



District of Columbia
HIV Prevention Community Planning Group

BYLAWS

March 2011

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DISTRICT OF COLUMBIA
HIV PREVENTION COMMUNITY PLANNING GROUP
BYLAWS

March 10, 2011

ARTICLE I: NAME

The name of this organization shall be the District of Columbia HIV Prevention Community Planning Group (hereinafter HPCPG)

ARTICLE II: PURPOSE

The Centers for Disease Control and Prevention (CDC) requires that the District of Columbia Department of Health (DOH), as a recipient of CDC funds for HIV prevention, adhere to the CDC's HIV Prevention Community Planning Guidance. The Guidance defines the CDC's expectations of Department of Health and HIV prevention community planning groups (CPGs) in implementing HIV prevention community planning. HIV Prevention Community Planning is one of nine required essential components of a comprehensive HIV prevention program as outlined in the CDC Program Announcement for HIV Prevention Projects, Notice of Availability of Funds.

The overall mission of the HPCPG is to develop a comprehensive HIV Prevention Plan for the District of Columbia through the prioritization of people at risk for acquiring or transmitting HIV and identifying strategies and interventions that can reduce the transmission of the human immunodeficiency virus

The CDC has set three major goals for HIV Prevention Community Planning:

- Goal One: Community planning supports broad-based community participation in HIV prevention planning.
- Goal Two: Community planning identifies priority HIV prevention needs (a set of priority target populations and interventions for each identified target population) in each jurisdiction.
- Goal Three: Community planning ensures that HIV prevention resources target priority populations and interventions set forth in the comprehensive HIV prevention plan.

These Bylaws are the rules and regulations by which HPCPG activities are governed. The original Bylaws were adopted in 1994. They were amended and adopted in their current form, pursuant to Article XII of the Bylaws, on July 13, 2006.

In addition to the rules and regulations contained in these Bylaws, the HPCPG must comply with the requirements of the CDC's HIV Prevention Community Planning Guidance.

ARTICLE III: DEFINITIONS OF TERMS

As used in these Bylaws, the following terms shall be construed to mean:

- A. **Administrative Agent:** The DC Department of Health's HIV/AIDS, Hepatitis, STD and TB Administration (HAHSTA) is the governmental entity responsible for programmatic and financial oversight of HIV prevention planning funds from the HIV Prevention Cooperative Agreement with the CDC.
- B. **Standing Committees:** These are permanent bodies of the HPCPG that are delegated particular tasks as defined by the HPCPG convened in full. The number and specific duties of each committee will also be determined by the full HPCPG. The composition shall be determined by each respective committee and the chair/s of the committees will be determined by the Co-Chairs of the HPCPG.
- C. **Ad Hoc Committees:** These are committees set up to carry out a particular task over a specific period of time. The HPCPG as a whole shall determine how long the committees will serve their function. Membership in these committees is to be determined at the time of their creation by the Co-Chairs of the HPCPG.
- D. **Contractor for Logistical Support Services:** The organization that enters into a contract with the Administrative Agent to provide the administrative services and logistical support requested by the HPCPG.
- E. **Target Population:** An identified affected population that, based on the number of AIDS cases, epidemiology, seroprevalence and demographic data, and because of practiced behaviors, is at higher risk of contracting and spreading HIV infection than the general population.
- F. **Underserved Community:** An identified affected community, which, because of geographic location, socioeconomic status or other circumstances, has been traditionally underserved by HIV prevention services and, even though it may not have the documented number of AIDS cases, is recognized as a community at high risk for HIV infection. Also known as a "special population."
- G. **Members:** Those individuals who have been duly and lawfully appointed to the HPCPG by a majority vote of the HPCPG, based on the recommendations of the HPCPG's Operations Committee after review by the Department of Health.
- H. **Alternate Members:** Those individuals who represent HPCPG members when they are unable to attend HPCPG or committee meetings, up to a maximum of 2 regular or special HPCPG meetings per year. Alternates are designated by members – who must submit an alternate registration form to the Administrative Agent – and must represent the perspectives of the same HIV risk population as the member. Members must report any changes in alternate to the Administrative Agent in writing.
- I. **Ex-Officio Members:** Those non-voting individuals who represent and are named by government agencies that provide services to individuals living with or at risk for HIV, including the Division of Sexually Transmitted Disease Control Program, the Addiction Prevention and Recovery Administration, the Department of Corrections and D.C. Public Schools.

- J. Simple Majority: A majority in which the highest number of the votes cast for any candidate, issue or item exceeds the second-highest number, while not constituting an absolute majority.
- K. Two Thirds Majority: A majority in which two-thirds of the votes cast in favor of approval for any candidate, issue or item under consideration by the HPCPG.
- L. Parity: The ability of members to equally participate and carryout planning tasks/duties.
- M. Inclusion: Meaningful involvement of members in the process with an active voice in decision-making. An inclusive process assures that the views, perspectives, and needs of all affected communities are actively included.
- N. Representation: The act of serving as an official member reflecting the perspective of a specific community, including the community's values, norms, and behaviors (members should have expertise in understanding and addressing the specific HIV prevention needs of the populations they represent).

ARTICLE IV: ROLES AND RESPONSIBILITIES

A. HIV PREVENTION COMMUNITY PLANNING GROUP

The HPCPG is responsible for developing a comprehensive HIV Prevention Plan for the District of Columbia and reviewing the DOH application for federal HIV prevention funding for concurrence with the Plan.

The HPCPG's role in HIV prevention community planning is to:

1. Elect the Community Co-Chair and Co-Chair-Elect, who will work with the DOH-designated Co-Chair.
2. Review and use key data to establish prevention priorities.
3. Develop a comprehensive HIV Prevention Plan.
4. Collaborate with the DOH in reviewing and finalizing key community planning activities: the epidemiologic profile, the community services assessment, prioritized target populations, set of prevention activities/interventions, and the comprehensive plan for HIV prevention community planning.
5. Review the DOH application to CDC for federal HIV prevention funds, including the proposed budget, and develop a written response that describes whether the DOH application does or does not, and to what degree, agree with the priorities set forth in the comprehensive HIV prevention plan.

B. ADMINISTRATIVE AGENT

HAHSTA is responsible for supporting the HIV prevention community planning process (via funding, staff and/or consultant/contractor resources and leadership). The DOH role in HIV prevention community planning is to:

1. Create and maintain an HPCPG that meets the goals and objectives and operating principles described in CDC's HIV Prevention Community Planning Guidance.
2. Support meeting logistics, member involvement and infrastructure for the HIV prevention community planning process.
3. Appoint the DOH Co-Chair.
4. Ensure collaboration between community planning and other relevant planning processes in the jurisdiction such as Ryan White CARE Act planning (Titles I, II, III, and IV) and STD prevention.
5. Develop the Epidemiologic Profile and conduct the Community Service Assessment.
6. Assure that the HPCPG has access to current information (including relevant budget information) related to HIV prevention and analysis of the information, including potential implications for HIV prevention in the jurisdiction.
7. Develop an application to the CDC for federal HIV prevention cooperative agreement funds based on the HIV Prevention Plan developed through the HIV prevention community planning process.
8. Allocate resources based on the priorities presented in the HIV Prevention Plan.
9. Present the funding application and budget to the HPCPG with adequate time for the HPCPG to review and issue a written response.
10. Award HIV prevention funds to implement the HIV prevention services stated in the comprehensive HIV prevention plan and DOH application.
11. Provide regular updates to the HPCPG on successes and barriers encountered in implementing the HIV prevention services described in the HIV Prevention Plan.
12. Provide the HPCPG with local program evaluation data, where available.
13. Maintain an up-to-date listing of current members and alternates, track member and alternate attendance and terms.
14. Produce and distribute by e-mail minutes and agendas of all HPCPG and Operations Committee meetings, reports and other documents to be considered during HPCPG meetings to members, alternates, representatives of other planning groups, and visitors who have provided their e-mail addresses, seven (7) days prior to each HPCPG meeting, and provide printed copies of all documents at each meeting.
15. Obtain written reports of the meetings of all committees and distribute them (7) days prior to full HPCPG meetings or as soon as it receives the reports from each committee, and at the meetings.
16. Prepare and distribute (by e-mail and at meetings) lists of members, alternates, designated HAHSTA staff and representatives of other planning groups, as well as lists of committees with names and e-mail of members.

17. Mail or e-mail mail copies of all documents distributed at meetings to members, alternates, designated HAHSTA staff and representatives of other planning groups that did not attend meetings.
18. Develop, maintain and distribute calendars of HPCPG and committee meetings and training activities.

C. SHARED RESPONSIBILITIES OF THE HPCPG AND THE ADMINISTRATIVE AGENT

Together, the Department of Health and HPCPG share in:

1. Process Management: Develop procedures/policies that address membership, roles, and decision-making, specifically:
 - a. Composition of the HPCPG; selection, appointment, and duration of terms to ensure that the HPCPG membership reflects, as much as possible, the epidemic in the jurisdiction (i.e., age, race/ethnicity, gender, sexual orientation, geographic distribution, and risk for HIV infection);
 - b. Roles and responsibilities of the HPCPG, its members, and its various components (i.e., committees, work groups, regional groups, etc.);
 - c. Process to prospectively identify potential conflict(s) of interest and methods for resolution of conflict(s) of interest for HPCPG members.
 - d. Methods for reaching decisions; attendance at meetings; and resolution of disputes identified in planning deliberations.
2. Membership Selection: Develop and apply criteria for selecting HPCPG members:

Special emphasis should be placed on procedures for identifying representatives of at-risk, affected, and socioeconomically marginalized groups that are underserved by existing HIV prevention programs.
3. Input Mechanisms: Determine the most effective input mechanisms for the community planning process.
 - a. The process must be structured to best incorporate and address needs and priorities identified at the community level.
 - b. The process should include strategies for obtaining input from key populations (e.g., IDUs, MSM, youth, undocumented immigrants, etc.) that may not be HPCPG members.
4. Planning Funds: Provide input on the use of planning funds:
 - a. Support HPCPG meetings, public meetings, and other means for obtaining community input;
 - b. Facilitate involvement of all participants in the planning process, particularly those persons with and at risk for HIV infection;

- c. Support capacity development for inclusion, representation, and parity of community representatives and for other HPCPG members to participate effectively in the process;
 - d. Provide technical assistance to the HPCPG and DOH by outside experts;
 - e. Assure representation of the HPCPG at necessary regional or national planning meetings;
 - f. Support planning infrastructure for the HIV prevention community planning process;
 - g. Collect, analyze, and disseminate relevant data; and
 - h. Monitor and evaluate the community planning process.
5. Provide a thorough orientation for all new members, as soon as possible after appointment. New members should understand the:
 - a. Goals and Core Objectives, roles, responsibilities, and principles outlined in the CDC's Community Planning Guidance;
 - b. Procedures and ground rules used in all deliberations and decision making; and
 - c. Specific policies and procedures for resolving disputes and avoiding conflicts of interest that are consistent with the principles of the Guidance.
 6. Evaluate the community planning process to assure that it is meeting the core objectives of community planning.

D. HPCPG MEMBERS

HPCPG members are expected to:

1. Make a commitment to the community planning process and its results
2. Attend all regular monthly meetings and special meetings. In the event they cannot attend, members should notify the Community or Government Co-Chairs, or their designee, prior to the meeting.
3. Represent the perspective of a specific HIV risk population
4. Designate an alternate to represent them at up to one (1) HPCPG meetings each year. The alternate must represent the perspectives of the same HIV risk population as the member
5. Participate in all decision making and problem-solving. New members are required to attend an orientation on community planning before they are eligible to vote on the HPCPG. The content and length of the orientation will be specified in the HPCPG's "Guidelines for Membership Recruitment"

E. CO-CHAIRS

1. The Co-Chairs shall jointly preside over all regular and special meetings of the HPCPG and the Operations Committee, provide leadership and direction to the HPCPG by ensuring that all members understand and exercise their responsibilities in regard to

accomplishing the mission and goals of the planning group, and assures that the planning process used by HPCPG meets the specific requirements and intent expressed in CDC's Guidance.

2. Both Co-Chairs shall sign all official communications of the HPCPG.
3. Either one of the Co-Chairs can call a special meeting of the HPCPG or of the Operations Committee.
4. The Co-Chairs or the Community Co-Chair-Elect shall represent the HPCPG in all official functions in which the HPCPG is asked to participate. If none of the Co-Chairs can represent the HPCPG, they can ask a member of the HPCPG to represent the HPCPG in their stead, with the limitations on communications as indicated in Article X.
5. The Co-Chairs may make decisions on HPCPG operations in emergency situations when the HPCPG cannot be convened. Decisions on policy, priority setting, funding and concurrence with the DOH funding application can only be made by simple majority vote of the membership or by the Operations Committee if it is authorized to do so by a simple majority vote of the membership. If time allows, the Co-Chairs shall call a Special Meeting of the HPCPG as specified in Article VII (B).

ARTICLE V: MEMBERSHIP

A. COMPOSITION AND SELECTION PROCESS

1. The HPCPG shall be composed of twenty-five (25) members, which shall include the government and community Co-Chairs.
2. The selection of HPCPG members must abide by the fundamental tenets of community planning: parity, inclusion, and representation.
3. The membership of the HPCPG shall include representatives of varying races and ethnicities, genders, sexual orientations, ages, and other characteristics such as varying educational backgrounds, professions, and expertise, including:
 - a. Persons who reflect the characteristics of the current and projected epidemic in the District of Columbia (as documented by the epidemiologic profile) in terms of age, gender/gender identity, race/ethnicity, sexual orientation, socioeconomic status, geographic distribution, serostatus, and risk for HIV infection.
 - b. Department of Health HIV prevention and sexually transmitted disease (STD) treatment staff; staff of local education agencies; and staff of other relevant governmental agencies (e.g., substance abuse, mental health, corrections).
 - c. Experts in epidemiology, behavioral and social sciences, program evaluation, and health planning.
 - d. Representatives of key non-governmental and governmental organizations providing HIV prevention and related services (e.g., STD, TB, substance abuse prevention and treatment, mental health services, homeless shelters, prisons/corrections, HIV care and social services, education agencies) to persons with or at risk for HIV infection.

- e. Representatives of key non-governmental organizations relevant to, but who may not necessarily provide, HIV prevention services (e.g., representatives of business, labor, and faith communities).
 - f. People living with HIV shall constitute a minimum of 20% of the total HPCPG membership.
4. Nominations for membership shall be solicited through an open process and a candidate's selection shall be based on the criteria and procedures specified in the HPCPG's Guidelines for Membership Recruitment.
 5. The Guidelines for Membership Recruitment shall be developed by the Operations Committee and ratified by simple majority vote of the HPCPG
 6. The HPCPG's Operations Committee shall review all applications for membership and recommend new members to the Director of the Department of Health or his/her designee, who shall have 20 days to approve or disapprove of the recommendations.
 7. Members will be designated by majority vote of the HPCPG based on the recommendations of the Operations Committee and the approval of the Director of the Department of Health or his/her designee.
 8. Members will serve a term of two (2) years, and may serve up to 3 consecutive, 2-year terms.
 9. Members must be notified by the Administrative Agent that their terms are ending, and that they may apply for appointment to a second or third term, at least four (4) months before the term ends.

Members that wish to serve more than one consecutive term must re-apply for membership at least two (2) months before the end of their 1st and 2nd term. Those applications will be processed following the same procedures established for other applications, but the Operations Committee can process them individually if not doing so would mean that there would be a gap in services by the member.
 10. Individuals may be asked to continue serving for a period not to exceed six (6) months at the conclusion of any 2-year term, on the recommendation of the Operations Committee and by a majority vote of the HPCPG, if their departure would bring the total number of active members below half the maximum number allowed.
 11. Upon selection to the HPCPG, each member appointed after January 1, 2006 may select a permanent alternate that will attend and participate in meetings in the event the member is unable to do so.

The selection shall be made by registering the alternate with the Administrative Agent. An alternate shall be entitled to full participation, including the right to vote, on those occasions when the member is not present, but no alternate may vote at more than one (1) HPCPG meeting per year in the absence of the member for whom they are an alternate. Alternates have full voting privileges on Committees.
 12. Upon joining the HPCPG, and once a year after that, members must sign the HPCPG Conflict of Interest Disclosure Form and disclose any affiliations, whether personal or professional, where the member has direct fiduciary interest in an organization with which the HAHSTA has a direct financial relationship.

B. PARTICIPATION

All members shall have full voting privileges on HPCPG business. Nominees for HPCPG membership shall be permitted to participate in all discussion of the HPCPG, but shall not be permitted to vote until they are officially selected as members and have attended an orientation on HIV prevention community planning. The content and length of the orientation will be specified in the HPCPG's "Guidelines for Membership Recruitment"

C. TERM OF SERVICE

1. Each member of the HPCPG shall be appointed for a term of two (2) years. No member may serve more than three (3) consecutive 2-year terms. A member may re-apply for membership after one year of nonmember status.
2. In the event that the term of the Community Co-Chair or the Community Co-Chair-Elect as a member of the HPCPG is set to end before her/his term as Co-Chair or Co-Chair-Elect ends, her/his membership in the HPCPG will be extended automatically until the end of her/his term as Community Co-Chair.
3. Members may resign their membership in the HPCPG at any time during their tenure. Resignations may be made by sending a letter to the full HPCPG in care of the Co-Chairs. Once a member resigns, their alternate will not be allowed to continue representing him or her, but may apply for membership on his/her own behalf.
5. Any member who interferes with or prevents the HPCPG from conducting business will be referred to the Operations Committee for intervention and recommendation for removal. Examples of disruptive behaviors and activities include but are not limited to: repeated interruptions during meetings, excessive monopolization of discussion, and repeated violation of "HPCPG Ground Rules for Respectful Engagement."

The Co-chair/Co-chair-elect, Committee chairs or any two HPCPG members may request that the HPCPG's Operations Committee intervene with any member who they believe has interfered with or prevented the HPCPG from conducting business by submitting a written request with explanation of the interference or disruptive behavior. Upon receipt of the request, the MBC will meet with the referred member, explain the behaviors that have led to the intervention, and ask for the member's response. After the meeting, the MBC will issue one of the three following decisions:

- The member's behavior was not interference to the conduct of HPCPG business
- The member's behavior was disruptive and the Committee has warned the member that if the behavior is repeated the Committee will make a recommendation for removal, or
- The member's behavior(s) are serious and the member is unlikely to change, so removal is warranted.

At the next duly called, noticed meeting with a quorum of the HPCPG, the MBC will present its decision to the full HPCPG. If the member in question disagrees with the

decision, s/he may file a grievance in accordance with the Mediation and Arbitration procedures outlined in these.

Otherwise, the Committee's report must be accepted by the HPCPG.

In the case of a recommendation for removal, a formal vote by the HPCPG members is required. The vote will be by secret ballot and a two-thirds (2/3) majority is required to remove the member.

If the member does not agree with the outcome of the vote, the member may appeal it by the Mediation and Arbitration procedures.

6. Once a member resigns or is removed, their place shall be filled at the earliest possible opportunity.
7. Once a member resigns or is removed, he/she may reapply for membership.
 - a. If a member resigns or is removed during their second continuous membership cycle in the HPCPG, they must wait at least one full year before reapplying.
 - b. Members who are removed must indicate in their new membership application the reason for their removal during their first tenure.

ARTICLE VI: MEDIATION AND ARBITRATION

A. General

It is essential that the HPCPG to carry out all operations in the most efficient manner possible. HPCPG members agree to operate in good faith to resolve any and all disputes amicably between or among themselves. Should such attempts fail, then the member(s) must request either mediation or arbitration.

This mediation and arbitration mechanism is included in these Bylaws to prevent HPCPG operations from being disrupted by conflicts over matters of policy, priority setting or funding. HPCPG members agree to try to solve disputes through unofficial channels before resorting to the mediation and arbitration process and agree to abide by the results of the mediation and arbitration process.

B. Applicability

1. Disputes between members

If two or more members are engaged in a dispute, they may request mediation and arbitration assistance if, and only if, they have attempted to resolve the dispute through unofficial channels.

2. Disputes between the HPCPG and DOH

In those instances where the HPCPG, as determined by a majority vote, and DOH have a conflict in a matter of policy, priority setting or funding, either of the two Co-Chairs can request mediation and arbitration assistance in order to resolve the dispute.

C. Procedures

1. How to request Mediation and Arbitration Assistance

- a. The request for mediation or arbitration assistance by individual HPCPG members shall be made in a letter to both the government and community Co-Chairs that states the basis for the dispute and the unofficial steps taken to resolve the conflict. The letter need only be signed by one of the members involved in a dispute between members.
- b. The request for mediation or arbitration assistance between the HPCPG and DOH shall be made by submitting a letter to both the government and community Co-Chairs stating the nature of the dispute and the steps taken to resolve the conflict. The letter need only be signed by one of the Co-chairs and forwarded to the Operations Committee for review and determination.

2. Preliminary Review and Determination

- a. The matter will be reviewed and discussed in Executive Session by the Operations Committee, which shall make a determination by simple majority as to whether the dispute is to be submitted to mediation or arbitration.
- b. If the Operations Committee votes to submit the matter to mediation or arbitration, an outside moderator agreeable to all parties involved will be brought in to hear the grievance and make a binding resolution to the dispute. The moderator's fees shall be paid from the annual operating budget of the HPCPG.

3. Arbitration Process

- a. Prior to commencement of the mediation or arbitration process, the parties will be asked to sign an agreement to abide by the decision of the mediator or arbitrator and to forego all other recourses.
- b. The mediation or arbitration shall consist of a session in which the mediator or arbitrator shall act as judge and the parties shall present their version of the facts. The parties may also introduce information on the applicable law in the form of statute, regulation or case law.
- c. The parties may introduce witnesses who can submit direct testimony and be cross-examined.
- d. Based on all the evidence presented, the mediator or arbitrator will submit a written opinion stating all the points of law and fact that were used in arriving at the determination.
- e. The opinion of the mediator or arbitrator can be appealed directly to the mediator or arbitrator if one of the parties finds that the mediator or arbitrator erred in a determination based on existing law. Appeals must be submitted in writing within fifteen (15) days after the issuance of the mediator or arbitrator's opinion. The mediator or arbitrator will have an additional fifteen (15) days to make a determination based on the written appeal.

4. Implementation of Arbitrator's Recommendations

The Operations Committee will receive a copy of the final report of the mediator or arbitrator, which will indicate any necessary steps to be implemented to settle the dispute. The Operations Committee will prepare a detailed work plan for the implementation of the recommendations of the mediator or arbitrator.

ARTICLE VII: MEETINGS

A. GENERAL

The meetings of the HPCPG are open to the public and shall be governed by the most recent edition of Robert's Rules of Order. Meetings of the HPCPG shall be held twelve (12) times a year at a time and place to be specified by the members. The membership may elect to cancel or re-schedule a future meeting or add additional meetings by majority vote during any regular or special meeting of the HPCPG. The two co-chairs may also cancel a regularly scheduled meeting when conditions, such as inclement weather, would make member participation difficult. A meeting schedule will be posted on the HPCPG website.

B. SPECIAL MEETINGS

The DOH Director, one Co-Chair, or any 25% of members of the HPCPG may call a special meeting of the HPCPG. The members shall be informed by written notice mailed, E-mailed, faxed or delivered by courier to HPCPG members, and to others who have requested notice of meetings, not less than three (3) days prior to the date set for such special meeting. The meeting notification must contain the agenda of the meeting and no other agenda items may be introduced or considered at such meetings.

C. MATERIAL

A request for the distribution of materials to be considered at a particular meeting will be transmitted at least seven (7) days before a meeting to the DOH community planning coordinator by an HPCPG Co-chair or a Standing Committee Co-chair so that each member can receive the material at least five (5) days prior to the meeting. Upon written request any HPCPG member and alternate may receive any documents pertaining to the HPCPG.

D. AGENDA

An agenda shall be prepared for each regular meeting of the HPCPG by the Co-chairs in conjunction with the Operations Committee and shall be transmitted to HPCPG members three (3) days in advance of the applicable meeting. Prior to a particular regular meeting, members or non-members with proposed agenda items for consideration may submit the items(s) in writing or by telephone to a Co-Chair for inclusion on the agenda at least ten (10) days before the meeting. The Co-Chairs shall prepare the agenda for meetings of the Operations Committee.

E. PUBLIC MEETINGS

All regular meetings of the HPCPG shall be open to the public, which shall be allowed to comment on any issues related to community planning. The Co-Chair may call or HPCPG may vote to call closed "executive sessions" to discuss or act upon personnel issues, specific contractor performance, budgetary concerns and other matters. These "executive sessions" shall be closed to all but HPCPG members, alternates, technical assistants and invited persons designated by the Co-chairs.

It is the policy of the HPCPG to allow designated time at each meeting as appropriate for public comment and input. A member of the public seeking recognition for comment at HPCPG meetings will be required to state his or her name and affiliation.

F. QUORUM

At any meeting of the full HPCPG and any of its committees, including the Operations Committee, the presence of one-third ($\frac{1}{3}$) of the current number of members, (including registered alternates who are present for absentee members), shall be necessary to constitute a quorum for the purpose of engaging in any formal decision-making. The Administrative Agent shall ensure that the list of members is kept current and prior to each meeting will provide the Co-Chairs with the number of members necessary to constitute a quorum.

G. VOTING

1. Upon the request of any member in attendance, a vote upon a question shall be by ballot or roll call.
2. Unless otherwise specified in an individual clause of these Bylaws, all matters presented for a vote by the HPCPG shall be decided by a simple majority (50% plus one affirmative vote of the members present and voting). In the event of a tie vote, the proposal will be defeated. Any member may then request a new vote on the issue at hand.
3. Amendments to these Bylaws and removal or reinstatement of members shall require an affirmative vote by two-thirds vote, or 67% of the members present and voting.

4. At any meeting of the HPCPG, each member or his or her registered alternate shall be entitled to one vote upon any question before the HPCPG, provided that a quorum exists.
5. A vote upon any question shall be by voice or by show of hands.
6. Ex-officio members are not eligible to vote.
7. Members may vote electronically (via e-mail) on any issue presented by the co-chairs of the HPCPG. All matters presented for an electronic vote by the members of the HPCPG or the Operations Committee shall be decided by a simple majority (50% plus one affirmative vote) of the members of the HPCPG or the Operations Committee. Electronic votes on amendments to these Bylaws, and on removal or reinstatement of members, shall require an affirmative vote by two-thirds (2/3) of the members. Voting must be conducted during the time period established by the Co-Chairs of the HPCPG when the issue is submitted to a vote, but in no case shall the time allowed for voting be less than ten (10) working days.

H. CONFLICT OF INTEREST

The HPCPG shall maintain and publish a policy and procedural guidelines in accordance with the CDC's Community Planning Guidance regarding conflict of interest, which address the need to avoid conflicts of interest, whether real or apparent, by members of the HPCPG. The policy and guidelines must be documented in sufficient specificity to safeguard the HPCPG's decisions and actions from potential conflict of interest allegations.

I. PRIORITY OF HPCPG DISCUSSION

On any matter being addressed at a meeting of this HPCPG, a Co-Chair shall give speaking priority:

1. First to HPCPG members and their alternates; and,
2. If time permits, to any other person attending the meeting who desires to be heard on such matter.

J. MINUTES

1. The Administrative Agent shall be delegated the responsibility for maintaining the minutes of the HPCPG meetings and making them available to members and to the general public. Meetings shall be tape-recorded, and the tapes preserved and transcribed.
2. The Administrative Agent shall prepare a draft of the minutes of each HPCPG meeting, setting forth the significant topics discussed and actions taken at said meeting.
3. A draft copy of the minutes shall be sent to all members for their review at least five (5) days before the next regularly scheduled meeting.

4. Any member wishing to change, add or propose a correction to the minutes shall submit such proposed change, addition or correction at the HPCPG meeting at which the minutes are subject to approval.
5. After the HPCPG approves the minutes, the Administrative Agent shall distribute copies of the approved minutes to HPCPG members and to other interested persons and organizations upon request.

K. ATTENDANCE

1. A member may attend up to two (2) HPCPG meetings a year by conference call.
2. Attendance records shall be maintained for each regular, special and standing committee meeting of the HPCPG. Each member or his or her alternate is responsible for signing the attendance roster at each meeting. Any member who is absent for 50% of the time from a meeting, either at the start or end of the meeting, will be considered absent from that meeting.
3. Members are required to attend no less than eight (8) regular meetings per year to remain in good standing. Officially registered alternates may represent members at two (2) meeting per year. Members must personally attend six (6) regular meetings per year to remain in good standing. Attendance will be tracked from March 1, 2010 for all current members. For new members that join after March 1, 2010 attendance will be tracked from the date they become members.
4. Members may be expelled if they do not attend 50% of all regular meetings (normally 12 meetings per year).
5. A member's failure to fulfill this attendance requirement shall result in the member's automatic removal from the HPCPG. Members who are self-identified persons living with HIV/AIDS may be granted an excused absence for health-related situations upon notification to the Community or Government Co-Chair prior to the beginning of any regularly scheduled meeting.
 - a. After a member has failed to attend three (3) regular meetings in one year, the Administrative Agent shall send him/her a letter reminding the member of the attendance provisions, and notify the Operations Committee;
 - b. After a member has failed to attend five (5) regular meetings in one year, the Administrative Agent shall send him/her a registered letter of warning that that there is a violation of (1), (2) and (3) above, and notify the Operations Committee and the Director of the Department of Health or his/her designee.
 - c. After a member has failed to attend six (6) regular meetings in one year the Administrative Agent shall refer the matter to the Operations Committee for removal action and notify the Director of the Department of Health or his/her designee
 - d. The Operations Committee shall review the attendance records, inform the member that he/she is being removed if warranted by the member's attendance record, and notify the HPCPG and the Director of the Department of Health or his/her designee.

6. Medical and Emergency Leave

If a member knows that she/he is or will have a difficult time attending two or more consecutive meetings because of health or other extreme reasons, the member may resign for a period of time not to exceed six months. If the issues have been resolved within the six-month leave period, the member may reapply for membership. This is a one-time option during that year.

The amount of time the individual was on leave from the group will not be counted toward membership commitment. Only actual time served will accumulate to meet the two year membership commitment.

Members must submit in writing (e-mail or letter) their request for leave to both the sitting Co-Chairs, who will act on the member's request.

ARTICLE VIII. NUMBER AND SELECTION OF OFFICERS

A. NUMBER AND SELECTION

There shall be two (2) Co-Chairs of the HPCPG and one (1) Community Co-Chair-Elect.

1. Government Co-Chair: One (1) Co-Chair will be a government representative appointed by the Director of DOH and shall serve at the discretion of the Director. The Government Co-Chair coordinates overall planning and ensures that the planning process is carried out effectively, involves other parts of the health department, and promotes community participation from diverse groups. The government Co-Chair may designate a representative of DOH when she/he is unable to attend any meeting of the HPCPG or the Operations Committee. The designee shall have the same voting rights as the Government Co-Chair.
2. Community Co-Chair: The other Co-Chair will be a representative of the community and shall be elected by a simple majority vote of the HPCPG members at a dully called, noticed meeting with a quorum and shall serve for one (1) year.
3. Community Co-Chair-Elect: The Community Co-Chair-Elect shall represent her/him when the Community Co-Chair is unable to attend any meeting of the HPCPG or the Operations Committee, or represent the community interest in any dully called meetings with regard to HPCPG business.
4. Either Co-Chair shall declare the nominations of candidates for the position of Community Co-Chair-Elect are open and shall call for nominations from the floor at any meeting in which the agenda includes the nomination of candidates for that position. Nominations may be made by any member of the HPCPG with the second of any other member. After nominations have been made, the Co-Chair shall, on motion, declare the nominations closed, and thereafter no further nominations may be made.
5. The Community Co-Chair-Elect shall be elected by simple majority vote of the HPCPG members present at a dully called, noticed meeting with a quorum. The

Community Co-Chair-Elect ascends to the position of Community Co-Chair at the end of her/his one-year service as Community Co-Chair-Elect.

7. In the event that the Community Co-Chair leaves that position before her/his term ends, or ceases to be a member of the HPCPG, the Community Co-Chair-Elect shall assume the position of Community Co-Chair and new elections for Community Co-Chair-Elect shall be held. The election of a new Community Co-Chair-Elect shall take place within two (2) months of the departure of the Community Co-Chair.
8. Committee chairs and co-chairs shall be designated by the HPCPG Co-Chairs and shall serve until the end of their term as HPCPG members. Each standing committee may have one chair or two co-chairs. The role of the committee chairs/co-chairs is to provide leadership and direction by ensuring that all members understand and exercise their responsibilities in regard to accomplishing the mission and goals of the committee, and ensuring follow-through of all committee tasks.

B. DUTIES

1. The Co-Chairs shall jointly preside at all meetings of the HPCPG and the Operations Committee and perform all other duties necessary or incidental to the position.
2. The Co-Chairs shall serve as Co-Chairs of the Operations Committee and shall be ex-officio members of all standing committees.
3. The Co-Chairs shall designate the Chair or Co-Chairs of each standing and ad-hoc committee.
4. The Co-Chair-Elect shall have all duties as assigned by the Community Co-Chair and shall have all duties in the absence of the Community Co-Chair.

C. TERMS OF AND REMOVAL FROM OFFICE

1. The term of office for the Community Co-Chair shall be one (1) year or until she/he is removed from office by the HPCPG.
2. In the event that the term of the Community Co-Chair as a member of the HPCPG is set to end before her/his term as Co-Chair ends, her/his membership in the HPCPG will be extended automatically until the end of her/his term as Community Co-Chair.
3. In the event that the Community Co-Chair vacates the post, for any reason the Community Co-Chair-Elect shall ascend to the position of Community Co-Chair. Elections for new Community Co-Chair-Elect should be held within two (2) months of the vacancy occurring.
4. The government Co-Chair shall serve until a new government Co-Chair is named by the Director of DOH or her/his designee.
5. Any Community Co-Chair or Community Co-Chair-Elect can be removed from office with a two-thirds majority vote of the members of the HPCPG for significant cause. Such individuals would remain HPCPG members. Cause for removal shall

consist of but not limited to repeatedly neglecting the responsibilities of the position.

A signed written letter for removal of an Operations Committee member can be submitted by any CPG member addressed to the Operations Committee. The affected member shall have the right to respond to the letter in writing within 15 days of receipt of the letter to the Operations Committee. If the original complainant withdraws the complaint, the issue is dissolved. If the complainant does not withdraw the complaint, both the letter making the motion for removal as well as the written response shall be brought before the full group for a closed ballot vote for resolution. The group will be given ample time to discuss the issue prior to the vote.

ARTICLE IX. COMMITTEES

A. GENERAL

1. Standing and Ad Hoc Committees and Work Groups of the HPCPG may be created at any time to meet the operational needs of the HPCPG.
2. The HPCPG must approve the formation of Standing Committees, and select their chairs or co-chairs, by a simple majority vote during a duly called meeting with a quorum.
3. Any standing committee shall have such powers and duties as the HPCPG may determine through these Bylaws or by resolution. Any action or decision of a committee that affects the structure or operations of the HPCPG must be ratified by the full HPCPG.
4. The Co-Chairs of the HPCPG may create Ad-Hoc Committees and Work Groups, determine their duties and the deadlines for completing their work, which shall not exceed twelve (12) months, and designate their chairs or co-chairs.
5. Committees may be composed of HPCPG members, their alternates, and residents of the District, but only HPCPG members and alternates are eligible to vote in committee meetings, unless the HPCPG determines otherwise by resolution.
6. The duties of Committee and Work Group chairs and co-chairs include:
 - Developing a work plan, with input from committee and work group members, to accomplish the goals and objectives of the group
 - Convening all committee and work group meetings, developing meeting agendas, and ensuring that all members are focused on the goals and objectives of the group
 - Reporting on a monthly basis to the Operations Committee and to the full HPCPG on the activities, issues, and concerns of the subcommittee

B. OPERATIONS COMMITTEE

1. Membership

The Operations Committee shall have seven (7) members: the community and government co-chairs, the community co-chair-elect, and four members elected by the membership of the HPCPG. Two of the first four members chosen by the membership would serve a one year term.

2. Responsibilities

The Operations Committee is responsible for providing leadership for the HPCPG, determining the HPCPG agenda, devising and drafting goals, including objectives and work plans, conducting strategic planning necessary to facilitate the completion of the Prevention Plan, and planning and conducting collaborative activities with the Ryan White Planning Council's DC Delegation. At its discretion it may also conduct any tasks or lead any process that does not require the creation of an ad hoc committee.

2. Terms

The Community Co-Chair, the Community Co-Chair Elect and the Government Co-chair will serve on the Operations Committee until the completion of their current terms of office.

The Operations Committee members chosen by the members would each serve for 24 months or until the completion of their current term in the HPCPG, whichever comes first, except that two of the first four members chosen by the membership for these positions would serve a one year term.

No individual may serve on the Operations Committee for more than two (2) consecutive 2-year terms, with the exception of the co-chairs.

3. Selection and Election of Operations Committee members

The selection and election of the first Operations Committee members by the membership would take place no later than one month after this provision of the Bylaws goes into effect and every 12 months thereafter. If any of these four positions becomes vacant for any reason a new member would be elected within two (2) months of the vacancy occurring.

Either Co-Chair shall call for nominations of candidates for the positions to be filled by election at any meeting in which the agenda includes the nomination of candidates for that position. Nominations may be made by any member of the HPCPG with the second of any other member. After nominations have been made, the Co-Chair shall, on motion, declare the nominations closed, and thereafter no further nominations may be made.

4. The four members chosen by the HPCPG membership shall be elected by simple majority vote of the HPCPG members present at a duly called, noticed meeting with a quorum.

ARTICLE X. OFFICIAL COMMUNICATIONS AND REPRESENTATIONS

A. No officer or member of the HPCPG shall perform any act or make any statement or communication under circumstances that might reasonably give rise to an inference that he or

she is representing the HPCPG (public acts, statements, or communications in which he/she is identified as a member of the HPCPG) except in the following instances:

1. Actions or communications that are clearly within the policies of the HPCPG and have been authorized in advance by the HPCPG or the Operations Committee.
2. Actions or communications by the Co-Chairs, or a committee chair, that may be necessary for and incidental to the discharge of duties imposed upon them by these Bylaws or by resolutions of the HPCPG or the Operations Committee.

B. Representation on the Urban Coalition for HIV/AIDS Prevention Services (UCHAPS)

The District of Columbia is a member of the Urban Coalition for HIV/AIDS Prevention Services (UCHAPS). The goal of UCHAPS is to come together as a coalition to enhance HIV prevention activities in highly impacted urban jurisdictions. UCHAPS is governed by a steering committee and delegations of community and governmental representatives from each jurisdiction.

Community Representation to UCHAPS

The DC HIV Prevention Community Planning Group (HPCPG) shall designate two community representatives and one community alternate to the DC Delegation. In the interest of achieving continuity over time in the Delegation, representation and mentoring of the community leadership of the Community Planning Group within UCHAPS, and flexibility to meet emerging needs, the community representation to the delegation will be filled as follows:

- a) One community representative position will be filled by the current Community Co-Chair of the HPCPG.
- b) The second community representative position will be appointed by the HPCPG Co-Chairs to serve based on existing needs within the Delegation.
- c) The community alternate position will be filled by the Community Co-Chair Elect.

Report Back

The Operations Committee of the HPCPG will establish a format for report-back after each UCHAPS meeting from the community delegation to the full body of the HPCPG, and for the community at large.

UCHAPS Costs

The Operations Committee of the HPCPG will determine the amount, if any, that will be allocated towards travel costs for community delegates to attend UCHAPS's meetings within each year's community planning budget.

ARTICLE XI: FUNDING AND EXPENSE REIMBURSEMENT

A. HPCPG OPERATIONS

1. The HPCPG may designate such funds that it deems necessary for the effective operation of the Committee and its sub-committees.
2. A draft annual budget for operations will be presented by the Department of Health for discussion and approval by the Operations Committee of the HPCPG no later than 45 days before the deadline for submitting the annual funding application to the CDC.
3. Approval of the HPCPG budget shall be by a simple majority vote of the Operations Committee of the HPCPG.

B. TRAVEL AND MEETING EXPENSES

1. When required to travel in the performance of their HPCPG duties, members may be reimbursed from HPCPG funds for their reasonable traveling expenses, including transportation, lodging, meals, mileage, parking, and conference registration.
2. In order to be reimbursable, such travel expenses must receive prior approval from a Co-Chair or the Operations Committee.
3. Those expenses to be reimbursed must be of the type included and allowable in the operations budget of the HPCPG.
4. Members must submit a travel expense voucher with receipts to the Administrative Agent within 10 business days of returning to point of origin.
5. Members will not be allowed to travel if there is an outstanding travel expense voucher or payment due from previous travel.
6. HPCPG members shall be reimbursed for parking costs when attending HPCPG activities, including HPCPG and Committee meetings and training activities.

ARTICLE XII: MAINTENANCE OF RECORDS

Files containing HPCPG minutes, correspondence, tapes and records shall be maintained by the Administrative Agent. Copies of these public documents shall be available to the public upon request and the tapes of the meetings may be listened to only by appointment.

ARTICLE XIII: AMENDMENTS

The HPCPG shall have the power to recommend and approve alterations, amendments, or the repeal of these Bylaws at any meeting at which a quorum is present, or through electronic means, provided that:

1. Written notice of the proposed change is given at least ~~ten (10)~~ five (5) working days prior to the meeting at which voting will take place, or ten (10) working days prior to completion of the period for electronic voting, and,
2. Amendments are approved by a two-thirds majority of those members present at a meeting and voting, or two thirds of all members when the vote is conducted electronically (by e-mail).