



# BYLAWS

The Miami-Dade HIV/AIDS Partnership, having been duly established by the Board of County Commissioners of Miami-Dade County, Florida by Ordinance No. 98-127 codified in Chapter 2, Article LXXX of the Code of Miami-Dade County, hereby adopts these bylaws for the purpose of establishing the basic rules by which it shall conduct its business and discharge its obligations.

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# **ARTICLE 1: Description of the Miami-Dade HIV/AIDS Partnership**

## ***SECTION 1.1: Name, Area of Service, Legal Location, Fiscal Year***

- A. The name of the organization shall be the Miami-Dade HIV/AIDS Partnership (Partnership).
- B. The area served by the Partnership shall be Miami-Dade County, Florida. The legislative and governing body of Miami-Dade County (County) is the Board of County Commissioners which, under the Miami-Dade County Home Rule Charter, has the power to provide health programs for all of Miami-Dade County including all municipalities located within Miami-Dade County.
- C. The legal location for the Partnership shall be c/o Miami-Dade County, 111 N.W. 1st Street, 22nd Floor, Miami, Florida 33128.
- D. The fiscal year of the Partnership shall begin on March 1<sup>st</sup> and end on February 28<sup>th</sup>.

## ***SECTION 1.2: Purpose and Duties***

- A. The purpose of the Miami-Dade HIV/AIDS Partnership is to enable the County and other governmental entities to apply for, receive, plan for, assess, and allocate financial assistance under Title XXVI of the Public Health Service Act as amended by the Ryan White HIV/AIDS Treatment Modernization Act of 2006 (hereinafter called the “Ryan White Program”), Healthy Communities 2010 Objectives, AIDS Housing Opportunity Act, and the Housing and Community Development Act of 1992, State of Florida General Revenue care and treatment allocations, and other HIV/AIDS related funding as it becomes available; and to advise the Miami-Dade County Board of County Commissioners, the Mayor of Miami-Dade County and other governmental entities on HIV/AIDS related issues.
- B. The duties of the Partnership shall include but not be limited to:
  - 1. Establishing methods for obtaining input on community needs and priorities, which may include public meetings, conducting focus groups, and convening ad hoc panels.
  - 2. Developing and implementing a community-wide comprehensive plan for the organization and delivery of HIV-related health and supportive services that is compatible with State of Florida and county plans regarding the provision of health and supportive services to individuals with HIV/AIDS.
  - 3. Establishing service priorities for the allocation of Ryan White Part A funds within the County as provided by the Ryan White Program of 1990, Public Law 101-381, as such Act may be amended from time to time or superseded by a new law, including how best to meet each such priority and individual factors that the County should

- consider in allocating funds under Part A of the Ryan White Program. Service priorities and recommendations for funding allocations shall be based on the:
- a. Documented needs of the population affected by HIV/AIDS within Miami-Dade County;
  - b. Cost and outcome effectiveness of proposed strategies and intervention, to the extent that such data are available;
  - c. Priorities of the communities affected by HIV/AIDS for whom the services are intended; and
  - d. Availability of other governmental and non-governmental resources.
4. Making recommendations for service priorities, corresponding allocations and use of other funds to target the areas of greatest need, with equal weight and attention provided to HIV/AIDS prevention, health and supportive services and housing, including but not limited to the following funding sources:
- a. Part B of the Ryan White Program;
  - b. Housing Opportunities for Persons with AIDS (HOPWA) program;
  - c. State of Florida General Revenue Care and Treatment funding;
  - d. Other federal and state grants;
  - e. Funding from municipalities interested in supporting implementation of the Partnership's Comprehensive Plan;
  - f. Private foundation grants; and
  - g. Private contributions.
5. Serving in an advisory capacity to the Board of County Commissioners, City of Miami, Miami-Dade County Health Department Office of HIV/AIDS, the respective mayors, the U. S. Health Resources and Services Administration (HRSA) and other public and governmental entities with respect to all issues affecting or relating to persons at risk of contracting or living with HIV/AIDS.
6. Participating in the development of the Statewide Coordinated Statement of Need initiated by the State of Florida's public health agency responsible for administering grants under the Ryan White Program.
7. Establishing mechanisms for addressing grievances with respect to Part A funding and any other matter deemed appropriate by the Partnership, including but not limited to procedures for submitting grievances for Part A allocations that cannot be resolved to binding arbitration as required by the Ryan White Program. Grievance procedures developed by the Partnership shall be submitted for review and approval to the appropriate federal agency. These grievance procedures are set forth in Addendum A to these Bylaws and are hereby incorporated by reference. These procedures shall become the sole dispute resolution mechanism and shall take precedence over all other County dispute resolution mechanisms including, but not limited to, the County bid protest procedures.

8. Assessing the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the County and, at the discretion of the Partnership, assessing the effectiveness, either directly or through contractual arrangements, of the services offered in meeting the identified needs.
9. Performing any other duties conferred to the Partnership by the Code of Miami-Dade County and/or required by funding sources for Partnership programs.

## **ARTICLE 2: Miami-Dade HIV/AIDS Partnership Composition**

### ***SECTION 2.1: Partnership***

The Partnership shall be composed of thirty-nine (39) voting members, of whom thirty-three percent (33%) must be HIV positive, appointed by the Mayor of Miami-Dade County. No funded or non-funded provider shall have more than one representative or employee as a member, except as mandated by the legal requirements of Partnership programs. No more than fifteen (15) individuals shall be appointed who personally provide, who represent entities that provide, or who otherwise possess a financial relationship with entities that provide HIV related services funded by Partnership programs. In order to transact any business or to exercise any power vested in the Partnership, a quorum of no less than thirteen (13) voting members shall be present.

- A. The Partnership shall include in its membership:
  - a. Fifteen (15) member representatives of affected communities, including thirteen (13) individuals with HIV disease, who are not affiliated or employed by a Part A funded provider and are recipients of Part A services, and historically underserved groups and subpopulations that reflect the demographics of the population within the eligible metropolitan area;
  - b. One (1) health care provider representing a Federally Qualified Health Center;
  - c. One (1) Community Based AIDS Service Organization representative;
  - d. Two (2) housing, homeless or social service providers;
  - e. One (1) mental health provider;
  - f. One (1) substance abuse provider;
  - g. One (1) HIV prevention service provider;
  - h. One (1) representative of a hospital or health care planning agency;
  - i. One (1) Ryan White Program Part A local grantee representative;
  - j. One (1) state government Ryan White Program Part B grantee representative;
  - k. One (1) representative from agencies receiving grants under Part C of the Ryan White Program;

- l. One (1) representative from agencies receiving grants under Part D of the Ryan White Program, or from organizations with a history of providing services to children, youth, and families, if funded locally;
  - m. One (1) State of Florida General Revenue grantee representative;
  - n. Four (4) grantee representatives of other federal HIV programs including Ryan White Part F and HOPWA, if funded locally;
  - o. One (1) state government/Medicaid Agency representative;
  - p. One (1) local public health agency representative from the Miami-Dade County Health Department;
  - q. One (1) Miami-Dade County Public Schools representative;
  - r. One (1) non-elected community leader who does not provide HIV related health care services subject to funding under the Partnership programs;
  - s. One (1) former inmate of a local, state, or federal prison released from the custody of the penal system during the preceding three (3) years and had HIV disease as of the date of release, or a representative of HIV positive incarcerated persons;
  - t. One (1) representative of a federally recognized Indian tribe as represented in the population from the affected community;
  - u. One (1) representative co-infected with hepatitis B or C from the affected community;
  - v. One (1) ex-officio representative from the Office of the Miami-Dade County Mayor;
  - w. One (1) ex-officio representative from the Board of County Commissioners.
- B. The Partnership shall include as alternates three (3) representatives of the affected community who are not affiliated or employed by a Part A funded provider, and are recipients of Part A services. Alternate members shall be appointed by the Mayor of Miami-Dade County. Alternate members may be assigned as voting members of committees, but are non-voting members of the full Partnership except when a voting member is unable to serve, at which time an alternate member designated by the chair shall serve as voting member for the full Partnership and the Partnership's committees.

## ***SECTION 2.2: Committees***

The Partnership shall have standing committees, subcommittees and ad hoc committees. Each committee shall strive to maintain no less than one-third (1/3) membership by representatives of the affected community.

The standing committees shall be:

- Executive Committee
- Care and Treatment Committee
- Community Coalition Committee
- Housing Committee
- Strategic Planning Committee

The subcommittees shall be:

- Medical Care Subcommittee
- Oral Health Care Subcommittee

Standing committees and subcommittees shall have no more than 24 members.

The Medical Care and Oral Health Care subcommittees shall act as advisory committees to the Partnership through recommendations made to the Care and Treatment Committee.

Ad-hoc committees shall be appointed as needed by the Partnership chair with approval of the Partnership.

Quorum shall consist of one-third (1/3) plus one (1) of the committee's voting members.

## **A. Executive Committee**

The Executive Committee shall be comprised of the chair and chair elect of the Partnership and the chair and chair elect of each standing committee.

The Executive Committee shall:

- Act on behalf of the Partnership in the event of any emergency that does not permit calling a special meeting of the Partnership;
- Review grievances that arise from the Partnership or the community regarding whether the Partnership follows its policies and procedures. Such complaints shall be thoroughly reviewed and presented to the full Partnership for its consideration;
- Act as a steering committee, delegating Partnership and standing committee responsibilities in order to ensure coordination and prevent duplication of activities;
- Establish rules of conduct for all Partnership and committee meetings;
- Review proposed changes to Partnership Bylaws and make recommendations to the Partnership, as needed.

## **B. Care and Treatment Committee**

The Care and Treatment Committee shall:

- Develop and implement all care and treatment planning;
- Review an annual comprehensive needs assessment;

- Establish or revise Ryan White Part A service priorities and complete the priority setting and resource allocation processes for each fiscal year;
- Make recommendations on service priorities and use of other funds to target the areas of greatest need, including Ryan White Part B, General Revenue, and Housing Opportunities for Persons with AIDS (HOPWA) Program funds (per Article 1, Section 1.2, Paragraph B, Number 4);
- Evaluate service cost and utilization of Partnership programs as a whole;
- Identify funding and provider resources within Miami-Dade County;
- Make recommendations to appoint two (2) nominees to the Florida Comprehensive Planning Network's (FCPN) Patient Care Planning Group (PCPG). At least one member selected for the planning group shall be a Partnership member.

### **C. Community Coalition Committee**

The Community Coalition Committee shall:

- Collaborate and coordinate with other standing committees, subcommittees and ad hoc committees established by the Partnership to ensure that decisions made by the standing committees represent the needs of the affected HIV/AIDS communities of Miami-Dade County;
- Develop and establish programs for recruitment and training of Partnership and community members;
- Recruit potential Partnership and committee members from the community and encourage others from the affected HIV/AIDS communities to become more involved in Partnership activities (members may attend events appropriate for recruitment without full Partnership approval provided there are no fees for participation);
- Publicize an open nominations process, review applications, and make nominations for Partnership membership;
- Complete community outreach initiatives and bring back input from community based organizations and other groups to the Partnership;
- Develop and implement education and outreach opportunities for the community to learn more about the Partnership and its activities.

## **D. Housing Committee**

The Housing Committee shall:

- Bring knowledge and expertise on financing, developing and managing special need and affordable housing to the Partnership;
- With the support of, and in cooperation with, the HOPWA grantee (the City of Miami) conduct a yearly needs assessment for continuum of housing and housing-related services for Persons Living With HIV/AIDS (PLWHA), including priorities based on need and consumer preference;
- Engage key policymakers and stakeholders from both the public and private sectors in identifying resources and solutions to housing and housing-related service needs of PLWHAs;
- Coordinate planning efforts to address housing and housing-related services for PLWHAs;
- Provide annual priorities, funding and policy recommendations to the HOPWA grantee for the use of HOPWA funds;
- Identify additional resources and leverage opportunities to expand available housing for PLWHAs in Miami-Dade County.

## **E. Strategic Planning Committee**

The Strategic Planning Committee shall:

- Guide and oversee the completion of goals and objectives of the Miami-Dade County Comprehensive Plan for HIV/AIDS, including periodic progress reports to the community and the Partnership;
- Develop periodic progress reports to the community and the Partnership describing the Partnership's activities and the state of the epidemic in Miami-Dade County;
- Develop an annual report for the community, including the Miami-Dade County Board of County Commissioners, describing the Partnership's activities and the state of the epidemic in Miami-Dade County;
- Develop tools to assess the efficiency of the administrative mechanism for rapidly allocating funds to the areas of greatest need within the County and, at the discretion of the Partnership, assess the effectiveness, either directly or through contractual arrangements, of the services offered in meeting the identified needs;

- Develop recommendations and react to legislative and regulatory issues regarding funding, policies and rule changes related to HIV/AIDS and Ryan White Program reauthorization.

## **F. Medical Care Subcommittee**

The Medical Care Subcommittee makes recommendations to the Care and Treatment committee regarding medical policies and procedures.

The Medical Care Subcommittee shall:

- Evaluate the Partnership medical care programs in Miami-Dade County, including quality assurance and improvement efforts, and make recommendations for quality improvement;
- In coordination with State ADAP and General Revenue, review activities, expenditures and utilization data patterns to make recommendations regarding the Ryan White Part A Prescription Drugs Formulary;
- Recommend treatment guidelines and standards of care for Partnership programs in Miami-Dade County;
- Review activities to encompass Outpatient Medical Care, Prescription Drugs and Home Health Care.

## **G. Oral Health Care Subcommittee**

The Oral Health Care Subcommittee makes recommendations to the Care and Treatment Committee regarding oral health policies and procedures.

The Oral Health Care Subcommittee shall:

- Evaluate the Partnership's oral healthcare program in Miami-Dade County, including quality assurance and improvement efforts and make recommendations for quality improvement;
- Make recommendations regarding the Ryan White Part A Dental Formulary;
- Recommend oral health care treatment guidelines and standards of care for the Partnership programs in Miami-Dade County.

## **ARTICLE 3: Membership**

The Partnership shall maintain at all times a fair and open nominations process for the Partnership, standing committees and subcommittees.

### ***SECTION 3.1: Applications and Nominations***

#### **A. Partnership**

The Community Coalition Committee shall recruit, review and recommend nominees for initial appointment as general members on the Partnership. The committee shall forward names of nominees to the Partnership for review and recommendation for appointment to the Mayor of Miami-Dade County. In the case of public agency representatives the appropriate authority shall make the nomination subject to the review process and subsequent appointment by the Mayor of Miami-Dade County.

If the number of applicants within the categories of gender, race/ethnicity or geographic area does not reflect the demographic profile of the Miami-Dade County HIV/AIDS population, then the committee as a group will reconsider recommended appointments to assure that the composition of the Partnership reflects the HIV/AIDS epidemic. The committee will also assign applicants so that areas of interest are balanced to the fullest extent possible.

All members of the Partnership shall be permanent residents and electors of Miami-Dade County, unless the Board of County Commissioners, by a two-thirds vote of its membership, waives this requirement and shall have reputations for integrity and community service. Notwithstanding the qualified elector requirement stated herein, applicants for or members of the Partnership who are appointed to fill the seat of a former inmate of a local, state, or federal prison shall be exempt from the qualified elector requirement set forth herein (Section 2-1102 of the Code of Miami-Dade County).

#### **B. Partnership Alternates**

Nominations for alternates follow the same process for initial appointment as that followed for general members. In the case of HIV positive alternates, staff shall provide an analysis of current Partnership demographics for consideration in the review process; parity, inclusiveness and representation shall be taken into account. In the case of public agency alternates the appropriate authority shall make the nomination subject to the review process and subsequent appointment by the Mayor of Miami-Dade County.

#### **C. Appointment to Categories**

The Mayor shall designate at the time of appointment to the Partnership which category listed in Article 2 each member shall represent. The Mayor shall appoint at least one member from each category.

## **D. Standing Committees and Subcommittees**

Partnership members and alternates are appointed by the Partnership chair with Partnership approval to serve on individual standing committees and subcommittees.

Non-Partnership members may submit applications directly to the relevant committee or subcommittee for consideration and recommendation for membership by a majority vote. Appointments of non-Partnership members to committees and subcommittees shall be reported to the Partnership.

Applicants for the Partnership, standing committees and subcommittees must be permanent residents and electors of Miami-Dade County unless otherwise exempt by the Code of Miami-Dade County or granted a waiver by the Miami-Dade County Board of County Commissioners. Applicants shall have reputations of integrity, and community service, and possess the knowledge, skills and expertise relevant to the position for which they are applying and, as applicable, be currently employed in the field of expertise they wish to represent.

### ***SECTION 3.2: Term of Service***

The term of office for all members (Board, standing committees and subcommittees) shall be in accordance with Section 2-11.38.2 of the Code of Miami-Dade County. Members shall be appointed to terms not to exceed three (3) years, which shall end concurrently with the last day of the County's fiscal year (September 30). No member shall be permitted to serve more than two (2) consecutive and complete terms of three years except as required by law. In the event a member seeks a second term of office, their reappointment as a member of the Partnership shall comply with Section 3.1 of this article. Notwithstanding this, per Section 2-1102 of the Code of Miami-Dade County, members appointed to fill government or grantee seats are excepted from these requirements and shall serve as members of the Partnership for as long as they are designated by their respective agencies to serve in this capacity.

Members shall serve without compensation but shall be entitled to reimbursement for necessary authorized expenses incurred in the discharge of their duties pursuant to policies and procedures published by the County, State of Florida and the City of Miami.

### ***SECTION 3.3: Responsibilities***

All Partnership members must serve on at least one (1) standing committee as suited to the member's interests, skills and needs of the Partnership. At the discretion of the chair, Partnership members may be appointed to a committee.

Partnership alternates appointed by the Mayor shall serve not only as alternates for full members at Partnership meetings, but shall also serve as alternates on standing committees.

All members of the Partnership, standing committees and subcommittees are required to:

- Meet the requirements for membership as set forth in Sections 2-1102 and 2-11.38 of the Code of Miami-Dade County, as amended, and Articles 2, 3, 5 and 6 of the Miami-Dade HIV/AIDS Partnership Bylaws;
- Attend a new member orientation within the first three (3) months of appointment and comply with all other training requirements approved by the Partnership;
- Uphold the goals, objectives, policies and procedures of the Partnership;
- Comply with attendance requirements per Section 2-11.39 of the Code of Miami-Dade County, except that three (3) consecutive absences or five (5) absences excused\* or unexcused, in any fiscal year, may constitute grounds for removal\*\*;
- Contribute professional and personal expertise to further the work of the Partnership;
- Support the planning, needs assessment and priority setting processes of the Partnership;
- Prepare for meetings by reviewing agendas, minutes and other distributed meeting materials in order to facilitate the business of the Partnership; and
- Be able to devote a minimum of five (5) hours per month to Partnership activities.

\* An excused absence is defined as an absence for medical reasons, business reasons, personal reasons or any other reason which the Partnership, committee or subcommittee deems appropriate, per Section 2-11.39 of the Code of Miami-Dade County.

Pursuant to Section 2-11.38 of the Code of Miami-Dade County which states that “No member of any County board shall become a candidate for elective political office during his or her term. Should any member of a County board qualify as a candidate for elective political office, such qualification shall be deemed a tender of resignation from such board.”

\*\* Absences because of Partnership related business are not counted among the total number of absences.

### ***SECTION 3.4: Vacancies***

- A. As vacancies arise, they shall be publicly advertised. Applications for seats on the Partnership, standing committees and subcommittees are accepted on an ongoing basis. Applicants shall be notified when a vacancy occurs for which an applicant is qualified or for which an applicant has applied (See Section 3.1).
- B. All vacancies on the Partnership shall be filled by appointees of the Mayor. Alternates shall be appointed to full membership status by the Mayor.

## **SECTION 3.5: Removals**

### **A. Change in Position**

At such time as a member changes his/her professional responsibilities so that he/she no longer represents the constituency for which he/she was originally appointed, that member shall immediately resign and his/her seat shall be filled in accordance with the provisions contained herein. Notwithstanding this, or for the purpose of continuity, an appointed person's term can be extended until the Mayor has appointed a replacement.

### **B. Resignation**

Any member may resign at any time by written notice delivered in person, sent by mail or emailed to the relevant committee chair or staff. Any such resignation shall take effect at the time specified in the notice or, if not so specified, immediately upon receipt of the notice.

### **C. Attendance**

Partnership members who fail to comply with attendance requirements of this article may be recommended by a majority vote of the Partnership for removal by the Mayor.

Committee members who fail to comply with attendance requirements of this article may be removed by a majority vote of the respective committee.

### **D. Cause**

If any member fails to maintain the qualifications for membership set forth in Section 2-11.38 of the Code of Miami-Dade County, fails to maintain attendance requirements, voluntarily resigns, violates the Partnership's Code of Ethics (see Article 6), refuses to participate as a member of at least one standing committee, or for other good cause is subject to removal, the Partnership shall recommend removal of the member only after such member has been notified in writing and offered an opportunity to request a waiver by a two-thirds vote of the Partnership members in attendance. If a member loses representative status, the Partnership will seek removal as specified above and a waiver is not applicable.

The Partnership shall have the authority to recommend to the Mayor the removal of any duly appointed board member and may remove any non-member of a committee without prior approval from the Mayor for any of the above reasons. Recommendations for removal shall also be made for other good cause. Good cause means any cause consistent with all applicable Federal Laws and guidelines governing the Ryan White Program and 264.2 Sections 112 and 2-11.1(b) 2 of the Code of Miami-Dade County governing conflict of interest and ethical conduct of "autonomous personnel" (members of semi-autonomous authorities, boards and agencies entrusted with day-to-day policy setting, etc.).

## **ARTICLE 4: Officers**

The Partnership, standing committees and subcommittees shall have an elected chair and chair elect.

### ***SECTION 4.1: Officers***

#### **A. Partnership**

The Partnership shall elect a chair and a chair elect from among its members; they shall serve at the will of the Partnership. The chair and chair elect of the Partnership shall not personally provide, represent entities that provide, or otherwise possess a financial relationship with entities that provide HIV related services funded by programs under the purview of the Partnership.

#### **B. Partnership, Standing Committees and Subcommittees**

- Chairs and chairs-elect (officers) shall not be representatives of a grantee organization for any HIV/AIDS related program under the purview of the Partnership;
- At least one (1) officer of the Partnership must be a person living with HIV/AIDS;
- At least one (1) officer of all standing committees must be a Partnership member;
- Standing committees and subcommittees shall strive to elect at least one (1) officer who is a person living with HIV/AIDS;
- Officers shall be full voting members, not alternates;
- No individual shall serve as chair or chair elect of more than one committee.

### ***SECTION 4.2: Responsibilities***

#### **A. The Partnership Chair**

The Partnership chair shall:

- Have full voting rights at Partnership meetings and at all other committee meetings; and
- Make all appointments of Partnership members to standing committees, subcommittees and ad hoc committees. All appointments must be approved by the Partnership.

## **B. All Chairs**

All chairs shall:

- Preside at all meetings at which they are present;
- Exercise their right to vote at their respective meetings; and
- Maintain decorum, ensure the participation of all members and facilitate the enactment of business at all meetings.

## **C. The Chair Elect**

The chair elect shall act as chair in the chair's absence or inability to conduct business.

### ***SECTION 4.3: Term of Office***

Elected chairs of the Partnership, standing committees and subcommittees shall serve a one (1) year term. No elected chair may serve more than two (2) consecutive one-year terms. Upon conclusion of the first one year term in the month preceding election of a new chair elect, the chair shall indicate to the respective committee whether he or she wishes to remain for a second term. Approval of a second one-year term requires a majority vote. Upon conclusion of the chair's second one-year term or failing a majority vote of approval for a second term, the chair elect shall become chair and a new chair elect shall be elected.

An individual who has served as an officer of a committee may reapply to be nominated as an officer of the same committee after a minimum of one year following completion of the prior term.

### ***SECTION 4.4: Elections of Officers***

Elections for Partnership chair and chair elect shall be held in March of each year. Nominations for Partnership chair and chair elect shall be made in February of each year.

Elections of officers to standing committees and subcommittees shall be held in January of each year. Nominations of officers shall be made in the meeting prior to the scheduled election.

### ***SECTION 4.5: Removals and Vacancies***

An officer may be removed if a good cause case is presented to the Executive Committee and Partnership. Said officer may be removed for cause demonstrated by failure to execute the responsibilities of office or flagrant or repeated violations of the Partnership's Code of Conduct as prescribed by Article 6 of these bylaws. This may occur only after the officer has been duly

noticed of the charges and has been afforded the right to a hearing before the Executive Committee and/or the Partnership. In order to vote on the removal of an officer, a minimum of two-thirds of the Partnership must be in attendance. A vote to recommend removal of an officer must be carried by a seventy-five percent (75%) majority.

A vacancy in any office resulting from death, resignation, removal, expiration of term or other cause may be filled upon the nomination and election of a successor by the committee with the vacancy. The successor shall serve for the remainder of the predecessor's term.

## **ARTICLE 5: Meetings**

- A. All meetings must comply with Florida's Government in the Sunshine laws. The Florida Government in the Sunshine Law prohibits discussion outside a duly noticed meeting between any two (2) or more members of the Partnership, standing committees, or subcommittees regarding any matter of business that may come before the Partnership, standing committees or subcommittees. This prohibition extends to discussions via email and telephone.
- B. Public notice of all meetings shall be given in accordance with state and local requirements. Meetings shall be open to the public. The records, reports, transcripts, minutes, agenda and other documents which are made available to or prepared for or by the Partnership shall be made available for public inspection and copying at a single location consistent with Chapter 119 of the Florida Statutes and the Federal Advisory Council Act. Written notice shall be given at least thirteen (13) days in advance of any regularly scheduled Partnership meeting date.
- C. All members shall ensure compliance with the following:
  - 1. To notify the Partnership when she or he no longer meets the requirements for membership as set forth in Sections 2-1102 and 2-11.38 of the Code of Miami-Dade County and the Partnership Bylaws.
  - 2. To refrain from engaging in improper or illegal voting on Partnership matters.
  - 3. To refrain from engaging in improper or illegal representation as an agent of the Partnership on fiscal, legal and/or other Partnership matters.
  - 4. To refrain from engaging in fighting, threatening behavior and other gross violations of proper conduct at Partnership or committee meetings.
  - 5. To refrain from engaging in any breach of the public trust.
  - 6. To comply with the attendance requirements and other Partnership requirements, as provided for in Section 2-1102 of the Code of Miami-Dade County and further set forth herein.

7. To refrain from engaging in any negligent activities in the performance of any duty assigned to them by law.
- D. Notwithstanding Article 6, Section D, the Partnership shall establish rules of conduct developed by the Executive Committee and approved by the Partnership. All Partnership members shall sign a statement of intent to abide by the rules of conduct.
- E. Failure of a member to abide by the Partnership's rules of conduct may result in expulsion of the member from a meeting.
- F. When parliamentary procedures are not specified, Robert's Rules of Order shall prevail.
- G. The chairperson, or five (5) Partnership members upon written request to the chairperson, may call for a special meeting.
- H. The Partnership shall not transact business or exercise its powers unless a majority of the quorum in attendance agrees to the activity.

## **ARTICLE 6: Code of Ethics, Conflict of Interest, Government in the Sunshine, Grievances**

All members of the Partnership, standing committees and subcommittees (collectively referred to as "Members") shall comply with all applicable federal, state and county Code of Ethics governing financial interest, ownership or other business disclosure and conflict of interest rules, including those which pertain specifically to the Ryan White Program and except those which are specifically excluded by the Ordinance creating the Miami-Dade HIV/AIDS Partnership consistent with the enacting rules and regulations.

Members of the Partnership and non-Partnership members (collectively, "members") shall abide by the federal laws, Florida Statutes and the Code of Miami-Dade County regarding conflicts of interest, except that Section 2-11.1 (c) and (d) of the Conflict of Interest and Code of Ethics Ordinance of the County are waived for members transactions arising from the exercise of those powers given the members by the Ryan White Program. Notwithstanding this, members are governed by all other sections of the Conflict of Interest and Code of Ethics ordinance. Therefore, members may not vote on funding or other matters that directly affect their employer. Members may vote on funding recommendations that affect a specific category of service that includes themselves or their organization, but as under federal law, they may not vote on any funding recommendation that will specifically and directly benefit their organization. Pursuant to Miami-Dade Commission on Ethics and Public Trust Opinion Nos. 02-43 and 05-50, all members in specific service categories are prohibited from voting for funds in their specific service category if they are the sole provider of service in that category and the funding recommendation does not designate amounts or percentages amongst the various providers in a particular service category. Members with a conflict of interest must recuse themselves from voting, at the committee level, on any subject matter pertaining to the allocation of funds for a service category where the member has a conflict of interest. If a member believes he or she has

a conflict of interest, said member shall seek a written opinion from the Miami-Dade Commission on Ethics and Public Trust.

All members must comply with Florida's Government in the Sunshine Law, pursuant Article 5, Paragraph A of these bylaws.

All meetings must comply with Florida's Government in the Sunshine laws. The Florida Government in the Sunshine Law prohibits discussion outside a duly noticed meeting between any two or more members of the Partnership, standing committees, or subcommittees regarding any matter of business that may come before them. This prohibition extends to discussions via email and telephone.

The Partnership is required by the Ryan White Program to establish grievance procedures for addressing grievances with respect to funding. These grievance procedures are set forth in Addendum A to these bylaws and are hereby incorporated by reference.

## **ARTICLE 7: Staff Support**

The Partnership, standing committees and subcommittees shall have assistance from staff designated by the County Manager and other governmental agencies, and legal representation from the County Attorney's Office. The Partnership may allocate additional funds to provide for additional professional support for keeping the organizational records and carrying out its policies, procedures and programs in accordance with these bylaws and in conformity with applicable state laws and regulations, county ordinances, and applicable contracts.

Staff shall maintain and keep the records of the Partnership; prepare, in cooperation with the chair, the agenda for each meeting; be responsible for the preparation of reports, minutes signed by the Partnership chair or chair elect, documents, resolutions or correspondence as the Partnership may direct; and generally administer the business and affairs of the Partnership subject to budgetary restrictions. Staff assignments over and above duties spelled out in the staff support contracts require approval by the respective funding entity.

## **ARTICLE 8: Miscellaneous**

### ***SECTION 8.1: Reporting***

The chair or chair elect shall present to the Miami-Dade County Board of County Commissioners, Miami-Dade County Department of Health, City of Miami, and the general community on an annual basis a written report describing the Partnership's activities related to HIV/AIDS in housing, care and treatment services and prevention in Miami-Dade County.

Subject to the approval of the Partnership, from time to time the chair or chair elect may also present oral presentations and/or reports to the Miami-Dade Board of County Commissioners,

Miami-Dade County Department of Health, City of Miami, and the general community as the need arises.

## **SECTION 8.2: Amendments**

These bylaws may be adopted, amended or repealed by a two-thirds (2/3) vote of members present at a properly constituted meeting of the Partnership. Notice of all proposed amendments shall be emailed and/or mailed to each Partnership member at least 10 days prior to the meeting at which such amendment(s) is/are to be considered for adoption.

Following approval by two-thirds of Partnership members present at a properly constituted meeting and upon county attorney approval of legal form and sufficiency, these bylaws and subsequent amendments shall be effective immediately.

## **SECTION 8.3: Dissolution**

Each standing committee and subcommittee has the right to recommend its dissolution, upon completion of its assigned business or the purpose for its existence no longer exists, to the Partnership. A vote for dissolution must be carried by a two-thirds (2/3) majority at both the committee level and by the Partnership present at a properly constituted meeting.

## **ARTICLE 9: Definitions**

### **Ad Hoc Committee/Workgroup**

A group of individuals formed and used to address specific or immediate issues or needs and dissolved once the issue has been resolved.

### **AIDS Drug Assistance Program (ADAP)**

The AIDS Drug Assistance Program (ADAP) provides medications for the treatment of HIV disease. Program funds may also be used to purchase health insurance for eligible clients and to pay for services that enhance access, adherence, and monitoring of drug treatments. The program is funded through Part B of the Ryan White Program, which provides grants to states and territories.

### **AIDS Education and Training Centers (AETCs) Program**

The clinical training component of the Ryan White Program. A network of regional and national centers that train health care providers to treat persons with HIV/AIDS. The program seeks to improve health outcomes of people living with HIV/AIDS through training on clinical management of HIV disease in such areas as use of antiretroviral therapies and prevention of HIV transmission. The program targets providers who treat minority, underserved, and vulnerable populations in communities most affected by the HIV epidemic. HRSA 's HIV/AIDS Bureau, Division of Training and Technical Assistance, administers the AETC Program.

## **Alternate Member**

Non-voting members of the Partnership designated to fill particular membership slots. Alternates are appointed as voting members of a membership category only if the representative is unable to serve. Alternates may be assigned to vote at the committee level as needed. An alternate cannot be elected to serve in the capacity of chair or chair elect of the Partnership.

## **Board of County Commissioners (BCC)**

Miami-Dade Board of County Commissioners.

## **Committee/Standing Committee**

A body of more than one person, appointed by the Partnership or committee (in the case of non-Partnership members), to consider, investigate or take action on certain matters or subjects, or to do all of those things. Committees that are “standing committees” are constituted to perform a continuing function, and remain in existence permanently or for the life of the Partnership. Standing committees can only exist if they are constituted by specific provisions of the bylaws.

## **County**

Miami-Dade County, Florida.

## **Eligible Metropolitan Area (EMA)**

A metropolitan area with a cumulative total of more than 2,000 cases of AIDS during the most recent five-year period and a population of 50,000 or more and is therefore eligible for Ryan White Part A funding.

## **Ex-Officio Member**

Partnership members by virtue of holding a particular public office: a representative from the Office of the Mayor of Miami-Dade County and a representative from the Board of County Commissioners. Ex-officio members do not count as voting members or towards a quorum.

## **Federally Qualified Health Center (FQHC)**

Federally Qualified Health Centers are “safety net” providers such as community health centers, public housing centers, outpatient health programs funded by the Indian Health Service, and programs serving migrants and the homeless. The main purpose of the FQHC Program is to enhance the provision of primary care services in underserved urban and rural communities. Medicare pays FQHCs, which are considered suppliers of Medicare services, an all-inclusive per visit amount based on reasonable costs with the exception of psychological or psychiatric therapeutic services.

## **Funded Provider or Provider**

Any Partnership member who is, or any member with an immediate family member who is, an employee of an organization which receives funding from a Partnership program or of an agency which has publicly sought funding from a Partnership program. A Partnership program is one of the following: Ryan White Part A, Ryan White Part B, HOPWA, State of Florida General Revenue, and HIV Prevention Planning. A funded provider is also any Partnership member who is, or any member with an immediate family member who is, a lobbyist, consultant, or sub-

contractor for an organization which receives funding from a Partnership program or for an agency which has publicly sought funding from a Partnership program.

### **General Member**

Members, alternates and ex-officio members and/or membership categories representing private, non-governmental organizations and constituencies, including but not limited to persons representing the affected community, service providers and community leaders.

### **General Revenue**

State funds allocated to the networks and county health departments used to establish patient care clinics or programs to provide comprehensive health care services for persons infected with HIV/AIDS.

### **Grantee**

The applicable government entities receiving and dispensing funds.

### **Housing Opportunities for Persons with AIDS (HOPWA) Program**

A program administered by the U.S. Department of Housing and Urban Development, which supports housing assistance for persons living with HIV/AIDS. This program is currently locally administered by the City of Miami.

### **HRSA HAB**

U.S. Department of Health and Human Services HIV/AIDS Bureau

### **Mayor**

The Mayor of Miami-Dade County.

### **Miami-Dade HIV/AIDS Partnership (Partnership)**

The unified planning body/advisory board created pursuant to Section 2-1101, et seq. of the Code of Miami-Dade County to consolidate the activities of the HIV Health Services Planning Council (HHSPC) and the South Florida AIDS Consortium (SFAC), as required under Part A and Part B of the Ryan White Program, the Miami-Dade County HIV/AIDS Prevention Community Planning Group (DCPG), as required by regulations governing federal prevention funds; and to provide policy recommendations and advice to the City of Miami for the use of HOPWA Program funds.

### **Minority AIDS Initiative (MAI)**

Part of the Ryan White Program that provides funding for activities to evaluate and address the disproportionate impact of HIV/AIDS on racial and ethnic minorities. Metropolitan areas and states compete for funding to address disparities in access, treatment, care and health outcomes.

### **Non-Elected Community Leader**

A person not affiliated with a funded provider, who does not hold a publicly elected seat, and who can represent a substantial segment of the community and is recognized as such.

## **Officers**

Chairs and chairs-elect of the Partnership and each standing committee.

## **Parity, Inclusion and Representation (PIR)**

*Parity* is the condition whereby all members of the planning group have equal opportunity and capacity to provide input and to participate, as well as an equal voice in voting and other decision making activities. *Inclusion* is assurance that all affected communities are represented in the community planning process. *Representation* is assurance that those who are representing a specific community truly reflect that community's values, norms and behavior i.e., representation shall reflect gender, ethnicity and geographic area of the Miami-Dade County HIV/AIDS population.

## **Partnership**

Miami-Dade HIV/AIDS Partnership.

## **PLWHA**

Persons Living With HIV/AIDS.

## **Prevention**

Actions taken to reduce the incidence of HIV infection through education, information and outreach aimed at persons exhibiting high-risk behaviors for HIV infection and persons already HIV positive.

## **Ryan White CARE Act**

The Ryan White Comprehensive AIDS Resources Emergency (CARE) Act. Federal legislation created to address the emergency health care and service needs of people living with HIV. This legislation was newly enacted in 2006 as the Ryan White HIV/AIDS Treatment Modernization Act of 2006 (see below).

## **Ryan White HIV/AIDS Treatment Modernization Act of 2006 (Ryan White Program)**

Formerly the Ryan White CARE Act. Federal legislation designed to provide flexibility to respond effectively to the changing HIV/AIDS epidemic with an emphasis on providing life-saving and life-extending services for people living with HIV/AIDS across this country.

## **Ryan White Part A**

Ryan White Program funding for Eligible Metropolitan Areas and Transitional Grant Areas that are most severely affected by the HIV/AIDS epidemic to assist with funding for . Locally, these funds are administered by Miami-Dade County government.

## **Ryan White Part B**

Ryan White Program funding to states and territories to improve the quality, availability, and organization of health care and support services to individuals with HIV. States fund local activities. Part B also supports the AIDS Drug Assistance Program (ADAP). Locally, Part B funds are administered by the Miami-Dade County Department of Health.

## **Ryan White Part C - Capacity Building Grant Program**

Ryan White Program funding to eligible entities in their efforts to strengthen their organizational infrastructure and enhance their capacity to develop, enhance or expand high quality HIV primary health care services in rural or urban unserved areas and communities of color. Capacity building grant funds are intended for a fixed period of time (one to three years) and not for long-term activities. Capacity building grants do not fund any service delivery or patient care.

## **Ryan White Part C - Early Intervention Services (EIS)**

Ryan White Program funding for comprehensive primary health care for individuals living with HIV disease.

## **Ryan White Part D**

Ryan White Program funding for support services for women, infants, children and youth. Part D grants fund primary and specialty medical care, psychosocial services, logistical support and coordination, and outreach and case management.

## **Ryan White Part F**

Ryan White Part F comprises Special Projects of National Significance (SPNS), AIDS Education and Training Centers (AETC), Dental Programs and Minority AIDS Initiative (MAI); see individual definitions for details.

## **Ryan White Part F - Dental Reimbursement Program**

The HIV/AIDS Dental Reimbursement Program supports access to oral health care for individuals with HIV infection by reimbursing dental education programs for non-reimbursed costs incurred in providing such care.

## **Special Projects of National Significance (SPNS)**

The SPNS Program is considered the research and development arm of the Ryan White Program and provides the mechanisms to assess the effectiveness of particular models of care, support innovative program designs and promote duplication of effective program outcomes

## **Stakeholder**

An individual or member of an identifiable group having an interest in the issue of HIV/AIDS in Miami-Dade County.

## **State**

State of Florida.


## **Subcommittee**

A body created specifically by the bylaws or appointed by a committee to fulfill certain tasks of that committee. The subcommittee does not report directly to the Partnership, but only to that committee. Members of subcommittees shall be members of the appointing committee, unless otherwise authorized by the Partnership in cases where the committee is appointed to take action that requires the assistance of others.

**Transitional Grant Area (TGA)**

Cities that have at least 1,000, but not more than 1,999 cumulative AIDS cases during the most recent five years, and a population of 50,000 or more persons, and are therefore eligible for Ryan White Part A funding.

Approved As to Form and Legal Sufficiency:

By:   
\_\_\_\_\_  
Terrence A. Smith  
Assistant County Attorney

Date: November 13, 2007