

# **NORTH CENTRAL TEXAS HIV PLANNING COUNCIL**

## **BYLAWS**

### **ARTICLE I - GENERAL**

#### **Section 1.01 Name**

The name of this organization is the North Central Texas HIV Planning Council, hereinafter referred to as the Planning Council.

#### **Section 1.02 Mission**

The mission of the North Central Texas HIV Planning Council is to provide an effective planning process that involves people with HIV and other concerned citizens, resulting in quality HIV services that are available for, and accessed by, those in need.

#### **Section 1.03 Counties Covered**

The Planning Council provides planning and resource allocation for the north central Texas area, including the federally defined Transitional Grant Area (TGA) consisting of Hood, Johnson, Parker and Tarrant counties, and Health Service Delivery Area (HSDA) consisting of the TGA counties with the addition of Erath, Palo Pinto, Somervell, and Wise counties, and additional counties as approved by the Planning Council.

#### **Section 1.04 Chief Executive Officer**

The Chief Executive Officer ("CEO"), as outlined in the Ryan White legislation, is the current Tarrant County Judge.

#### **Section 1.04 Planning Year**

The planning year for the Planning Council is January 1 to December 31.

#### **Section 1.05 Partnership between Planning Council and the Administrative Agency**

The Planning Council, working in concert with the Planning Council Support Staff, the Administrative Agency, and the Office of the CEO shall complete and maintain a memorandum of understanding (MOU) that outlines the legislative and local responsibilities of all parties achieved through a collaborative and cooperative relationship.

#### **Section 1.06 Partnership between Planning Council and Planning Council Support Staff**

The Planning Council Support Staff may act on behalf of the Planning Council, with prior approval of the Executive Committee members on any non-legislative responsibility of the Planning Council. The hiring, supervision, and evaluation of the Planning Council Support Staff shall be outlined in the MOU.

## Section 1.07 Confidentiality

All private data disseminated at Planning Council meetings or work sessions shall be kept in confidence and redacted when required documents are to be released to the public. Breach of confidentiality by any member of the Planning Council may be grounds for removal.

## Section 1.08 Representing the Planning Council

No member of the Planning Council shall act, make any statement, or have any communication under circumstances that might reasonably give rise to an inference that he or she is representing the Planning Council. This includes but is not limited to communications upon Planning Council stationery, public acts, statements, or communications in which he/she is identified as representing the Planning Council except actions or communications that are clearly within the policies or resolutions of the Planning Council or have otherwise been authorized in advance by the Planning Council.

## ARTICLE II - DUTIES

### Section 2.01

1. Assess the needs of people living with HIV in designated areas, using current guidelines established by the Health Resources and Services Administration (HRSA) and Texas Department of State Health Services (DSHS). **(\*Shared responsibly with the Administrative Agency).**
2. Develop an integrated comprehensive HIV prevention and services plan for the delivery of HIV health and support services that is compatible with existing federal, state, and local plans, and that addresses the provision of HIV-related services to people with HIV, those at risk of becoming infected, and those affected by HIV. **(\*Shared responsibility with the Administrative Agency).**
3. Establish priorities based on needs assessment results for the allocation of federal, state, and local funds as awarded by the granting authorities.
4. Allocate funds to the various service categories, based on financial availability and according to the priorities established by the Planning Council.
5. Assess the efficiency of the Administrative Mechanism in rapidly allocating funds to areas of greatest need.
6. Vote on any decisions involving the elections of officers, change to the Bylaws, or membership appointment/removal, subject to CEO approval.
7. Develop policies and procedures relevant to Planning Council Operations.
8. Develop local service standards that meet or exceed federal, state, and local requirements. **(\*Shared responsibility with the Administrative Agency).**
9. Provide guidance to the recipient on how best to meet priorities.

## ARTICLE III – CONFLICT OF INTEREST

### Section 3.01 Definition

Conflict of interest is defined as an interest by a Planning Council member in an action that may result in personal, financial, organizational, or professional gain for the member or his/her spouse, domestic

partner, parent, child, or sibling. The conflict of interest may be actual or perceived. Having an affiliation with a Ryan White sub-recipient – such as being a board member, staff member, or consultant – constitutes a conflict of interest. Being a client of a Ryan White sub-recipient is not considered or defined as a conflict of interest.

### **Section 3.02 Procedures**

Planning Council Members and all committee members must disclose any actual or perceived conflicts of interest annually, in writing, on a form that is maintained in the office of the Planning Council Support Staff. Members are required to notify the Planning Council Support Staff as changes occur.

Planning Council members who have conflicts of interest must declare that conflict before the discussion of a motion. Stated declarations of conflict shall be noted in the minutes. Conflicted members shall not make a motion or vote on any such matters. Members will remain conflicted for one year after any change.

During priority setting and resource allocations or reallocations, a member with a conflict of interest shall not take part in voting related to that service category, such as setting the service priorities or recommending allocations for that service category, except that a member may vote to approve or disapprove an entire slate of priorities or allocations.

If a conflict of interest is suspected, a grievance can be filed as per the Grievance Policy (Appendix 2).

Planning Council members whose actions violate the conflict-of-interest policy shall be disciplined by the Chair of the Planning Council, up to and including the initiation of the removal process.

## **ARTICLE IV - MEETINGS AND NOTICES**

### **Section 4.01 Frequency of Meetings**

The Planning Council shall meet not less than quarterly each year at such times and places as it may determine, or as may be specified in the notice of the meeting.

### **Section 4.02 Texas Open Meetings Act**

All meetings of the Planning Council and standing committees of the Planning Council shall be open to the public in compliance with the Texas Open Meetings Act, subject to legally authorized exceptions. In times of a declared emergency, deviation from the Texas Open Meetings Act may occur as directed by the Texas Attorney General's Office.

### **Section 4.03 Notice of Meetings**

Notice of each meeting of the Planning Council shall be delivered to each Planning Council member at the member's last known email address as carried in the records of the Planning Council, not less than seventy-two hours prior to the date and time of the meeting.

#### **Section 4.04 Conduct of Meetings**

Meetings shall be conducted using modified parliamentary procedures.

#### **Section 4.05 Agendas**

An agenda shall be prepared, posted, and transmitted to Planning Council and/or committee members, as well as the public, at least three days in advance of a regularly scheduled meeting in compliance with the requirements of the Texas Open Meetings Act.

#### **Section 4.06 Quorums**

At Planning Council and committee meetings, one half of the membership must be present to constitute a quorum. In the absence of a quorum, the Planning Council or committee chair will wait 15 minutes before cancelling the meeting and dismissing the members present. To avoid a walking quorum, Planning Council and committee members must notify Planning Council Support Staff, in advance, if they plan to attend a committee meeting of which they are not official members.

A walking quorum is defined as a meeting of an accidental or intentional quorum of members (Planning Council or committees) outside of a scheduled meeting where Planning Council business is discussed but where an official notice is not provided. This can include, but is not limited to, one-on-one conversations (e.g., texts, phone calls) to multiple members of the Planning Council or committee.

#### **Section 4.07 Minutes**

The Planning Council Support Staff shall maintain detailed minutes of each Planning Council and Planning Council Committee meeting. Planning Council records, reports, transcripts, minutes, agenda, or other documents shall be maintained in compliance with the Texas Open Meetings Act.

#### **Section 4.08 Executive Session**

The Planning Council may go into Executive Session as permitted by, and in compliance with, the Texas Open Meetings Act.

### **ARTICLE V - PLANNING COUNCIL MEMBERSHIP**

#### **Section 5.01 Number and Qualifications**

The Planning Council shall consist of no less than 13 members, in compliance with HRSA mandates.

#### **Section 5.02 Term of Office**

Planning Council members shall be selected for a term of two years. A Planning Council Member shall serve no more than three consecutive two-year terms. Those representing legislatively mandated positions are exempt from these term limit restrictions. Members shall serve for staggered terms and shall serve until their successors are appointed by the Tarrant County Judge. The Tarrant County Judge shall appoint half of the Members in odd-numbered years and half in even-numbered years,

unless the entire Council is relieved; in which case seven members will serve two-year terms, and six will serve one-year terms.

Any Member who is ineligible for re-appointment because of term limitations may remain involved as an external member of a committee and re-apply to the Planning Council after 36 months.

### **Section 5.03 Composition**

The Planning Council membership shall comply with HRSA mandates, as described on p. 17 of the Ryan White HIV/AIDS Program Part A Planning Council Primer.

### **Section 5.04 Member Disclosure of HIV Status**

Due to HRSA requirements, a percentage of Planning Council members must be living with HIV. Members who are living with HIV shall be asked to disclose their status to the Planning Council Coordinator. This information shall be treated as confidential and used for Planning Council purposes of ensuring HRSA requirements only.

### **Section 5.05 Attendance**

Planning Council members are required to attend meetings of the North Central Texas HIV Planning Council and the committees of which they are members. Non-Planning Council members are required to attend meetings of the committees of which they are members. Planning Council and committee members may participate via web conference or teleconference, per the Texas Open Meetings Act. All members must adhere to the attendance requirements.

Planning Council members are expected to attend regular council meetings. If a Planning Council member is unable to attend a meeting, they should notify the Planning Council Coordinator, who will notify the Chair. If a member misses three Planning Council meetings without notifying Planning Council Coordinator, the Planning Council Chair will contact the member in writing to confirm their ability to attend future meetings. If a member notifies the Planning Council Coordinator, but they miss three meetings in a row, the Planning Council Chair will contact the member in writing to confirm their ability to attend future meetings. Failure to comply with the Planning Council attendance policy may result in member removal by the CEO.

### **Section 5.06 Removal – Code of Conduct**

Participants are expected to conduct business in ways that are honest, respectful, and professional. Conduct or behavior that the Planning Council deems to interfere with the business of the Planning Council and /or conduct that would have a negative impact on the community's confidence in the Planning Council are also grounds to recommend termination of membership. The CEO may remove a Planning Council member at any time for any or no reason.

### **Section 5.07 Removal – Process**

In the event of a breach of the Code of Conduct, an incident report must be filed with the Planning Council Chair within five calendar days of occurrence. Individuals implicated in the incident report will be notified by Planning Council Coordinator within 72 hours of the reported incident. The Executive

Committee will convene within 14 calendar days of the filed report to discuss next steps. All parties involved in the incident, including witnesses, will have the right to submit a written report to the Executive Committee or to appear before the Executive Committee in-person.

Planning Council members may be removed for failing to follow Planning Council policies including, but not limited to, Code of Conduct and attendance. If a member fails to comply with the policies and/or Bylaws, the issue will be addressed at the next scheduled Executive Committee meeting.

If the Executive Committee votes to recommend member removal by a 2/3 majority, the removal must be certified by a 2/3 majority vote of the Planning Council. If the Planning Council votes to recommend member removal to the CEO, the member will have five days to submit an appeal to the CEO for consideration. The ruling of the CEO will be final.

### **Section 5.08 Resignation**

Planning Council members may resign at any time during their term. Resignation is immediate upon written confirmation by the Planning Council Chair.

### **Section 5.09 Vacancies**

The Executive Committee of the Planning Council may recommend members to fill any vacancy occurring in the Planning Council. The Executive Committee shall refer candidates to the Planning Council, including candidates to fill legislatively mandated positions. Candidates shall follow the process created by the Executive Committee and must be approved by the CEO.

### **Section 5.10 Annual Training**

An Annual Training of the Planning Council shall be held in January, at which time: members will review information about the Ryan White program, local policies and procedures, local functionality of the Planning Council, how to review and understand data, and basic meeting management skills. Planning Council members whose terms are expiring shall either assume another term or vacate their Planning Council slot. Terms of office shall begin on January 1<sup>st</sup>. Notice of the Annual Training shall be posted publicly as required by the Texas Open Meetings Act. See Tex. Gov't Code § 551.041.

## **ARTICLE VI – PLANNING COUNCIL OFFICERS**

### **Section 6.01 Planning Council Officers**

Planning Council Officers include the Chair, Vice Chair, and Parliamentarian.

### **Section 6.02 Eligibility**

To be eligible for nomination for a Planning Council Officer, a candidate must be a current voting member and must be able to serve out the entire term of office as defined by the Bylaws. Officers shall not have a conflict of interest as defined in Article III above. A member may not hold more than one Officer position, as described in Section 6.01, at a time.

### **Section 6.03 Duties**

Chair. The Chair shall preside at all meetings of the Planning Council and the Executive Committee. The Chair shall be available to consult with and serve as liaison between Planning Council Support Staff and members. The Chair shall act as the official spokesperson for the Planning Council. The Chair appoints committee chairs and vice chairs on an annual basis each December, or if a vacancy occurs. In the event the Chair is an employee or becomes an employee of Tarrant County, the position of Chair shall automatically convert to the position of Co-Chair. The position of Co-Chair shall share all duties and responsibilities otherwise assigned to the Chair position with the Vice Chair, who shall also convert to a second Co-Chair position. Any disagreement or dispute between the Co-Chairs shall be resolved by a vote of the Planning Council. Any reference to "Chair" in these Bylaws shall be understood to also mean "Co-Chair." Should the Chair convert to Co-Chair, the position of Chair is not considered vacant.

Vice Chair. The Vice Chair shall assume the duties of the Chair in the event of absence or disability and the Vice Chair will assume the Chair position upon the Chair's resignation or inability to discharge the office, subject to approval by the CEO. The Vice Chair shall undertake other duties as assigned by the Chair. In the event the position of Chair converts to Co-Chair, the position of Vice Chair shall also automatically convert to a second Co-Chair. Any reference to "Vice Chair" in these Bylaws shall be understood to also mean "Co-Chair." Should the Vice Chair convert to Co-Chair, the position of Vice Chair is not considered vacant.

Parliamentarian. The Parliamentarian shall be responsible for ensuring all Planning Council meetings abide the rules of governance as stated in the Bylaws.

### **Section 6.04 Election and Terms**

All elections are held during the Planning Council Annual Meeting in November. Each position is elected for a one-year term except for the Chair, who serves a two-year term. No elected officer shall hold the same office for more than two consecutive terms unless an additional term is approved by the CEO.

Chair: The Chair is elected and serves a two-year term. The Chair cannot serve consecutive terms.

Vice Chair: This position is elected every year for a one-year term.

Parliamentarian: This position is elected every year for a one-year term. Parliamentarians may serve consecutive terms.

### **Section 6.05 Removal of Planning Council Officers**

The Executive Committee, in consultation with the Tarrant County District Attorney's office (if necessary), shall be responsible for recommending to the Planning Council whether an officer should be dismissed for cause, except in the case where an officer has forfeited the position. Following the Executive Committee's recommendation, the officer may be removed by the affirmative vote of 2/3 of

the current Planning Council membership. If the Planning Council votes to recommend officer removal to the CEO, the Officer will have five days to submit an appeal to the CEO for consideration. The ruling of the CEO will be final.

## **ARTICLE VII - COMMITTEES**

### **Section 7.01 General**

Mandated committees are those required by HRSA and/or DSHS. Standing or ad hoc committees of the Planning Council may be created at any time to meet the operational needs of the Planning Council, subject to approval by the CEO. Any such committee shall have such powers and duties, and its membership shall be constituted, as the Planning Council may determine. Mandated committees meet as determined by the Chair of that committee and/or the Chair of the Planning Council.

### **Section 7.02 Executive Committee**

The Executive Committee is comprised of the Chair, Vice Chair, Parliamentarian. Additional members on the Executive Committee may be added, as necessary, if approved by the CEO. In the event the Chair and Vice Chair are serving as Co-Chairs, the Executive Committee shall be composed of the Co-Chairs and the Parliamentarian.

The Executive Committee shall meet periodically to ensure the orderly and integrated progression of work of the committees of the Planning Council, to plan future activities, and to recommend items for meetings.

Unless expressly authorized by the full membership of the Planning Council or included in these Bylaws, the Executive Committee is not authorized to act on behalf of the Planning Council in any matters for which the Planning Council is charged.

The Executive Committee shall serve as the Membership Committee and the Grievance Committee, when necessary. The Executive Committee shall recommend action to be taken regarding grievances as defined by the Grievance Policy (Appendix 2).

### **Section 7.03 Personnel Committee**

The Personnel Committee is comprised of the Planning Council Officers. The Chief of Staff of the CEO shall be responsible for issues related to Planning Council Support Staff in concert with the Personnel Committee. The Personnel Committee shall serve as liaison between the Planning Council and Tarrant County for matters related to staff employment. The Planning Council Chair shall serve as chair of the Personnel Committee.

### **Section 7.04 Standing Committees**

Membership on a standing committee is for a one-year term beginning in January. Planning Council members may request to sit on a particular committee, but the Planning Council Chair has final approval.



Standing committees meet regularly and report on their actions and recommendations at each regular meeting of the Planning Council. Committees may be composed of Planning Council voting members, as well as individuals from the community at large. Each Planning Council member may be an active member of no more than two standing committees. Decisions of standing committees related to legislative mandates must be approved by the Planning Council and CEO.

A list of current standing committees is attached to these Bylaws as Appendix 1. Appendix 1 shall be revised as committees change and does not require a revision of the Bylaws.

### **Section 7.05 Ad Hoc Committees**

Ad hoc committees may be appointed by the Planning Council Chair as needed to meet the operational needs of the Planning Council. Ad hoc committees shall report to the Planning Council at the end of their assignment, or as necessary.

### **Section 7.06 Committee Chairs and Vice Chairs**

Committee chairs and vice chairs of standing committees are appointed by the Planning Council Chair each January. Committee chairs and vice chairs are appointed for a one-year term. The roles of the committee chairs are to prepare committee agendas, preside over committee meetings, approve minutes, and provide reports to the Planning Council. Vice chairs perform the duties of the committee chair should the committee chair be absent. If a committee chair is unable to serve a complete term, the Chair of the Planning Council shall appoint a new committee chair. Chairs and Vice Chairs of ad hoc committees are appointed by the Planning Council Chair, as needed.

## **ARTICLE VIII – GRIEVANCE PROCEDURES**

Grievance procedures for the Planning Council are contained in Appendix 2. The Planning Council shall adhere to the grievance procedures in addressing all eligible grievances in compliance with Appendix 2.

## **ARTICLE IX – AMENDMENTS**

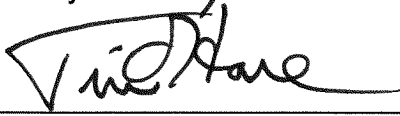
### **Section 9.01 Voting**

Each Planning Council or committee member shall be entitled to one vote. There shall be no voting by proxy. A simple majority is required to pass any matter coming before the Planning Council or standing committees, except for that of proposed Bylaw changes.

Proposed Bylaw changes shall be submitted (in written form) for review to the full Planning Council at least fifteen (15) days prior to voting and will require a two-thirds (2/3) majority of members present. The chair of the Planning Council or standing committee shall not vote except in the event of a tie.

These Bylaws may be altered, amended, or repealed at any annual, special, or regular meeting of the Planning Council by an affirmative voice of a quorum plus one, provided notice of the proposed alteration, amendment, or repeal of adoption be contained in the notice of such meeting, upon approval of the CEO.

These Bylaws are ratified on this 17<sup>th</sup> day of January 2024.



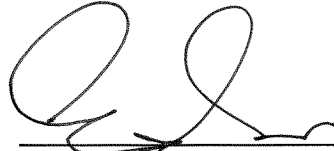
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Tim O'Hare, County Judge



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Kenya Alu, Co-Chair



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Evelyn Luciano, Co-Chair

## **APPENDIX 1 COMMITTEES**

Committees shall be developed and formed by the Planning Council, and priority should be given to committees mandated or required by HRSA and/or DSHS. Standing or ad hoc committees of the Planning Council may be created at any time to meet the operational needs of the Planning Council. Any such committee shall have the powers and duties, and its membership shall be constituted, as the Planning Council may determine, subject to approval by the CEO. Mandated committees meet as determined by the chair of that committee and/or the Chair of the Planning Council.

### **STANDING COMMITTEES**

#### **Executive Committee**

The Executive Committee is comprised of the Chair, Vice-Chair, and Parliamentarian. The Executive Committee meets periodically to ensure the orderly and integrated progression of work is done by all standing and ad hoc committees, to plan future activities, and to recommend items for meetings. The members for the Executive Committee may make recommendations of potential new members to the CEO. The Executive Committee serves as the Grievance Committee and Membership Committee, as needed.

**APPENDIX 2**  
**North Central Texas HIV Planning**  
**Council Grievance Policy**

**APPENDIX 2**

**GRIEVANCES**

It is the policy of the North Central Texas HIV Planning Council (NCTHIVPC) to show commitment to open and transparent government by hearing and responding to complaints filed by funded service providers and individuals receiving services therefrom. It is the desire of the NCTHIVPC to respond in a timely and fair manner. The NCTHIVPC will attempt to resolve grievances through informal dispute resolution when possible.

**Who May Bring a Grievance?**

Individuals or entities directly affected by the outcome of a Planning Council decision related to funding or Council operations are eligible to file a formal grievance with the Planning Council. Directly affected parties are defined as the following:

- 1) Providers eligible to receive Ryan White funds
- 2) Consumer groups/people living with HIV (PLWH)
- 3) Any individual eligible to receive Ryan White Services

Providers and consumers may make comments, suggestions, recommendations, and otherwise participate in the public process. This right exists without interference, pressure, or reprisal.

Consumers and Providers shall receive a written response to a grievance in a timely manner. If the consumer or provider is unable to resolve a grievance pertaining to Ryan White services with the providing agency, the consumer/provider may file a signed complaint, in writing, to:

Attention: Chair  
North Central Texas HIV Planning Council  
2300 Circle Drive, Suite 2306  
Fort Worth, Texas 76119