

BYLAWS
of the
RYAN WHITE PLANNING COUNCIL OF THE DALLAS AREA
Revised December 2014

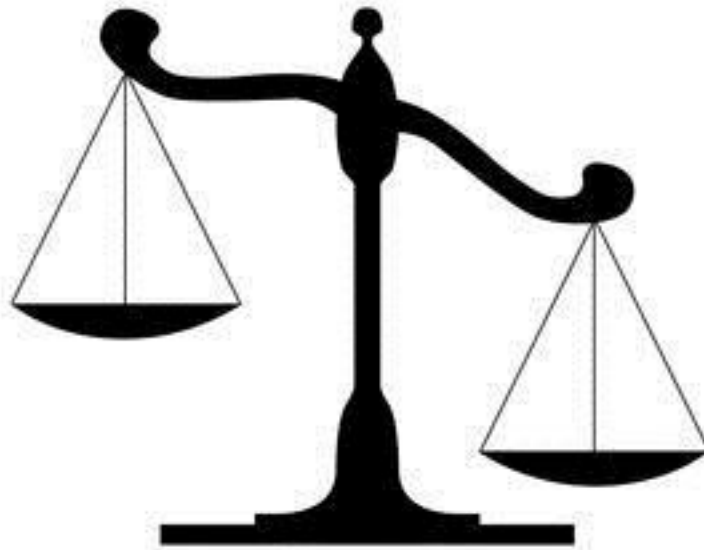


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BYLAWS

RYAN WHITE PLANNING COUNCIL OF THE DALLAS AREA

ARTICLE I: NAME

Section 1.1 – General

The name of this HIV Health Services Planning Council (HSPC) organization is The Ryan White Planning Council of the Dallas Area.

ARTICLE II: PURPOSE

Section 2.1 – General

The purpose of the Ryan White Planning Council of the Dallas Area shall be to:

- (a) Establish priorities for the allocation of the funds from the Ryan White Treatment Extension Act, and any subsequent amendments for the Dallas Eligible Metropolitan Area (EMA) and determine how best to meet such priorities in allocating funds under grants based on the following factors:
 - (i) determine the size and demographics of the population of individuals with HIV disease;
 - (ii) determine the needs of such populations, with particular attention to
 - a. individuals with HIV disease who know their HIV status and are not receiving HIV-related services; and
 - b. disparities in access and services among affected subpopulations and historically underserved communities.
 - (iii) cost and outcome effectiveness of proposed strategies and interventions, to the extent that such data are reasonably available (either demonstrated or probable);
 - (iv) priorities of the HIV-infected communities for whom the services are intended;
 - (v) coordination of the provision of services with HIV prevention programs and substance abuse treatment programs;
 - (vi) availability of other governmental and non-governmental resources for funding the identified needs; and
 - (vii) capacity development needs resulting from disparities in the availability of HIV-related services in historically underserved communities.
- (b) Develop a comprehensive plan for the organization and provision of HIV health and support services. The plan must:
 - (i) include a strategy to identify Persons Living with HIV (PLWH) out of care and to inform and enable them to utilize the services available; eliminate disparities in access and services among affected sub-populations and historically underserved communities; include discrete goals, a timetable and an appropriate allocation of funds;

- (ii) include a strategy to coordinate the provision of such services with programs for HIV prevention and for substance abuse prevention and treatment; and
- (iii) be compatible with any State or local plan for the provision of services to individuals with HIV disease.
- (c) Assess the efficiency of the administrative mechanism in allocating funds rapidly to the areas of greatest need within the Dallas EMA and evaluate the effectiveness of services offered in meeting the identified needs.
- (d) Participate in the development of the Statewide Coordinated Statement of Need (SCSN) initiated by the Texas Department of State Health Services (DSHS).
- (e) Establish methods and procedures for obtaining input on community needs and priorities which may include holding public meetings, conducting focus groups, convening ad hoc panels, and other means as deemed appropriate.
- (f) Coordinate with Federal grantees that provide HIV-related services within the eligible area.

All business conducted by the Ryan White Planning Council of the Dallas Area will adhere to all Dallas County and Grantor policy and procedure requirements.

Section 2.2 – Prohibition of Profit to Members

None of the income or net earnings of the Ryan White Planning Council of the Dallas Area shall inure to the profit of, or be distributed to, any director, trustee, officer, or any other private person, except that the Ryan White Planning Council of the Dallas Area shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purpose. The Ryan White Planning Council of the Dallas Area may not contract for compensated service with a Council member, the spouse of a member nor a relative of a member or a spouse to the second degree of consanguinity.

Section 2.3 – Regarding Propaganda and Influencing Legislation

No part of the activities of the Ryan White Planning Council of the Dallas Area shall involve propaganda or other attempts to influence legislation at any level of government. The Ryan White Planning Council of the Dallas Area shall not participate in or intervene in any political campaign on behalf of a candidate for public office, including the publishing or distribution of statements on behalf of a candidate or political party.

ARTICLE III: MEMBERSHIP

Section 3.1 – Composition

The Ryan White Planning Council of the Dallas Area members shall be nominated by the Nominations Committee of the Ryan White Planning Council of the Dallas Area, utilizing an open process described in Addendum A. Final appointments will be made by the Part A Grantee who is the Dallas County Judge, herein after known as the Chief Elected Official (CEO). Planning Council members are to reflect the demographics of the local epidemic with particular consideration given to consumers of Ryan White services and to disproportionately affected and historically underserved

groups and sub-populations. Consumer representation must comply with federal requirements. The Ryan White Planning Council of the Dallas Area shall include, as a minimum, all federally mandated categories and reflectiveness requirements for membership.

Section 3.2 – Nominations Process for Ryan White Planning Council of the Dallas Area Membership

The Nominations Committee shall be chaired by the Ryan White Planning Council of the Dallas Area Chairperson. The Committee will consist of no more than eleven members. Pursuant to the Ryan White Treatment Extension Act, nominations to the Ryan White Planning Council of the Dallas Area, as set out in Addendum A, shall be identified through an open process and candidates shall be selected based on locally delineated and publicized criteria, including a conflict of interest standard for each nominee. Addendum A is attached hereto and fully incorporated by reference.

Section 3.3 – Terms of Members

Terms of membership on the Planning Council shall be limited to two (2) consecutive, three (3) year terms. After serving two consecutive 3 year terms, individuals must wait twelve (12) months before reapplying for membership on the Planning Council. Former members are always encouraged to participate in Planning Council meeting discussions and activities from the audience. If there is no qualified new applicant for a HRSA mandated category seat or officer position, an exception can be made and a member can serve an additional year or until the position can be filled.

An individual's term begins the first day of appointment, even when filling a vacancy of an unexpired term.

Section 3.4 – Number of Members

The maximum number of Council members shall be 33, including the Chairperson. The Ryan White Planning Council of the Dallas Area shall reflect demographic breakdown of HIV/AIDS in the Dallas EMA. In respect for each individual's right to privacy and confidentiality, it is understood that when qualifications for membership on the Ryan White Planning Council of the Dallas Area, its standing committees, sub-committees, ad hoc committees, or task forces of these groups refer to "self-identified HIV-positive" persons, such persons may limit disclosure of status to the CEO, and Ryan White Planning Council of the Dallas Area Chairperson and staff, who will be bound by confidentiality but who must attest that stipulated percentages of membership are met.

Section 3.5 – Residency of Members

The 33 members of the Ryan White Planning Council of the Dallas Area shall be residents of the Dallas Eligible Metropolitan Area, with the exception of the legislatively mandated membership categories.

Section 3.6 – Vacancies

Any vacancy occurring in federally mandated seats on the Ryan White Planning Council of the Dallas Area shall be filled by appointment of the CEO within thirty (30) days of written notice provided by the Council Chairperson. The nomination process as described in Addendum A shall be utilized in filling vacancies on the Ryan White Planning Council of the Dallas Area.

Section 3.7 – Attendance & Forfeiture

If any member of the Planning Council/standing committee fails to attend either (i) three (3) consecutive regularly scheduled meetings during the calendar year or (ii) fifty (50%) percent of the meetings in any twelve- (12-) month period, (excluding absences because of illness or necessity of business), the member will forfeit their seat. A warning letter will

be sent to those members that have 2 consecutive unexcused absences, notifying them of their potential forfeiture of seat. To ensure substantive involvement of the affected community, if the member of the Ryan White Planning Council of the Dallas Area or its committees has missed three (3) consecutive regularly scheduled meetings due to illness or if the member indicates an inability to attend regularly scheduled meetings, upon the member's request the CEO may appoint an alternate member to the Council to serve in place of the member. The RWPC Chair also may appoint an alternate member to the Consumer Council Committee to serve in place of the member if he or she is a member in good standing with the Consumer Council Committee when a member of that committee is unable to serve due to illness or disability, upon request of the committee member. Every attempt shall be made to appoint an alternate who is demographically reflective of the member. If the regular member is unable to return after three (3) additional consecutive regularly scheduled meetings, the member forfeits membership and the alternate member may be considered for regular membership with an effective RWPC appointment date beginning the day alternate status was acquired, tolled¹ for periods of inactive alternate status.

Section 3.8 – Leave of Absences/ Medical Leave

Any member may request a 3 month Medical Leave, by notifying Ryan White Planning Council staff. The Ryan White Planning Council staff will present the request to the Nominations Committee for approval. At the end of the granted Medical Leave, the Ryan White Planning Council staff shall update the Nominations Committee on the medical status of the committee member. It shall be understood that granting medical leave status permits excused absence at the members' monthly meetings and shall not pause the members' term of service.

ARTICLE IV: COMMITTEES

Section 4.1– General

The standing committees of the Ryan White Planning Council of the Dallas Area shall include:

- (a) Planning and Priorities Committee
- (b) Allocations Committee
- (c) Evaluation Committee
- (d) Executive Committee
- (e) Nominations Committee
- (f) Consumer Council Committee

Section 4.2 – Special Committees

Such special committees as may be appropriate may be created by action of the Chairperson of the Ryan White Planning Council of the Dallas Area or by the CEO. Any such committee shall have such powers and duties, and its membership shall be constituted, as the Chairperson of the Ryan White Planning Council of the Dallas Area or the CEO may determine.

¹ Total time served equals an aggregate of days served.

Section 4.3– Meetings; Quorums for Committees

Each committee shall meet at such time as it may determine and may act by a majority of those present at any meeting at which a quorum is present. A quorum is a simple majority (51 percent) of the voting members. The Chair or Vice Chair of the Ryan White Planning Council are considered to be ex-officio members of all other standing committees' and therefore may step in and chair a standing committee for the purposes of establishing quorum, but their ability to vote must be consistent with the bylaws.

Section 4.4 – Committee Membership

4.4.1 Each standing or special committee shall have a Chairperson and Vice-Chairperson recommended by the Nominations Committee of the Ryan White Planning Council of the Dallas Area through an open nominations process and appointed by the CEO. All Chairs and Vice-Chairs shall be appointed for a one (1) year term. At the end of such time, Chairs and Vice-Chairs will be reviewed by the Nominations Committee for re-appointment. The Chairperson AND Vice Chairperson of each standing committee shall be a duly appointed member of the Council.

4.4.2 The Nominations committee shall make appointments to each standing committee of the Council. This will include a review of the application, but will not require an interview. The appointments shall be made from the membership of the Council, and other interested citizens who have expressed an interest in serving on the committees of the Council. The standing committees shall consist of no more than fifteen (15) members, except for the Consumer Council Committee, which shall consist of no more than twenty (20) members. There are no non-voting member positions. Committee membership shall reflect in its composition the demographics of the epidemic of the Dallas EMA, in accordance with Section 3.1. All committee members shall be appointed for a one (1) year term. At the end of such time, membership will be reviewed by the Nominations committee for reappointment.

4.4.3 The Ryan White Planning Council of the Dallas Area Staff shall ensure that accurate records are kept of the work of the committees.

4.4.4 All committee members shall comply with the conflict of interest standards set out in Section VII below, including the completion of a disclosure statement listing any and all affiliations with agencies which may receive or pursue funding. The Allocations Committee and the Planning and Priorities Committee may not include representation from any service provider currently receiving funds from grants involved in the community planning efforts of the Ryan White Planning Council of the Dallas Area. No member shall dually serve on the Allocations Committee and the Planning & Priorities Committee.

4.4.5 One liaison position from the Consumer Council Committee and the Service Providers Council will be assigned to the Allocations, Evaluation, and Planning and Priorities Committees and any special committees. The Consumer Council Committee will nominate and eligible Consumer Council Committee member to serve as a liaison and be granted voting privileges on assigned standing committee. The Chair/Vice Chair of the Consumer Council Committee will present the liaison recommendation to the Nominations Committee for approval. The sole purpose of the liaison is to establish a formal link between the two stakeholder groups and

the Ryan White Planning Council of the Dallas Area committee structure. The Service Providers Council position is optional and advisory only, and not subject to voting rights.

4.4.6 No member shall serve on more than two (2) Standing Committees

Section 4.5 – Charges to Committees

4.5.1 The charge of the Planning and Priorities Committee is to oversee development and implementation of a process to identify needs and barriers, keep the assessment of needs current, and develop a comprehensive plan to implement the priority goals of the Planning Council. The Planning and Priorities Committee will:

- Oversee development and implementation of a process to identify needs and barriers to care and to keep assessments of needs current. The process must be objective; ethnically, culturally, and linguistically sensitive; and yield statistically valid results. A current comprehensive plan to implement the priority goals approved by the Ryan White Planning Council of the Dallas Area will be initiated and approved for recommendation by the Planning and Priorities Committee, with support provided by the Planning Council Staff. Review, amendment, and adoption of the final document and its implementation are charged to the Ryan White Planning Council of the Dallas Area; and
- Provide recommendations for services to be purchased and priorities, based on required grantor processes, and to include recommendations on how best to meet each established priority.

4.5.2 The charge of the Allocations Committee is to develop recommendations for distribution of funds among priority goals using all available information regarding community and agency needs, current funding for HIV services, and trend data; develop recommendations for service category allocations. Recommendations for service category allocations will include how best to meet each established priority. The Allocations Committee will:

- Develop recommendations for distribution of funds among priority goals using all available information regarding community, consumer, agency needs, current funding for HIV services from all identifiable sources, priority rankings, and trend data in making recommendations; and
- Develop recommendations for service category prioritization approved by the Ryan White Planning Council of the Dallas Area. Consideration of the available community resources as well as their coordinating capacities will also be given.

4.5.3 The charge of the Evaluation Committee is to evaluate whether provider services coincide with set service priorities, and evaluate the performance of the Administrative Agency and the Planning Council according to the goals of the Council. The Evaluation Committee will:

- Ensure that the service categories set out are being met and that conflict of interest standards are upheld;

- Conduct an annual evaluation of the effectiveness of the Administrative Agency and Ryan White Planning Council of the Dallas Area and provide that evaluation to the CEO and Dallas County Commissioners Court;
- Evaluate the effectiveness of services, categorically and system-wide.

4.5.4 The charge of the Consumer Council Committee is to empower consumers through education by providing the tools and knowledge to interact with those individuals and committees that affect categorical service delivery. The Consumer Council Committee will:

- Provide the tools and knowledge to interact with those individuals and committees that affect categorical service delivery of the Ryan White Treatment Modernization Act, Texas Department of State Health Services (DSHS), and Housing Opportunities for Persons with AIDS (HOPWA) funded services;
- Conduct ongoing educational conferences for Eligible Metropolitan Area (EMA), the Eligible Metropolitan Statistical Area (EMSA), and the Health Services Delivery Area (HSDA) consumers on the Ryan White Treatment Modernization Act, Roberts Rules of Order, HOPWA policies, DSHS regulations, and other public policy that affects the Ryan White Planning Council of the Dallas Area decision-making;
- Provide HIV consumer input to the development of EMA, EMSA, and HSDA related policies and programs. This includes consumer input into the development of the Statewide Coordinated Statement of Need;
- Work with the Chair of the Ryan White Planning Council of the Dallas Area and the Nominations Committee, recruit consumers for standing committees and the Ryan White Planning Council of the Dallas Area;
- Obtain feedback from consumers on issues that are authorized by the Executive Committee; and Represent all consumers including but not limited to: disproportionately affected and historically underserved groups and sub-populations and PLWHA out-of care.

4.5.5 The charge of the Executive Committee is to ensure the orderly and integrated progression of work of the committees of the Ryan White Planning Council and plan future activities. The Executive Committee will:

- Consist of the Chairperson and Vice Chairperson(s), of the Ryan White Planning Council of the Dallas Area, and the Chairpersons or Vice-Chairpersons of each standing committee;
- Meet periodically to ensure the orderly and integrated progression of work of the committees of the Council, and to plan future activities. Unless expressly authorized by the full membership of the Ryan White Planning Council of the Dallas Area, the Executive Committee is not authorized to act on behalf of the Council on any matters that it is charged with executing; and
- Review the Ryan White Planning Council and all standing committees' attendance to make sure members are complying with Section 3.7.

- Serve as the governance committee to periodically review changes in the governing documents of the Ryan White Planning Council.

4.5.6 The charge of the Nominations Committee, in collaboration with the CEO, will oversee an open nomination process (as described in Addendum A) for Ryan White Planning Council of the Dallas Area membership. The Nominations Committee shall be chaired by the Ryan White Planning Council of the Dallas Area Chairperson. At a minimum, the Nominations Committee shall include a representative of the County Judge’s office, the Ryan White Planning Council of the Dallas Area Chair and Vice Chair(s), a representative of the grantee, and the Chairs or Vice Chairs of the various standing committees. The Nomination Committee will:

- Make appointments to each standing committee of the Council. This will include a review of the application, but will not require an interview.
- Make recommendations to the CEO for members’ appointment to the Ryan White Planning Council through an open nominations process.

ARTICLE V: OFFICERS

Section 5.1 – List of Officers

The officers of the Ryan White Planning Council of the Dallas Area shall be the Chairperson and Vice Chairperson(s).

Section 5.2 – Appointment

The officers of the Ryan White Planning Council of the Dallas Area & standing committees shall be appointed from the membership of the Council. The Chairperson and Vice Chairperson(s) shall be appointed by the CEO.

Section 5.3 – Limitations of Terms

No person shall hold the same office for more than three (3) consecutive years. The officers shall be appointed or reappointed each year by the CEO, and an open application process will take place each year.

Section 5.4 – Duties

The duties and powers of the officers shall be those usually pertaining to their respective offices.

Planning Council Chair: The Chair of the Planning Council shall preside at their respective meetings. The Chair is the only official spokesperson for the Council and will be responsible for interfacing with the public and with the media. He/She will be responsible for correspondence to members regarding attendance and participation issues. The Chair of the Council is an ex-officio member of all committees (standing, subcommittee and work groups), and therefore may step in and chair a standing committee for the purposes of establishing quorum, but their ability to vote must be consistent with the bylaws.

Vice Chair: The Vice Chair of the Planning Council shall preside at meetings of the Council in the absence of the Chair. The Vice Chair shall perform such other duties as the Chair may designate.

Standing Committee Chair/Vice Chair: The standing committee Chairs shall preside at all meetings of their respective committees. He/She will be responsible for correspondence to members regarding attendance and participation issues. The Committee Vice Chair shall preside at all committee meetings in the absence of the Chair. The Committee

Chairs are responsible for the execution of the duties prescribed herein for the Committees and for such other duties as may be prescribed by the Chair of the Council.

Section 5.5 – Vacancies

Vacancies occurring in an officer's position shall be filled by appointment by the CEO as specified in Section 5.2 within 30 days of notice of the vacancy.

ARTICLE VI: MEETINGS

Section 6.1 – Frequency of Meetings

The Ryan White Planning Council of the Dallas Area 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. Additional or emergency meetings of the Ryan White Planning Council of the Dallas Area may be called by the CEO, the Chairperson, or by at least eight (8) members of the Ryan White Planning Council of the Dallas Area.

Section 6.2 – Notice of Meetings

Notice of each meeting of the Ryan White Planning Council of the Dallas Area shall be mailed or emailed to each Council member, at his or her last known address as carried on the records of the organization, not less than three (3) days prior to the date of the meeting. Should an emergency meeting be called, all Council members shall be notified by telephone or fax, and public notice of the meeting time and place shall be posted in accordance with Federal, State, and local laws.

Section 6.3 – Quorum

A quorum of the planning council/standing committee must be present at any regular or specially scheduled meeting in order for the council to engage in the meeting. A quorum of the council is defined as a simple majority (51 percent) of the planning council/standing committee membership. In computing a quorum, a vacant seat on the council shall not be considered. At all meetings of the Ryan White Planning Council of the Dallas Area, a majority of duly appointed Council members shall constitute a quorum. See section 6.3.

Section 6.4 – Open Meetings

All meetings of the Ryan White Planning Council of the Dallas Area and committees of the Council are deemed to be covered by provisions of all applicable Federal, State, and local laws. To ensure compliance with federal, State, and local requirements, all scheduled meetings of the Council or committees must be cleared with the Ryan White Planning Council of the Dallas Area staff to ensure availability of meeting space, staff resources, and proper public posting of meetings.

Section 6.5 – Conduct of Meetings

Roberts Rules of Order shall generally govern the conduct of meetings of the Ryan White Planning Council of the Dallas Area.

Section 6.6 – Voting

Each member of the planning council/standing committee shall be entitled to one vote on any business matter coming before the council/committee. Only members of the council or standing committee are entitled to vote on matters coming before council/committee. A cast vote is defined as a positive (“aye”) vote or a negative (“nay”) vote. Abstentions are not considered to be cast votes. A simple majority of the members present and voting is required to pass any matter coming

before the Council/Committee. The Chair of the Council or Standing Committee shall not vote at their respective meetings, except in the event of a tie.

Section 6.7 – Minutes

Minutes must be taken of each council and committee meetings. These minutes must state the names of all in attendance and the names of members absent. Minutes must state all motions, recommendations, requests or action items fully. Minutes must also indicate any votes taken with abstentions indicated. The planning council & committee minutes must be signed by the leadership to certify that the above stated conditions are met. Any council or committee member wishing to propose corrections to the minutes shall propose corrections at the meeting at which the minutes are subject to approval.

Section 6.8 - Training:

Newly appointed members are required to complete the online New Member Orientation within 3 months of appointment and submit their certificate of completion to the RWPC Office of Support to be included in their member file. Members are also required to sign a confidentiality statement to be kept on file yearly.

ARTICLE VII: CONFLICTS OF INTEREST

Section 7.1

It is the policy of the Ryan White Planning Council of the Dallas Area that any member of the Ryan White Planning Council of the Dallas Area or member of a Council standing or special committee who also serves as director, trustee, salaried employee, Board Member, or one who has a financial interest in any Agency receiving funds from grants involved in the community planning efforts of the Ryan White Planning Council or otherwise materially benefits from association with any agency that may seek funds from the Grantee is deemed to have an "interest" in said agency or agencies. The term "materially benefit" is not meant to include services received by an individual as a client that are within the normal realm of services provided by the provider agency. These members may not vote or otherwise participate in deliberations, except in response to direct questions, that come before the Ryan White Planning Council of the Dallas Area or committees of the Ryan White Planning Council of the Dallas Area regarding awarding of funds directly to the agency/ies, or definition for the purchase of said service, in which they have an interest

This policy shall not be construed as preventing any member of the Ryan White Planning Council of the Dallas Area from full participation in discussion and debate about community needs, service priorities, allocation of funds to broad service categories, and the processes for, and results of, evaluation of service effectiveness. Rather, individual members are expected to draw upon their lay and professional experiences and knowledge of the HIV service delivery system in the Dallas area when such matters are under deliberation. In order to safeguard the Ryan White Planning Council of the Dallas Area's recommendations from potential conflict of interest, each member shall disclose any and all professional affiliations and/or service as director, advisor, or other volunteer capacity that exist currently with agencies which may receive or pursue funding. A Conflict of Interest statement form will be completed by each Council and committee member and kept on file. The Ryan White Planning Council of the Dallas Area Staff shall maintain these records and have forms updated not less than every 12 months.

All members of the Ryan White Planning Council of the Dallas Area are expected to assist in keeping the Council focused to meet the needs of individuals affected by the HIV epidemic in the most expeditious manner possible without undue regard to the benefit to specific agencies or programs. Grantor Conflict of Interest Policies must be followed.

ARTICLE VIII: NON-DISCRIMINATION

Section 8.1

The officers, directors, employees, and committee members of the Ryan White Planning Council of the Dallas Area shall be selected entirely on a non-discriminatory basis with respect to age, sex, gender identity, race, religion, disability (except as a result of HIV infection), sexual orientation, or national origin.

ARTICLE IX : CODE OF CONDUCT

Section 9.1 – Purpose

This Code of Conduct has been created by the Ryan White Planning Council of the Dallas Planning Area in order to guide Planning Council and standing committee members, individually and collectively, adhere to the highest possible ethical standards.

Section 9.2 – Code of Conduct

9.2.1 - Every Planning Council/standing committee member will treat every other member, support staff, Administrative Agency staff, and members of the public with courtesy and professionalism. Each Planning Council/standing committee member is reminded to respect and recognize the legitimate right of all other members to be a part of any discussions and decision-making processes.

9.2.2 - Every member will conduct business related to the Planning Council/standing committees in ways that are honest, respectful of diversity, compassionate and nonjudgmental.

9.2.3 - Every member will honor his/her time and meeting attendance commitments and be prepared to contribute to the best of his/her ability for all Council/committee work.

9.2.4 - While recognizing the individual's right to dissent, once decisions are made, every member will recognize the final decision, regardless of his/her personal position.

9.2.5 - Planning Council/standing committee members will exercise discretion when discussing confidential or sensitive information, most notably an individual's HIV status.

9.2.6 - Every member will refrain from spreading misinformation related to the Ryan White Planning Council. The Planning Council/standing committee members will strive to address problems internally.

9.2.7 - Every member should strive to support the mission, goals, strategies, programs, and/or leadership of the planning body as agreed upon by the members.

9.2.8 - No member shall be under the influence of alcohol or illegal drugs at any Planning Council/standing committee meeting.

ARTICLE X: OFFICIAL COMMUNICATIONS AND REPRESENTATION

Section 10.1 - Media Contact and Public Information

The Planning Council and standing committees shall maintain positive media relations and accurate public information messages through designated spokesperson(s), professional media contacts, coordinated and reviewed information, and consistent marketing strategies.

Planning Council/standing committee members shall refer any need for media contact or public information to the Planning Council Chair. The Chair shall select the appropriate spokesperson(s).

ARTICLE XI: REMOVAL PROCEDURES

Section 11.1 – Professionalism

The goal of disciplinary action is to ensure inappropriate and unacceptable behavior does not occur and/or repeat and that all members and participants, and the business of the Planning Council/standing committees, is protected from inappropriate/unacceptable behavior in the course of doing the Planning Council/standing committees' work.

Section 11.2 – Removal from a Meeting

If a person willfully disrupts a meeting to the extent that its orderly conduct is made impractical, the person may be removed from the meeting. The chair of the public body may, without vote of the body, declare a recess to remove a person who is disrupting the meeting.

Section 11.3 – Removal from the Planning Council

Planning Council members may be removed only by the Chief Elected Official (CEO). The Ryan White Planning Council may recommend to the CEO that a member be removed for any of the following reasons:

- A. Habitual behavior which inhibits the Planning Council's ability to conduct business in a timely and efficient manner;
- B. Conduct that negatively impacts confidence in the Planning Council, including, but not limited to a violation of Conflict of Interest rules and/or Code of Conduct;
- C. Behavior that could prevent others (Planning Council/standing committee members, Office of Support staff, Administrative Agency staff, or members of the public) from attending or participating in meetings.

The CEO shall have the power to remove Planning Council members without the approval of the Planning Council.

Section 11.4 – Process for Recommending Removal from the Planning Council

Recommendation for removal for any above reasons shall be reviewed by the Ryan White Planning Council and put to a vote. Notice of, and the reasons for the Planning Council's proposed removal will be sent to the member and the CEO. If the Planning Council votes to recommend removal of the member, the recommendation shall be forwarded to the CEO. No member should be removed by less than a two-thirds vote, a quorum voting. The Executive Committee may make a recommendation for removal of a member for any of the above stated reasons.

Section 11.5 – Removal from a Standing Committee

Standing committee members may be removed by a majority vote from the Executive Committee. Any standing committee may recommend to the Executive Committee that a member be removed for any of the following reasons:

- A. Habitual behavior which inhibits the standing committee's ability to conduct business in a timely and efficient manner;
- B. Conduct that negatively impacts confidence in the standing committee, including, but not limited to a violation of Conflict of Interest rules and/or Code of Conduct.
- C. Behavior that could prevent others (Planning Council/standing committee members, Office of Support staff, Administrative Agency staff, or members of the public) from attending or participating in meetings.

Section 11.6 – Process for Recommending Removal from a Standing Committee

Recommendation for removal for any above reason shall be reviewed by the Executive Committee and if the Executive finds merit, it shall proceed with the removal of a standing committee member. No member should be removed by less than a two-thirds vote, a quorum voting. Notice of, and the reasons for the Executive Committee's proposed removal will be sent to the member and the CEO. If the Executive Committee votes to recommend removal of the member, the recommendation shall be forwarded to the CEO.

ARTICLE XII: GRIEVANCE PROCEDURES

Section 12.1

The Ryan White Planning Council of the Dallas Area shall follow procedures for addressing grievances with respect to funding, including procedures for submitting grievances that cannot be resolved to binding arbitration as described in Addendum B, the Dallas EMA Ryan White Planning Council of the Dallas Area Grievance Procedure. Addendum B is attached hereto and fully incorporated by reference.

ARTICLE XIII: AMENDMENTS

Section 13.1

The Ryan White Planning Council of the Dallas Area shall have the power to alter, amend, or repeal these Bylaws at any meeting at which a quorum is present, provided that written notice of the proposed change is given at least five (5) days prior to such meeting. Such amendments must be reviewed and approved by the Commissioners Court prior to their taking effect.

ARTICLE XIV: DISSOLUTION

Section 14.1

Upon dissolution of the organization of the Ryan White Planning Council of the Dallas Area, the CEO shall, after paying or making provision for payments of all known liabilities of the Ryan White Planning Council of the Dallas Area, dispose of all of the assets of the Ryan White Planning Council of the Dallas Area in such a manner, or to such an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law, as the Ryan White Planning Council of the Dallas Area shall determine.

APPROVED BY THE MEMBERSHIP OF THE RYAN WHITE PLANNING COUNCIL OF THE DALLAS AREA ON

DATE:

BY: _____

CHAIRPERSON

APPROVED BY THE DALLAS COUNTY COMMISSIONERS COURT ON _____

BY: _____

CHIEF ELECTED OFFICIAL

Adopted: 1-1991

Amended: (10-19-1991), (07-21-1992), (04-06-1993),
(06-09-1993), (01-25-1994), (10-05-1994),
(06-11-1997), (12-10-1997), (12-08-1999),
(01-12-2000), (02-15-2005), (04-11-2007),
(11-20-2012), (12-10-2014)