Sacramento TGA Bylaws

Article I
Name of Organization and Area of Service

Section 1.1. Name: The name of this body shall be the HIV Health Services Planning Council (herein after referred to as the Council).

Section 1.2. Area of Service: The transitional grant area (TGA) to be served by the Council will be Sacramento County, El Dorado County, and Placer County (herein after referred to as the TGA).

Article II
Authority, Mission/Vision and Duties

Section 2.1. Legal Authority: The Council was created by, and functions pursuant to, the requirements established in the Ryan White Comprehensive AIDS Resources and Emergency Act of 1990 (CARE Act), any amendments to that Act, and policies and procedures set by the United States Department of Health Services (DHS) through the Health Resources Services Administration (HRSA). In accordance with the CARE Act, the Council is appointed by the Sacramento County Board of Supervisors, designated as the Chief Elected Official (CEO) for the TGA.

Section 2.2. Mission/Vision Statement:
Mission: The HIV Health Services Planning Council is responsible for allocating Ryan White Part A funds to eliminate barriers to care for people living with HIV.

Vision: The work the Council does allows us to do our part in Ending the HIV Epidemic and more importantly improving the quality of life for every client we serve by promoting justice, inclusion, and equity for all clients.

Section 2.3. Responsible Entities: The process of applying for, receiving, and administering Ryan White Part A funding necessitates a collaborative relationship between three parties: the Sacramento County Board of Supervisors as CEO, the Council, and the Sacramento County Department of Health Services (DHS) as the Recipient, each with complementary duties as described in the remainder of this section.

Section 2.4. Duties of Chief Elected Official: The CEO shall:

a) Receive Ryan White Part A grant funds awarded to the TGA;
b) Select the Recipient; and,
c) Appoint members to the Council for the TGA.

Section 2.5. Duties of Council: The duties of the Council shall be to:

a) Establish priorities for the allocation of Part A funds within the TGA including how best to meet each priority and any additional factors to be considered in the fund allocation process;
b) Develop a comprehensive plan for organizing, delivering, evaluating and monitoring HIV related health and support services that seek to be innovative and interactive with existing California State and/or local plans relative to the provision of health services to individuals with HIV;
c) Assess the efficiency, effectiveness and expediency of the administrative mechanism for allocating funds to areas of greatest need within the TGA;
d) Participate in the development of the Statewide coordinated statement of need; and,
e) Establish methods for engaging with the community to determine and prioritize needed support and care.

Section 2.6. Duties of the Recipient: The Recipient shall:

a) Develop and maintain contractual agreements with Sacramento, El Dorado, and Placer Counties specific to the distribution of Ryan White Part A funds.
b) Write and assemble the Ryan White Part A applications;
c) Select contractors and set contract award levels based on an established process in accordance with priorities set by the Council. The contractor award process shall include an appeals procedure;
d) Disseminate notice of contract awards inclusive of the appeals procedure;
e) Develop and execute contracts in a manner consistent with Ryan White Part A requirements for rapid allocation of funds;
f) File reports required by HRSA;
g) Develop and implement a fund reallocation process under parameters set forth by the Council to insure the rapid and appropriate redistribution of any funds for which the established anticipated rates of service expenditures are greater or less than projected at the time of original funding; and,
h) Monitor and assess the quality, effectiveness and economy of the services supported with Ryan White Part A funds.

Article III
Council Membership

Section 3.1. Nominations: The ultimate selection and appointment of Council members is the responsibility of the Sacramento County Board of Supervisors upon recommendation by the Public Health Advisory Board (PHAB). Nominations for membership on the Council shall be identified through an open process and candidates shall be selected based on locally delineated and publicized criteria. Nomination Policies and Procedures established by the Council, in conjunction with the PHAB, shall guide the process of recruitment, application, selection, and recommendation to the Board of Supervisors.

Section 3.2. Number: The membership of the Council shall be comprised of a maximum of 44 individuals who shall be appointed by the Sacramento County Board of Supervisors.

Section 3.3. Representation: Council membership must reflect in its composition the demographics of the epidemic in the TGA with emphasis given to the disproportionately affected and historically under-served groups and sub-populations.

a) The proportion of Council members living with HIV shall meet or exceed the minimum level defined by HRSA regulations; and,
b) The Council shall include any federally mandated categorical representatives mandated by the HRSA and any additional categorically representatives designated locally and as outlined in the council's policies and procedures, which may be updated from time to time.
c) Members shall represent only one legislatively required membership category at a time (categories A through Q below), even though they may be qualified to fill more than one, with this exception: One person may represent both the Substance Abuse provider and the Mental Health provider categories if that individual's agency provides both types of services and the person is familiar with both programs.
   As required in the Ryan White legislation, the Council shall include representatives of:
   A. Health care providers, including federally qualified health centers
      Representatives of this category should be from the following communities: FQHC, FQHC look-a-likes, HIV physicians, HIV nurses, HIV dentists and hospitals providing care to HIV clients.
   B. Children/Youth/Families
      Representatives of this category should be community-based organizations serving HIV+ children/youth/family populations (representatives need not be Ryan White funded providers).
   C. Housing and homeless services

Representatives of this category should be from the following communities: Sacramento County Social Service, individuals representing the Homelessness Continuum of Care and other defined supportive service providers providing services to HIV clients, (representatives need not be Ryan White funded providers).

D. Social Services
Representatives of supportive service providers providing services to HIV clients, (representatives need not be Ryan White funded providers).

E. Mental health provider
Representatives of this category should be licensed by the State of California to provide mental health services. Can also represent Substance Abuse category and need not be Ryan White funded providers.

F. Substance abuse provider
Representatives of this category should be licensed by the State of California to provide substance use disorders. Can also represent Substance Abuse category and need not be Ryan White funded providers.

G. Local public health agencies
This category should be reserved for representatives or appointed designee(s) from one of the three public health agencies in the TGA: 1) Sacramento County, 2) El Dorado County, or 3) Placer County.

H. Affected communities' representatives including:
   i. Members of a Federally recognized Indian tribe as represented in the population,
   ii. People who are co-infected with hepatitis B or C,
   iii. Historically underserved groups and subpopulations; and,
   iv. Representatives of individuals who formerly were Federal, State, or local prisoners, were released from the custody of the penal system during the preceding three years and had HIV as of the date on which the individuals were so released.

I. Non-elected community leaders
Representatives of this category could be a long-term board member of an organization (not necessarily an ASO), someone with long-term, high-level HIV volunteer experience, a corporate executive with ties to HIV fundraising efforts, a well-known clergy member, etc.

J. State government - Medi-Cal representative

K. State agency administering the Part B Program

L. Recipients under Part C

M. Federal AETC representative
N. HOPWA representative
O. Pediatric Consumer
Representatives of this category include the parent or guardian of an individual under the age of 18 living with HIV.
P. HIV Prevention Services Professional
Q. Ryan White Part A Recipient

d) Only 3 persons per Ryan White Part A funded provider or public agency shall serve as a member on the Council, unless only that entity is able to provide staff to meet another legislatively required seat (e.g., the same agency has funding for the only Part C program and the only Part D program).

Section 3.4. Voting: All seated members shall have voting privileges on the Council. Under direction of HRSA, the recipient seat shall refrain from voting on all fiscal related matters.

The Council may include a Non-Member category for committees. A Non-Member shall have no vote in the meetings of the Council but shall have full voting rights in committee meetings, with a limit of 3 agency staff or board affiliated members, excluding clients.

Section 3.5. Terms: A full term as a member of the Council is three (3) years. A regular term begins on January 1. Candidates for reappointment, including those filling mandated positions, will be selected following the same policies and procedures used for new members. If a member is unable to complete a term for any reason a new member may be selected, as outlined in Section 3.9, to serve the remainder of the term.

Council seats are set by the Board of Supervisors for a term of three years. Terms begin January 1 and end three years later on December 31. Example: January 1, 2005 – December 31, 2007.

Members can serve no more than three consecutive three-year terms. The exceptions are the Health Officers, the State Part B and Medi-Cal representatives or a designated member for a service provider, who shall serve by virtue of their office, with no fixed term.

Upon completion of the maximum terms outlined above, an individual is eligible to immediately re-apply for Council membership for an additional three-year term and subsequently must re-apply every three years.

A member who is selected to fill an unexpired term will serve for the remainder of that term, and if eligible to serve two additional three-year terms if his/her membership is renewed.

Section 3.6. Alternative Representation of Members:

a) Under certain circumstances as defined by policy and procedure, members living with HIV may have an alternate assigned to represent him or her during any absence due to illness related to their HIV status. Alternates will be selected according to the established policies and procedures for nomination and appointment to the Council and by any other policies and procedures that define and govern the roles and responsibilities of Council members and/or Alternate. Alternates shall participate fully in activities and meetings of the Council but vote only at those meetings which they are replacing an official Council member.
b) Seated members who represent a category mandated by federal or local authority for which there is only one possible source for appointment will be allowed to send a designated non-voting representative according to the policies and procedures established by the Council.
c) Other Council members do not qualify to have alternates or designated representatives assigned or appointed during absences for any reason.

Section 3.7. Resignations: Any Council member may resign at any time by giving written notice to an officer of the Council. Such resignation shall take effect as indicated in the notice or, if no date is given, on the date of receipt of notice.

Section 3.8. Termination: Members may be terminated from the Council for the following reasons:

a) Unexcused and/or excessive absence, where no notice was given, from regular council meetings;
b) Loss of the member's qualifying status for continued appointment;
c) Habitual behavior that disrupts the Council's ability to conduct business in a timely and efficient manner; and,
d) Conduct that negatively impacts community confidence in the Council, such as a violation of conflict of interest or breach of confidentiality.

Recommendation of terminations for any reason should be submitted in writing to any member of the Executive Committee for review. Any member may be removed from the Council by a majority vote of the Council if it is the judgment of the membership that the member in question is not serving the best interests of the Council. The Executive Committee will refer to Governance Policy 11, Member Removal from Planning Council.

Any member may be removed from his/her position at any time, with or without cause, by majority vote of the Council, after being reviewed by the Executive Committee and the next properly called Planning Council meeting where a quorum is present.

Section 3.9. Vacancies: If there are vacancies that occur prior to the annual nomination process, new members shall be appointed in accordance with policies and procedures created by the Council, and subject to approval by the Board of Supervisors. To the fullest extent possible, appointments will be made that maintain or augment the representation and reflect goals as mandated by HRSA or established by the Council. Vacancies may be filled at any time.

Section 3.10 Attendance:
Regular in-person meeting attendance is expected and it is the responsibility of all members to communicate barriers to attendance and unanticipated absences.

- The Council will post meeting notices in the usual manner including how to access virtual meetings.

- In the event that there is a disruption in the public broadcast of the call-in or internet-based meeting service, there will be no further action on agenda items until public access is restored.

Article IV
Officers

Section 4.1. Officers: The officers (Chair and Vice Chair) of the Council shall be members of the Council in good standing. The Council may or through authority vested in the Chair to appoint, such other officers as the business of the Council may require, each of whom shall have such authority and perform such duties as the Council determines necessary.

Section 4.2. Duties of the Chair:

a) Call the session to order at the specified time for both Council and Executive Committee;
b) Ensure that there is a quorum;
c) Announce the business and the order in which it will be considered
d) Appoint any standing or special committee or workgroup; as designated by the Council;
e) Suspend or terminate any special committee or work group, as determined necessary by a majority vote of the Executive Committee;

f) Serve as a liaison and represent the interests of the Council to the Board of Supervisors, the Department of Health Services, to any agency, group or individual of the public having business with the Council;
g) Perform all other duties as instructed by the Council directly, or through policy and procedure as may be necessary or incidental to the position;
h) Act as the primary liaison between Council and Recipient to establish service priorities, financial integrity, quality assurance and Council evaluation; and,
i) Act as the primary contact/representative for the Council in business matters including but not limited to correspondence, complaints, information release, policy position and advocacy.

Section 4.3. Duties of the Vice-Chairs:
The Vice Chair shall perform the duties of the Chair in the absence of the Chair and as delegated by the Chair or otherwise directed by the Council including but not limited to:

a) Facilitate the effective implementation, coordination and maintenance of general business operation for the Council;
b) Act as primary liaison between council and staff to establish membership recruitment/maintenance, marketing activities, branding activities, event planning and community outreach;
c) Facilitate/coordinate the effective establishment/maintenance of committee structure as defined by the Council; and,
d) Give or cause to be given, all notices of regular and special meetings of the Council or any other Committee needing to conduct business.

Any officer or council member may call for a special session as appropriate to the business at hand and within the requirements of the Brown Act as appropriate.

Any officer may attend any committee as an *ex officio* member.

Section 4.4. Election and Term of Office: Officers are nominated and elected by the members of the Council to serve for three years. Officer elections will occur at the January Council meeting following the end of the previous officer's term.

No officer shall be eligible to serve more than two consecutive terms in the same office. In such cases where there is no nomination or interested candidate for the office vacancy, the term of the existing officer may be extended for three years by a majority vote of the Council membership.

Section 4.5. Vacancies: Vacancies which occur prior to the end of a term of office shall be filled by an election at the next regular or special meeting of the Council and will serve until the next regular election of officers.

Article V
Committee Structure

Section 5.1. Committees: The Council may designate one or more committees on a standing, ad hoc or advisory basis. Each committee shall consist of at least two (2) or more members of the Council and may, as desired by the Council, include nonmembers. The Chair of any committee shall be a member of the Council. The Council may assign to the committee any authority of the Council, except that no committee may:

a) Fill vacancies on the Council or on any committee that has the authority of the Council;
b) Amend or repeal the bylaws or adopt new bylaws;
c) Amend or repeal any resolution of the Council that by its expressed terms is not amendable or subject to repeal; and,
d) Appoint any other committees of the Council or the members of such committees.

Section 5.2. Meetings and Actions of Committees: Meetings and actions of all committees shall be governed by and held and taken in accordance with all other provisions of these Bylaws and any other policies or procedures set by the Council which governs meetings and voting. Minutes will be taken at each meeting of any committee and shall be filed in a manner designated by Council policies and procedures.

Section 5.3. Standing Committees: The Standing Committees of the Council shall be the Executive Committee and the Governance Committee at a minimum. The current Standing Committees are as follows: the Executive Committee, the Governance Committee, the Administrative Assessment Committee, the Affected Communities Committee, the Quality Advisory Committee, the Priorities and Allocations Committee, and the Needs Assessment Committee.

a) For a description of standing committees, refer to Policy and Procedure Manual document GOV 01.

Section 5.4. Executive Committee: The purpose of the Executive Committee is to act for the Council between Council regular meeting to ensure the timely execution of routine business matters and to provide guidance and leadership to the general membership in fulfillment of the Council responsibilities as

prescribed by the Health Resources and Services Agency (HRSA) Ryan White HIV/AIDS Program and established Council activities and objectives.

Criteria for Executive Committee:

All members of the Executive Committee shall be Council members

- Composition:
    - Council Chair
    - Council Vice Chair
    - Recipient Designate (nonvoting)
    - Governance Committee Chair
    - Priorities/Allocations Committee Chair
    - Affected Communities Committee Chair
    - Quality Advisory Committee Chair
    - Administrative Assessment Committee
    - Needs Assessment Committee

The Committee Chairs for Needs Assessment and Administrative Assessment should present to the Executive Committee no less than twice yearly.

In the absence of regional representation on the Executive Committee through Committee Chair structure the Council may appoint 2 Council members at large to represent El Dorado and Placer Counties.

The Council may form Ad Hoc committees as deemed necessary in which case Ad Hoc Committee chairs may participate in Executive Committee proceedings as determined appropriate by the Council Chair.

The Chair of the Executive Committee shall be the Council Chair;

Activities of the Executive Committee shall include, but are not limited to:

i. Assessment of the efficiency and effectiveness of the administrative mechanism for rapidly and appropriately allocating the funds within the TGA;
ii. Review and act upon grievances according to policies and procedures established by the Council;
iii. Instituting procedures for Council record keeping and other administrative functions;
iv. Review and comment on reports and recommendations from committees, but not making decisions except issues that may be delegated by the Council or that are urgent and time-sensitive;

v. Acting as a coordinating mechanism for the Committees, workgroups and a sounding board and problem-solving mechanism for complex or controversial issues;
vi. Review and recommend disciplinary action against members, in accordance with criteria established by Council bylaws;
vii. Conduct an annual assessment of the efficiency and effectiveness of Council support services and recommending changes as needed;
viii. Review, prioritize and recommend parameters for the Council's regular meetings;
ix. In general, advise and provide leadership to the Council; and,
x. Report any actions or recommendations from the Executive Committee at the next regular Council meeting.

Article VI
Meetings and Operating Procedures

Section 6.1. Regular Meetings: A regular meeting schedule for the Council will be set by the Council and can be temporarily amended as the need arises by the Chair or the Executive Committee. There will be at least six (6) regular meetings during the year. Additional meetings may be scheduled, as needed. Whenever possible, at each Council meeting the date and time of the next Council meeting shall be established.

Section 6.2. Special Meetings: Special meetings may be held on the call of any two (2) officers or four (4) Council members. In accordance with the Brown Act, should such a meeting be called, all members shall be notified by telephone, facsimile or other reasonable alternative at least twenty-four (24) hours prior to the specified meeting time. The call or notice for a special meeting must state specifically the subject matter of the meeting. No other subject matter may be introduced or considered at the meeting.

Section 6.3. Quorum: One-third of the number of seated Council members constitutes a quorum for the transaction of business for which there is no dissenting vote. Proxies are not permitted, with the exception of voting by alternates for affected community members as described under Article III Section 3.6. Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.

Section 6.4. Open Meetings: The Council and its Committees will follow the California Brown Act for all standing meetings. Based on the Act, Council meetings shall be open to the public except under circumstances and procedures as prescribed by applicable county and state policies which allow

for particularly sensitive information to be discussed in an executive session of a policy body. Written minutes shall be kept of all meetings and considered for approval at the next scheduled meeting. Members of the public may speak on issues related to Council business or consistent with the Council purpose under general guidelines set by the Council.

Section 6.5. Parliamentary Procedure: Robert's Rules of Order (latest edition) shall govern all meetings of the Council and its committees except as otherwise provided in these Bylaws.

Article VII
Conflict of Interest

Section 7.1. Definitions: Conflict of interest is a breach of an obligation to the Council that has the effect or intention of advancing one's own interest or the interests of others in a way detrimental to the interests or potentially harmful to the fundamental mission of the Council.

Section 7.2. Member's Responsibilities: The Council maintains a Conflict of interest and Ethics Code that calls for the members to conduct themselves in such a way as not to convey the impression on any person that they can be influenced into actions that conflict with their personal duties. It is expected that all Council members will conduct themselves with the highest ethical standards, in a manner, that will bear the closest scrutiny.

Section 7.3. Disclosure Forms: All Council members will file an annual Statement of Economic Interest (Form 700) as provided in the Conflict of Interest and Ethics Code, as outlined by the Fair Political Practices Commission.

Section 7.4. Disputes: Challenge by any Council member relative to a perceived conflict of interest shall be pursued through parliamentary procedure including but not limited to a motion of Personal Privilege.

Section 7.5. Removal: Any member may be removed from the Council and all committees when it is determined that the member knowingly attempted to influence the Council in an area of interest conflict, as outlined in Article III, Section 3.8.

Article VIII
Confidentiality

Section 8.1. Prohibition: No member of the Council or its committees shall disclose confidential information acquired in the course of his/her official duties.

Section 8.2. Definition: Confidential information shall include, but is not limited to:

a) Information covered by HIPAA, including but not limited to, the medical condition, substance use history, or sexual orientation of any individual, whether a member of the Council, a member of a committee, or the recipient of a service provided with Ryan White Part A funds;
b) Any other confidential information, official in nature that is not suitable for public disclosure.

Article IX
Grievances

Section 9.1. Grievances: As established in Governance 05, persons or agencies who have a grievance regarding a decision made directly by the Council or regarding services provided by Ryan White CARE Act funds must follow the policies and procedures established by the Council. The authorized policies and procedures are available from the Council, its officers or designated agent upon request.

The Council shall not become involved in PLWHA complaints or grievances about services or a specific provider. The Council should address system-wide concerns, which relate to an entire service category or the system of care.

Article X
Amendments

Section 10.1. Revisions: These Bylaws may be amended by a two-thirds vote of the Council members present at a properly constituted meeting.

Section 10.2. Notice of Proposed Revisions: In accordance with the Brown Act, all members will be provided copies of all proposed amendments to the Bylaws, seventy-two (72) hours prior to the meeting at which such amendments are to be considered for adoption.

Section 10.3. Scope of Authority for Revisions: At a meeting to amend bylaws, decisions can only be made on those bylaws contained in the prior notice as described in Section 10.2.

Signed:  Date: 05/28/2025

Richard Benavidez, Chair