Washington State
HIV PLANNING STEERING GROUP

CHARTER AND BY-LAWS

Enacted by the Washington State HIV Planning Steering Group on April 17, 2014

DOH 150-068 February 2015

© 2014 Published by
The HIV Planning Steering Group (HPSG) and the Washington State Department of Health, Infectious Disease Prevention Section and HIV Client Services

TABLE OF CONTENTS

ARTICLE	Topic	Page
ARTICLE I.	**Name**	1
ARTICLE II.	**Purpose**	1
ARTICLE III.	**Membership**	1
SECTION 1	Composition	1
SECTION 2	Residency	1
SECTION 3	Roles, Responsibilities and Qualities	1
SECTION 4	Recruitment, Appointment and Retention	2
SECTION 5	Length of Term	2
SECTION 6	Attendance	2
SECTION 7	Leave of Absence	2
SECTION 8	Conduct	2
SECTION 9	Member Removal	3
SECTION 10	Complaints	3
SECTION 11	Proxies	3
SECTION 12	Vacancies	3
SECTION 13	Membership Support	3
ARTICLE IV.	**Officers**	4
SECTION 1	Positions	4
SECTION 2	Responsibilities	4
SECTION 3	Appointment and Nominations / Elections	5
SECTION 4	Resignation	5
SECTION 5	Vacancies	5
ARTICLE V.	**Executive Committee**	6
SECTION 1	Role	6
SECTION 2	Composition	6
SECTION 3	Meetings	6
SECTION 4	Quorum	6
ARTICLE VI.	**Governance of Meetings**	6
SECTION 1	Quorum	6
SECTION 2	Attendance	7
SECTION 3	Meeting Agenda and Report	7
SECTION 4	Open to Public	7
SECTION 5	Decision Making	7
SECTION 6	Conflict of Interest	8
SECTION 7	Voting	8
ARTICLE VII.	**Committees and Workgroups**	8
SECTION 1	General	8
SECTION 2	Composition	8
SECTION 3	Committee / Work Group Chairs	8
SECTION 4	Decision Making	8
ARTICLE VIII.	**Complaints Procedure**	8
ARTICLE IX.	**Policies and Procedures**	9
ARTICLE X.	**Books and Records**	9
ARTICLE XI.	**Amendments**	9
ARTICLE XII.	**Ratification**	9
ARTICLE XIII.	**Dissolution**	9

Washington State HIV Planning Steering Group
CHARTER AND BY-LAWS

ARTICLE I. Name

The name of the planning group will be Washington State HIV Planning Steering Group, referred to in this document as "HPSG."

ARTICLE II. Purpose

The HPSG will work collaboratively with the Washington State Department of Health (DOH) to develop the Washington State Strategic HIV Plan (Plan) to decrease new HIV infections and assure individual level health outcomes for all persons living with HIV regardless of health care coverage or geographic location in Washington State.

ARTICLE III. Membership

SECTION 1: Composition

The HPSG will consist of no less than fifteen (15) and no more than twenty (21) members. Members will be considered rotating members with the exception of DOH HIV Standing Member (Governmental Co-Chair), who serves ex officio. Rotating Members shall be recruited and appointed to embody planning qualities outlined by the HPSG and to fill gaps in skills, expertise and high risk populations. The HPSG will strive to have at least three members be persons living with HIV. Notwithstanding these limitations, the HPSG may act where the HPSG is unable, in good faith, to meet the percentage and/or numeric requirement. Vacancies will not prevent the HPSG from conducting business unless total HPSG membership is less than twelve (12).

SECTION 2: Residency

All members elected or appointed to the HPSG must live or work in the State of Washington.

SECTION 3: Roles, Responsibilities and Qualities

Roles, responsibilities and qualities of HPSG members are defined in ARTICLE III, SECTION 3 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 4: Recruitment, Appointment and Retention

Recruitment and appointment of Rotating Members shall be conducted through an open, competitive process and be guided by the *Recruitment, Appointment and Retention* policy. The

current policy can be found in ARTICLE III, SECTION 4 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 5: Length of Term

The term for an HPSG member shall commence on January 1 and end December 31. HPSG members are elected or appointed to a two-year term. If, at the end of a term, a member wishes to remain on the planning group, he/she may request to be reappointed by the Executive Committee for one (1) additional year, successively. Reappointment shall be at the discretion of the Executive Committee. Rotating Members may serve a maximum of four (4) years. However, if a Rotating Member is elected to the position of Community Co-Chair-elect after serving three (3) years on the HPSG, he/she may serve up to six (6) years in order to fulfill the term obligation of the Community Co-Chair-elect, Community Co-Chair and Immediate Past Community Co-Chair positions. Any member is eligible to reapply for HPSG membership after a two (2) year absence. If an HPSG member is appointed mid-year to fill a membership vacancy (ARTICLE III, SECTION 12, *POLICIES AND PROCEDURES MANUAL)* their membership term shall commence the following January.

Notwithstanding the provisions of this section, terms for initial membership may be set by the HPSG Executive Committee or duly authorized Membership Committee, with approval by the HPSG, to constitute the HPSG and to establish a stagger in member terms.

SECTION 6: Attendance

Attendance is defined as physically attending a meeting of the HPSG. Attendance at regularly scheduled HPSG meetings is mandatory. Automatic removal results when a member accrues two (2) absences in the twelve (12) month planning cycle (January 1 – December 31) Attendance at committee meetings, as defined by ARTICLE III, SECTION 6 of the *POLICY AND PROCEDURES MANUAL*, is expected.

SECTION 7: Leave of Absence

No leave of absence will be granted to HPSG members. HPSG members are allowed regular absences as described in ARTICLE III, SECTION 6 of the *CHARTER AND BY-LAWS*.

SECTION 8: Conduct

Members shall comport themselves in a manner that is conducive to the effective conduct of business, to robust and informed discussion and to good order, as provided in the *Conduct* policy for HPSG members. The current policy can be found in ARTICLE III, SECTION 8 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 9: Member Removal

An HPSG member is automatically removed from the HPSG when he/she accrues two (2) absences from regularly scheduled HPSG meetings in one (1) calendar year as described in ARTICLE III, SECTION 6 of the *CHARTER AND BY-LAWS*.

An HPSG member interfering with or preventing the HPSG from conducting business will be referred to the Executive Committee for intervention and recommendation for removal. The Executive Committee will make a recommendation on the referred member to the full HPSG for a formal vote. A two-thirds (2/3) majority of those present and voting is required for removal.

The current policy for *Member Removal* can be found in ARTICLE III, SECTION 9 of the *POLICY AND PROCEDURES MANUAL.*

SECTION 10: Complaints

Any complaints concerning HPSG, including the planning processes, must be addressed in accordance with ARTICLE VIII of the *CHARTER AND BY-LAWS*.

SECTION 11: Proxies

There will be no proxies. Duly elected or appointed HPSG members must participate in and vote on HPSG business in person.

SECTION 12: Vacancies

Total membership below fifteen (15) creates a vacancy in the HPSG. Any vacancy shall be filled as provided in the *Recruitment, Appointment and Retention* policy. The current policy can be found in ARTICLE III, SECTION 4 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 13: Membership Support

DOH shall provide all appropriate data, including epidemiological data, to and cooperate with the HPSG to the extent that is necessary for the prudent development of the Plan. In order to preserve confidentiality or proprietary information, DOH may place appropriate limitations on the receipt and use of such data. DOH shall also provide all necessary technical assistance, staff support and funding necessary to the reasonable performance of the duties of the HPSG, with the appropriate oversight to insure that all expenditures are allowable, actual, appropriate and timely, as further provided in the *Membership Support* policy. The *Membership Support* policy will address issues related to reimbursement for attending HPSG meetings and travel to outside functions. The current policy can be found in ARTICLE III, SECTION 13 of the *POLICY AND PROCEDURES MANUAL*.

ARTICLE IV. Officers

SECTION 1: Positions

There will be two Co-Chairs of the HPSG: a Governmental Co-Chair and a Community Co-Chair. The Community Co-Chair serves in that capacity for one (1) year.

There will be a Community Co-Chair-elect who is a Rotating Member. The Community Co-Chair elect serves in that capacity for one (1) year, after which he/she becomes the Community Co-Chair for one (1) year.

There will be an Immediate Past Community Co-Chair who is a Rotating Member that held the position of Community Co-Chair during the previous year. The Immediate Past Community Co-Chair serves in his or her capacity for one (1) year.

SECTION 2. Responsibilities

Primary responsibilities for the HPSG Community and Governmental Co-Chairs include:

- Supporting the purpose of HPSG as defined in the *CHARTER AND BY-LAWS*.
- Guiding the HPSG in accomplishing its purpose and goals.
- Presiding at all meetings of the full HPSG and the HPSG Executive Committee.
- Providing guidance to HPSG members to ensure understanding and participation in the community planning process.
- Signing letters and official documents as directed by the HPSG (including the Centers for Disease Control and Prevention letter of concurrence and Health Resources Services Administration documents as necessary).
- Facilitating communication between members, the community-at-large and DOH.

Primary responsibilities for the HPSG Community Co-Chair-elect include:

- Supporting the purpose of the HPSG as defined in the *CHARTER AND BY-LAWS*.
- Attending and participating in all Executive Committee meetings.
- Preparing to preside over regular meetings of the HPSG.
- Developing the capacity to provide guidance to HPSG members to ensure understanding and participation in the community planning process.
- Understanding the *CHARTER AND BY-LAWS* and *POLICY AND PROCEDURES MANUAL* and preparing to fulfill the roll and responsibilities of the Community Co-Chair.
- Facilitating communication between members, the community-at-large and DOH.

Primary responsibilities for the Immediate Past Community Co-Chair include:

- Supporting the purpose of HPSG as defined in the CHARTER AND BY-LAWS.
- Attending and participating in all Executive Committee meetings.
- Providing historical context relevant to current planning processes and activities to the

HPSG membership.

- Providing ongoing communication of current planning processes and activities to non-HPSG constituencies.
- Coordinating with DOH to mentor, educate and empower HPSG members and other community members to maximize understanding and meaningful participation in the planning process.

SECTION 3. Appointment and Nominations / Elections

The DOH HIV Standing Member, as designated by DOH and serving *ex officio*, shall serve as the Governmental Co-Chair. The full HPSG will annually elect a Rotating Member to serve as the Community Co-Chair-elect for one (1) year. Any Rotating Member with at least one (1) year remaining on her/his term is eligible to run for Community Co-Chair-elect. The Community Co-Chair-elect will be automatically appointed as Community Co-Chair the following year. The Community Co-Chair will be automatically appointed as the Immediate Past Community Co-Chair the next year. The current policy for *Nominations and Elections of Community Officers* can be found in the ARTICLE IV, SECTION 3 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 4. Resignation

An Officer may resign the position at any time by written notice to the remaining Officers of the Executive Committee. The resignation will take effect at the time specified in the notice or, if no time is specified, on receipt.

SECTION 5. Vacancies

In the event of a vacancy in the office of Community Co-Chair, the Community Co-Chair-elect will fill the position for the remainder of the year and may continue to serve the following year as Community Co-Chair.

In the event of a vacancy in the office of Governmental Co-Chair, DOH will name a Governmental Co-Chair within 30 days of the vacancy.

In the event of a vacancy of Community Co-Chair-elect, the HPSG will hold an election within 60 days of the position being vacant. The terms of the Community Co-Chair-elect and the Community Co-Chair shall run concurrently.

In the event of a vacancy in the Immediate Past Community Co-Chair, the position will remain vacant until the current term of the sitting Community Co-Chair expires, at which time he/she will become Immediate Past Community Co-Chair.

ARTICLE V. Executive Committee

SECTION 1. Role

The HPSG will be governed by the Executive Committee. The Executive Committee will have power to manage the business of the HPSG, including, but not limited to, determining and carrying out the full scope of work for the HPSG and except as otherwise provided herein. The Executive Committee is responsible for setting the agenda for HPSG meetings and conducting HPSG business between meetings.

SECTION 2. Composition

The Executive Committee will be made up of the following designated Officers of the HPSG:

- Community Co-Chair
- Governmental Co-Chair
- Community Co-Chair-elect
- Immediate Past Community Co-Chair

SECTION 3. Meetings

The Executive Committee meetings will be held at such times and places as are determined by the Committee.

SECTION 4. Quorum

A quorum of the Executive Committee consists of one-half (1/2) of its members, providing at least one Co-Chair is in attendance.

ARTICLE VI. Governance of Meetings

SECTION 1. Quorum

A quorum of the HPSG consists of one-half (1/2) of its voting membership, rounded up to the nearest whole person. Vacant seats on the HPSG are not counted in determining a quorum. Members of the public attending meetings of the HPSG are not included in determining a quorum.

SECTION 2. Attendance

In-person attendance at regularly scheduled HPSG meetings is mandatory. Attendance will be taken via sign-in sheets. In accordance with ARTICLE III, SECTION 9 of the CHARTER AND BY-LAWS, automatic removal results when a member accrues two (2) absences from meetings of the HPSG in one (1) calendar year. The current policy for *Attendance* can be found in ARTICLE III, SECTION 6 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 3. Meeting Agenda and Report

The HPSG Co-Chairs, or their designee, will create the proposed agenda for meetings of the full HPSG, subject to the approval and revision of the Executive Committee. Draft agendas created by the Co-Chairs will be distributed to the HPSG reasonably prior to the full HPSG meeting. The HPSG may amend the draft meeting agenda at the beginning of each HPSG meeting per the decision making policy found in ARTICLE VI, SECTION 4 of the CHARTER AND BY-LAWS.

A written report of each meeting of the HPSG will be developed by DOH, distributed to all members in a timely fashion prior to the next scheduled meeting and approved by the HPSG at the next scheduled meeting.

SECTION 4. Open to Public

All meetings of the HPSG are open to the public in conformance with the Open Public Meetings Act, RCW 42.30.

SECTION 5. Decision Making

A quorum of the HPSG must be present at any meeting where business is to be conducted or where a formal vote or decision is to be made. Any vote taken or decision made during a meeting without a quorum is advisory only.

Except where otherwise determined by the HPSG Co-Chairs and / or unless alternate decision making policies have been specified in the HPSG *POLICY AND PROCEDURES MANUAL*, Robert's Rules of Order will be followed in all cases where the HPSG is taking action specifically requiring an enumerated vote. A decision of the HPSG shall not be invalidated where the HPSG acted in substantial compliance with Robert's Rules of Order.

For all other actions, consensus is the preferred decision-making mechanism, except that any three (3) members in combination may request an enumerated vote on any matter for decision. Such enumerated vote shall be determined by a simple majority of those persons voting, which shall become the decision of the HPSG.

Any member abstaining to vote shall state his or her reasons for so doing for the record.

SECTION 6. Conflict of Interest

Members of the HPSG should, to the extent practicable, act without conflict of interest. Where such conflict of interest exists, or appears to exist, the member shall disclose the conflict of interest to the HPSG as provided in the *Conflict of Interest* policy. The current policy can be found in ARTICLE VI, SECTION 5 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 7. Voting

Each member is entitled to one vote for each HPSG item of business.

ARTICLE VII. Committees and Work Groups

SECTION 1. General

Committees and work groups may be proposed by the Executive Committee at any time to meet the operational needs of the HPSG. The Executive Committee will submit their proposal to create a committee or work group, including a scope of work for the committee or work group, to the HPSG for a simple majority vote. At any point, the HPSG can change the scope of work of a committee or work group with a simple majority vote.

SECTION 2. Composition

HPSG committees and work groups will be primarily made up of HPSG members. Committees and work groups may include persons who are not members of the HPSG. However, non-planning group members will have no voting rights.

SECTION 3. Committee / Work Group Chairs

The HPSG Co-Chairs will appoint committee or work group chairs. The current policy for *Nominations and Elections of Committee Chairs* can be found in the ARTICLE VII, SECTION 3 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 4. Decision Making

Committee and work group chairs will determine an appropriate decision-making process for their respective committee / work group. Any action, proposal or decision made by a committee or work group will be submitted to the HPSG for ratification or modification at its next regular meeting following such committee / work group action, proposal or decision.

ARTICLE VIII. Complaints Procedure

A *Complaints* policy for HPSG members will be established by the Executive Committee and duly approved by the full HPSG. The policy will define complaints for which a member has grounds for dispute and a procedure for filing a grievance. The current policy can be found in ARTICLE VIII of the *POLICY AND PROCEDURES MANUAL*.

ARTICLE IX. Policies and Procedures

The HPSG shall adopt concurrently with this CHARTER AND BY-LAWS a *POLICY AND PROCEDURES MANUAL* to implement fully the provisions of this CHARTER AND BY-LAWS. Such policies and procedures may only be amended in a form and manner consistent with the

provisions of the CHARTER AND BY-LAWS. In the case of any conflict, the provisions of the CHARTER AND BY-LAWS shall supersede those of the *POLICY AND PROCEDURES MANUAL.*

ARTICLE X. Books and Records

DOH will keep meeting reports for the HPSG of all proceedings and such other books and records as may be required for the proper conduct of its business and affairs.

ARTICLE XI. Amendments

This *CHARTER AND BY-LAWS* may be amended at any regular or special meeting. Written notice of the proposed *CHARTER AND BY-LAWS* amendment will be delivered to each member at least ten (10) days prior to the date of the meeting. *CHARTER AND BY-LAWS* changes require a two-thirds (2/3) majority vote of current HPSG membership.

ARTICLE XII. Ratification

This *CHARTER AND BY-LAWS* goes into effect upon a two-thirds (2/3) majority vote of the HPSG membership.

ARTICLE XIII. Dissolution

The HPSG has been formed to assist DOH in the HIV planning process. The HPSG may be dissolved by a two-thirds (2/3) majority vote of the HPSG membership or by a DOH governmental mandate.

For people with disabilities, this document is available on request in other formats. To submit a request, please call 1-800-525-0127 (TDD/TTY call 711)