

PLWHA ADVISORY GROUP
HIV Health And Human Services Planning Council of New York

BY-LAWS

Revised January 21, 2006

Article I - Preamble

Section 1: Mission.

The mission of the PLWHA Advisory Group to the HIV Health and Human Services Planning Council of New York (“Advisory Group”) is to advocate for the interests and needs of people living with HIV/AIDS in the planning and evaluation of Title I services, and to ensure the empowerment and participation of people living with HIV/AIDS in the Title I planning process. The Advisory Group may, in addition, advocate for non-Title I HIV/AIDS issues.

Section 2: Values.

The following values inform all Advisory Group activities and actions: Accountability, Communication, Confidentiality, Cooperation, Diversity, Honesty, Mutual Respect, and Responsibility.

In addition, the membership of the Advisory Group strives to increase our adherence to the following values: Commitment, Empowerment, Integrity, and Involvement.

Article II – Participation Criteria

All persons living with HIV or AIDS (“PLWHA”), or the parents/guardians of minors living with HIV or AIDS, who reside in the five boroughs of New York City or the Tri-County region (Westchester, Rockland and Putnam) may participate in the Advisory Group and its meetings and committees (“participants”). Non-PLWHA may attend Advisory Group meetings upon formal invitation by the Advisory Group co-chairs.

Article III – Operating Procedures

Section 1: Meetings.

(a) **Procedures.** There shall be monthly meetings of the full Advisory Group as long as the Planning Council is in session*. Meetings should take place on Saturdays, at a convenient time, in a mutually agreeable central location. Meetings should not exceed three hours, but may be extended upon consent of a majority of the participants present.

Meetings are run according to the Advisory Group’s Rules of Order, plus the Advisory Group’s own meeting ground rules (Appendix A). The Executive Committee of the

* Planning Council terms run from September through August. The Council traditionally does not meet in August.

Advisory Group may amend the meeting Rules of Order and ground rules to improve meeting operations.

(b) **Agendas.** All meeting agendas are set by the Advisory Group co-chairs. Meetings are facilitated by one of the co-chairs, or by a designee of the co-chairs. Full Advisory Group meetings should include the following minimum elements in their agendas: member updates, review of previous meeting minutes, committee reports, co-chairs and staff reports, new business, and announcements pertinent to HIV-related issues (time allowing). “New business” is for discussion of possible future projects (see section 2). Co-Chairs will give advance notice of agendas to the Advisory Group.

(c) **Voting.** Decisions at all meetings are made by majority vote of those present (50% +1). To be eligible to vote at a meeting of the full Advisory Group or one of its committees, a participant must have attended at least three (3) full Advisory Group meetings in previous six (6) months. The full Advisory Group meeting at which vote takes place counts towards eligibility. To vote, a participant must be present when the original motion is made. Voting on issues related to Title I funding decisions within the five boroughs of New York City is restricted to residents of the five boroughs.

Section 2: New Business.

(a) Any participant may propose that the Advisory Group consider an issue or work on a specific project. Ideas for future agenda items are to be introduced during the “new business” section of full Advisory Group meetings. Ideas may also be presented directly to the Advisory Group co-chairs or the Advisory Group Executive Committee.

Article IV - Leadership

Section 1: Advisory Group Co-chairs.

(a) **Duties.** The duties of the Advisory Group co-chairs are: to provide overall guidance and leadership to Advisory Group, to represent the Advisory Group on the Planning Council’s Executive Committee and in other Planning Council meetings as requested, to prepare agendas for full Advisory Group meetings, to facilitate meetings or designate meeting facilitators, to appoint committee chairs and “standing seats/alternates” to Advisory Group Sub committees. (See Article V), to call committees into session, to charge committees with tasks, and perform all duties as outlined in these by-laws.

(b) **Elections.** Co-chairs are elected by voting eligible participants of the Advisory Group. At least one co-chair must be an Advisory Group participant who is a full voting member of the Planning Council. Elections are determined by majority vote at the full Advisory Group meeting in September. Any Advisory Group participant may offer a nomination. Eligible participants may self-nominate. Nominations may be offered up to the day of the election. Elections must be announced no later than the full Advisory Group meeting prior to the election. At the election, all candidates will make a brief statement. Voting is by secret ballot. In an open election, the two winners are the top vote-getter, and the top vote-getter who is a Planning Council member.

(c) **Terms of Office.** Co-Chairs' terms begin immediately upon election and run until the subsequent election, or until the co-chair's term as a Planning Council member ends. Terms are for one year.

(d) **Vacancies.** If a co-chair resigns his/her position, a new election must be called. When vacancies occur, elections must be held within two months. Replacements will fill out the vacant term. If there are 3 months or less left in that term, the replacement will serve through the subsequent year.

(e) **Cause for Removal.** If a co-chair misses three consecutive full Advisory Group meetings, or is unable to fulfill the duties of co-chair, the Executive Committee will deliberate and will make a recommendation for action to the full Advisory Group, including possible removal. The co-chair in question will be notified of that Executive Committee meeting and be invited to attend. Action on an Executive Committee recommendation is by majority vote at a full Advisory Group meeting.

Article V – Committees

Section 1: AG Executive Committee.

(a) **Duties.** The duties of the AG Executive Committee are: assist the co-chairs in coordination of Advisory Group business, decision-making (as authorized by Advisory Group when not in session), and reviewing and making decisions pertaining to administration and structure of Advisory Group. The AG Executive Committee will report all actions in writing to the full Advisory Group.

(b) **Structure and Procedures.** The AG Executive Committee will be composed of the co-chairs of the Advisory Group, the co-chairs of the AG Primary Care & Support Services Committee, the co-chairs of the AG Policy Committee, the co- chairs of the AG Recruitment and Membership Committee, and the co-chairs of the Consumers Committee. This committee could be expanded to include two (2) additional PLWHA community leaders as needed and appointed by the AG co-chairs.

The AG Executive Committee will have standing meetings every other month. Meetings will be convened by the Advisory Group co-chairs. Decisions are made by majority vote, when a quorum is present. A quorum is defined as greater than 50% of the members.

Section 2: AG Primary Care and Support Services Committee

(a) **Duties.** The duties of the AG Primary Care and Support Services Committee is to consider all treatment and care related issues, and matters that come before the Planning Council and its committees, as charged by the Advisory Group co-chairs or AG Executive Committee. The Committee will make recommendations to the full Advisory Group concerning action on those issues, which may include forwarding recommendations to the Consumers Committee.

(b) **Structure and Procedures.** Participation in the Committee is open to all individuals who are eligible to participate in the full Advisory Group. Participants are eligible to vote if they have attended a minimum of three (3) of the previous six (6) AG Primary

Care and Support Services Committee. meetings. It is highly recommended that committee members attend full Advisory Group meetings.

The Committee will have two co-chairs, appointed by the Advisory Group co-chairs. Committee co-chairs are responsible for making sure that the committee completes its tasks and reports back to the full Advisory Group. AG Primary Care and Support Services Committee co-chairs may appoint ad-hoc committees to accomplish specific tasks.

The Committee will meet at least one week prior to the full Advisory Group meeting. The Advisory Group co-chairs may charge the committee with tasks and deadlines for task completion. The Committee will report all recommendations and actions in writing to the full Advisory Group.

Section 3: AG Policy Committee

(a) **Duties.** The duties of this committee are to consider HIV/AIDS Policy related issues, and to make recommendations to the full Advisory Group concerning these issues.

(b) **Structure and Procedures.** Participation in the committee is open to all individuals who are eligible to participate in the full Advisory Group. Participants are eligible to vote if they have attended a minimum of three (3) of the previous six (6) AG Policy Committee meetings.

The Committee meets on an as-needed basis. The committee will be called into session by the AG Policy Committee co-chairs. The committee will report all recommendations and actions in writing to the full Advisory Group.

The Committee will have two (2) co-chairs, appointed by the Advisory Group co-chairs. Committee co-chairs are responsible for making sure that the committee completes its tasks and reports back to the full Advisory Group. Committee co-chairs may appoint Ad-hoc Committees to accomplish specific tasks

Section 4: AG Recruitment and Membership Committee

(a) **Duties.** The duties of this committee are to consider recruitment and membership related issues, and to make recommendations to the full Advisory Group concerning these issues. The committee will be responsible for member orientations and will assign mentors to new members.

(b) **Structure and Procedures.** Participation in the committee is open to all individuals who are eligible to participate in the full Advisory Group. Participants are eligible to vote if they have attended a minimum of three (3) of the previous six (6) AG Recruitment and Membership Committee meetings.

The committee meets on an as-needed basis. The AG Membership and Recruitment Committee co-chairs will call the committee into session. The committee will report all recommendations and actions in writing to the full Advisory Group.

The committee will have two (2) co-chairs, appointed by the Advisory Group co-chairs. Committee co-chairs are responsible for making sure that the committee completes its tasks and reports back to the full Advisory Group. Committee co-chairs may appoint Ad-hoc Committees to accomplish specific tasks.

Article VI – Other

Section 1: Code of Conduct

Members and guests are required to follow the PLWHA Advisory Group Rules of Order and Ground Rules. When these rules are not followed the Advisory Group co-chair(s) or person(s) designated by the co-chair(s), will issue a warning to the individual(s) who have not followed the rules. If someone does not follow the rules after receiving a warning that person(s) can be asked to leave for the remainder of that meeting. The co-chairs are not exempt and by majority vote can be asked to leave the meeting.

Section 2: Conflicts of Interest

Whenever any matter arises with respect to which an Advisory Group participant either has a conflict of interest or has any question about the existence of a conflict, s/he shall make full disclosure of such conflict or possible conflict when the matter in question is discussed.

Conflict of interest may be defined as direct financial gain from a vote on a matter under discussion.

Section 3: Staff Liaison.

The duties of the staff liaison are: to be liaison with the Office of AIDS Policy and Community Planning, manage the administrative needs of Advisory Group, and assist the co-chairs, committees and participants in their Advisory Group-related tasks. The staff liaison can vote at meetings only if s/he is a PLWHA and meets the participant eligibility for voting.

Section 4: Amendments to the by-laws

Amendments to these by-laws may be made by majority vote at a meeting of the full Advisory Group, provided that written notice of the proposed amendment will have been made to the Advisory Group two weeks prior to such meeting.

Appendix A

PLWHA ADVISORY GROUP RULES OF ORDER

“The purpose of Rules of Order is to permit a majority to accomplish its ultimate purpose within a reasonable period of time, but only after allowing the minority reasonable opportunity to express its views on the question at issue.”

All Advisory Group (AG) and Planning Council meetings (as well as PPGs, state legislatures and Congress) are run according to some Rules of Order (RO). These rules allow meetings to run smoothly, allow everyone’s voice to be heard, and let issues be settled with a majority vote so that the meeting can move on to other business. The rules contained in Robert’s Rules of Order, Newly Revised, shall govern meetings whenever they are applicable and not inconsistent with the Bylaws.

The facilitator of the meeting (usually one of the Advisory Group Co-Chairs) is responsible for enforcing RO, but ALL MEETING PARTICIPANTS MUST TAKE RESPONSIBILITY FOR MAKING SURE THAT THE RULES ARE FOLLOWED. When RO is not followed, meetings degenerate into anarchy and nothing gets accomplished. A neutral person known as a parliamentarian, designated by the co-chairs, is present when the Chair needs to consult on a point of RO.

Basics of the Advisory Group’s Rules of Order:

Recognition - In order for RO to work, everyone must speak in turn. This happens by raising your hand. When the Chair recognizes you, then it is your turn to speak.

Point of Information - If you do not understand something, need clarification on what someone said, or want to clarify what someone else said in error, raise your hand and say “point of information”.

Motion - A motion is a proposal to take some sort of action. Any member may offer a motion by raising his/her hand for recognition.

Amendment - An amendment is a proposal to change a motion that has already been made.

Calling the Question - After a motion has been discussed, a participant may ask to close discussion and move to a vote by “calling the question”.

Second - In order for a motion, amendment or a called question to be considered, another participant must “second” it.

Vote - Motions, amendments and decisions to call the question are decided by a vote. A motion passes by a simple majority (50% +1).

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How RO Works During Advisory Group Meetings

Any action by the AG requires a motion. It could be a routine action, such as passing the minutes. Or it could be a special action: for example, if there has been discussion of a policy issue and the someone in the AG wants to draft a letter to the Planning Council. Here's how it works:

Step One: A participant makes a motion (e.g. "I move that the Advisory Group draft a letter to the Council stating that we support Issue X.")

Step Two: Another member must second it ("I second the motion"). If there is no second, then the motion will not be considered.

Step Three: If someone seconds the motion, the Chair opens a discussion. The discussion proceeds in an orderly manner, with people speaking in turn when recognized by the chair.

At some point, when enough points of view have been heard and arguments made, a participant may feel like there has been enough discussion and the motion should move to a vote.

Step Four: A participant may ask for a vote by saying "I move to call the question". Another participant must second this. If there is no second, then the discussion of the original motion continues. If there is a second, a vote is taken on the motion to call the question. **THERE IS NO DISCUSSION ON CALLING THE QUESTION.** If the vote to call the question is defeated, there is additional discussion on the original motion.

Step Five: If the motion to call the question carries, a vote is taken on the original motion. *After the vote, whether the motion carries or fails, the meeting moves on to other business.*

There may be three other outcomes for a motion:

Withdrawal: The person who made the original motion may decide that it wasn't a good idea after all and may move to withdraw it. A motion to withdraw must be seconded and voted upon. There is no discussion on a motion to withdraw.

Table: If there is no agreement to move to a vote, the chair may ask for a vote to table the motion or refer it to a committee. The chair may choose to have a discussion on tabling a motion.

Amendments: A participant may offer an amendment to a motion (example, "I propose that we also ask the PPG PWA Advisory Committee to sign the letter"). All amendments must be seconded. They are treated like a regular motion, with discussion, calling the question and a vote. If an amendment carries, then the final vote will be on the original motion, *as amended.*

ALL VOTES CARRY WITH A SIMPLE MAJORITY (50% PLUS 1).

PLWHA ADVISORY GROUP
HIV Health And Human Services Planning Council of New York

BY-LAWS: SUMMARY

Article I - Preamble

Section 1: Mission Statement.

Section 2: Values Statement.

- Core Values (informs all actions): Accountability, Communication, Confidentiality, Cooperation, Diversity, Honesty, Mutual Respect, and Responsibility.
- We strive for: Commitment, Empowerment, Integrity, and Involvement.

Article II – Participation Criteria

- All PLWHA and Parents/guardians of minors living with HIV or AIDS who live in five boroughs of NYC or Tri-County

Article III – Operating Procedures

Section 1: Meetings.

- Monthly Saturday meetings of full Advisory Group (AG). No longer than three hours. Group may vote to extend. Meetings use Rules of Order and Ground Rules.
- Agendas set by co-chairs. Meetings facilitated by co-chair or designee. Full AG meeting agendas include: member updates; review of minutes; committee, co-chairs and staff reports; new business (for identifying future issues); and announcements pertinent to HIV-related issues (time allowing).
- Decisions made by majority vote (50% +1). Voting eligibility is attendance at least 3 full Advisory Group meetings in previous 6 months.

Section 2: New Business.

- Any participant may propose issue/project to work on under “new business”. The decision made by majority vote of the AG or AG Executive Committee (EC).

Article IV - Leadership

Section 1: Advisory Group Co-chairs.

- Duties: Provide overall guidance and leadership, represent AG on Planning Council. prepare agendas for full AG meetings, facilitate meetings/designate facilitators, appoint committee chairs, convene committees and charge with tasks.
- At least one Co-chair must be a full-voting member of the Planning Council (PC).
Vote by secret ballot at full AG meeting in September.
- Term is one year. Begins immediately upon election and runs until the next election.
Can serve as long as a full PC member.
- If a co-chair resigns or leaves the PC, new election must be held within 2 mos.
- If a co-chair misses three consecutive full AG meetings, or is unable to fulfill duties, the AG EC may recommend action to the full AG, including removal. Action on AG EC recommendation by majority vote at full AG meeting.
- Replacements fill out vacant term. If less than 3 months left in term, replacement serves through the subsequent year.

Article V – Committees

Section 1: AG Executive Committee.

- Assists co-chairs in coordination of AG business, decision-making (when AG not in session), reviewing and making decisions on AG admin. and structure.
- Members: AG co-chairs, co-chairs of the AG Primary Care & Support Services Committee, co-chairs of the AG Policy Committee, co- chairs of the AG Recruitment and Membership Committee, and the co-chairs of the Consumers Committee. This committee could be expanded to include two (2) additional PLWHA Community leaders as needed and appointed by the AG co-chairs.
- Meets on an as-needed basis, at least every other month. Decisions by majority vote, with quorum. Quorum is greater than 50%.

Section 2: AG Primary Care and Support Services Committee

- Considers all treatment and care related issues and matters that come before the PC and its committees. Makes recommendations to full AG.
- Two co-chairs, appointed by the AG co-chairs. Committee meets at least one week before full AG meeting.

Section 3: AG Policy Committee

- Considers HIV/AIDS Policy-related issues; makes recommendations to full AG.
- Meets as needed. Two co-chairs, appointed by the AG co-chairs.

Section 4: AG Recruitment and Membership Committee

- Considers recruitment, orientation and issues related to retaining AG members.
- Meets as needed. Two co-chairs appointed by the AG co-chairs.

Article VI – Other

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