex-officio member may call the meeting to order; otherwise the meeting shall not be convened.

Section 7.5 **Standing Committee Quorum**

A quorum for committee meetings is ~~three committee members~~ a majority of members, provided that at least one PWH member of the Planning Body Council is present. If a quorum is not established, the only actions that can legally be taken are to fix the time for adjournment, adjourn, recess, or take measures to obtain a quorum. Members of the Executive Committee and other committees may connect to committee meetings from a distance through electronic means in compliance with a specific Planning Body Council policy stating limits, requirements, and criteria for such participation. A physical space will always be provided for committee meetings so that members and the public can participate in person

**Special Committees and “Community Meetings”**

Section 7.6 The Executive Committee may establish special or ad hoc committees as needed to accomplish the work of the Planning Body Council. Such committees shall be time-limited, ~~committees~~ established to carry out specific, defined tasks, and follow quorum and membership guidelines as defined by the Meetings Policy & Procedure.

The Planning Body Council shall also establish “Community Meetings” as needed, to engage people living with HIV ~~disease~~ or special target populations, as recommended by the Executive Committee and established by majority vote of the full Planning Body Council. One of these groups shall be the “Ryan White PWH/A Community Meeting.” “Community Meetings” shall have specified purposes and membership and may be either time-limited or ongoing.

## Article VIII: Conflict of Interest

Section 8.1 **Conflict of Interest Definition and Scope**

As defined in the ~~Ryan White~~ RWHAP Part A Manual, Conflict of Interest (COI) is “an actual or perceived interest in an action that will result or has the appearance of resulting in personal, organizational, or professional gain.” Conflict of interest does not refer to persons living with HIV ~~disease~~ “whose sole relationship to a RWHAP Part A funded provider is as a client receiving services or an uncompensated volunteer.”

A Planning Body Council member or immediate family member has a conflict of interest if that individual serves as a director, trustee, board member, salaried employee, or compensated consultant or contractor/subcontractor of an entity funded or applying for RWHAP Part A, RWHAP Part B, or General Revenue funds. Immediate family members as defined by County Ordinance include father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law. A member who has a conflict of interest ~~with regard to~~ regarding an identified service category is considered to have a conflict of interest ~~regardless of whether theif~~

Planning Body Bylaws approved by Planning Body on 08/30/2017  
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Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

funding ~~for the service category involved~~ is from [RWHAP](#) Part A, [RWHAP](#) Part B, or General Revenues. Being an uncompensated volunteer does not create a conflict of interest, but being a volunteer who receives a stipend does.

A member may not participate in discussions or vote on issues on which the member or an immediate family member has a real or perceived conflict of interest. ~~With regard to~~[Regarding](#) funding priorities or allocations, members with a conflict may vote only on a slate of ~~at least three~~[all](#) service categories.

~~Ryan White~~[RWHAP](#) legislation does not permit the Planning [Body Council](#) to “be directly involved in the administration of a grant,” or to “designate (or otherwise be involved in the selection of) particular entities as recipients of any of the amounts provided in the grant.” In addition, the legislation states that: “A Planning [Body Council](#) member who has a financial interest in an entity, is an employee of or consultant to a public or private entity, or is a Board member of a public or private organization that receives or is seeking funding from ~~Ryan White~~[RWHAP](#) [Part A] grant funds, will not participate, directly or in an advisory capacity, in the process of selecting entities to receive such funding for such purposes.” [Ryan White HIV/AIDS Treatment Extension Act, Section 2602(b)(5)(A) and (B)]

#### Section 8.2 **Disclosure of Conflict of Interest**

Planning [Body Council](#) Members shall sign a ~~Conflict of Interest~~[Conflict-of-Interest](#) Disclosure Form at least annually, and must update the form within five business days after acquiring a COI. A declared conflict remains active for six months after the conflict ends.

#### Section 8.3 **Member Responsibility during Meetings**

Members shall receive and are expected to follow applicable local, state and federal rules governing COI. It is the responsibility of each Planning Council member to disclose all conflicts of interest at the beginning of each meeting. A ~~Conflict of Interest~~[Conflict-of-Interest](#) Grid is distributed at the beginning of each meeting to identify and acknowledge all Members’ conflict(s) of interest in terms of the agencies with which they are associated and the service categories for which these agencies have or are seeking funding. All members are responsible for declaring their own conflicts of interest and those of family members as defined by County Ordinance.

Members shall ~~refrain at all times~~[always refrain](#) from referring to specific agencies that are funded or seeking funds.

The Planning [Body Council](#)’s processes for managing conflict of interest are further detailed in the Policies and Procedures.

## Article IX: Voting

Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

Section **Eligibility**

9.1

Voting privileges for members shall commence after appointment by the CEO and completion of orientation and other pre-service requirements as specified in Section 3.1.

Section **Rights and Responsibilities**

9.2

Each member of the Planning [Body/Council](#) who is eligible to vote shall have the right and responsibility to do so. Each member must vote yes or no on each issue with which the member has no conflict of interest. The presiding Co-Chair has the same voting rights as any other Planning [Body/Council](#) or committee member. However, the presiding Co-Chair may choose not to declare a vote unless to break a tie.

Section **Voting at Priority Setting and Resource Allocation**

9.3

To be eligible to vote during the annual Priority Setting and Resource Allocation processes, each member must have attended the Annual Data Presentation and have been present for all roll calls occurring throughout that presentation, unless granted an exception as defined in the Planning [Body/Council](#)'s Policies and Procedures.

Section **Manner of Voting**

9.4

Voting shall be in accordance with the Florida Sunshine Law and as follows:

1. Show of hands for ~~parliamentary actions~~ business conducted at standing, special, and Executive committees, except funding slates or reallocations. Only virtual participants may utilize voice voting.
2. Roll Call vote for action items and recommendations during Planning Council Business meetings, Priority Setting and Resource Allocation, funding slates, and reallocations.
3. Written ballot during elections, with ballots including the voter's name and signature.
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. E-voting does not refer to digital evaluation forms for the assessment of Planning Council meetings, trainings, processes, or Planning Council leadership. ~~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.~~

## Article X: Grievances

Planning Body Bylaws approved by Planning Body on 08/30/2017  
Approved by CEO on March 8, 2018  
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020  
Amended by Planning Council on May 25, 2022  
Amended by Planning Council on April 26, 2023

Section  
10.1 **Grievances**

For managing disputes and grievances related to the [RWHAP](#) Part A Planning [Body Council](#) processes, the Planning [Body Council](#) shall establish formal Grievance Procedures that meet ~~Ryan White~~[RWHAP](#) legislative requirements.

The Planning [Body Council](#) shall not become involved in ~~consumer/client~~ complaints or grievances about services or a specific provider. The Planning [Body Council](#) should address system-wide concerns, which relate to an entire service category or the system of care.

## Article XI: Parliamentary Authority

Section  
11.1 **Planning [Body Council](#) Procedures**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall ~~govern~~[guide](#) the Planning [Body Council](#) in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Planning [Body Council](#) may adopt.

## Article XII: Amendments

Section  
12.1 **Amending the Bylaws**

The CEO may amend these Bylaws at any time. Proposed amendments shall be reviewed by the Executive Committee. Upon approval by the Executive Committee, the Bylaws along with the proposed amendments, revisions, or changes shall be forwarded to the full membership for a thirty-day review period. Voting may occur at the next scheduled general membership meeting. Bylaws changes require a two-thirds affirmative vote of the current members of the Planning [Body Council](#). The CEO must approve Bylaws changes.