

## **Kentucky HIV/AIDS Planning & Advisory Council (KHPAC) Bylaws**

### **Article I. Name**

This council is established by the authority of the Kentucky General Assembly, KRS 214.640, in conjunction with Centers for Disease Control and Prevention (CDC), and Health Resources and Services Administration (HRSA) requirements for Community Planning Services for Kentucky, on January 1, 2006. This council will hereinafter be referred to as the Kentucky HIV/AIDS Planning & Advisory Council (KHPAC).

### **Article II. Mission**

#### **Section A. Mission**

KHPAC serves as the voice of communities infected and affected by HIV/AIDS in planning a coordinated statewide response to the epidemic.

#### **Section B. Role**

1. The role of KHPAC is to collaborate in planning a coordinated statewide response to HIV/AIDS by:
  - a. Identifying and prioritizing HIV/AIDS prevention and care needs in Kentucky.
  - b. Developing HIV/AIDS policy recommendations for the Cabinet for Health and Family Services and for state legislature.
  - c. Recommending policy implementation strategies to the Cabinet.
  - d. Evaluating the responsiveness of the Cabinet and state legislature to recommendations as prescribed by the CDC Guidelines for HIV/AIDS Prevention Community Planning as well as by applicable HRSA guidelines.
2. KHPAC's role is accomplished annually by assisting with the completion of instruments:
  - a. An Annual Report, which summarizes KHPAC's findings and recommendations concerning HIV/AIDS prevention and care needs in Kentucky.
  - b. A Comprehensive HIV Prevention Plan for the Commonwealth of Kentucky.
  - c. A Letter of Concurrence/Non-Concurrence to accompany the completed Kentucky CDC Prevention Grant Application.
  - d. Letter of Review to be submitted to the State Ryan White Program Administrator regarding the completed HRSA Ryan White Application.
  - e. Review and revise Kentucky's Ending the HIV Epidemic (EHE) Strategic Plan with HIV/AIDS Sections staff as needed.

### **Article III. Membership**

#### **Section A. Membership**

1. KHPAC, to the extent permitted by available staffing and funding, shall consist of no more than thirty (30) members.
2. For the purposes of HIV/AIDS Prevention and Care planning, advising, and reporting requirements as mandated in KRS 214.640, the 2003-2008 HIV Prevention Community Planning Guidance, and Health Resources and Services Administration Planning Guidance of 2004. KHPAC membership shall be drawn from the following:
  - a. The commissioner of the Department for Public Health or his/her designee;
  - b. The commissioner of the Department for Medicaid Services or his/her designee;

- c. Representatives of other state agencies or boards that provide services to clients of HIV or AIDS services or that provide education to professionals who come into contact with HIV or AIDS clients, as designated by the Governor;
  - d. Physicians representing different geographic regions of the state;
  - e. Persons with HIV/AIDS; and
  - f. Representatives of community-based organizations from different geographic regions of the state.
3. To the extent possible, membership of the council shall reflect the epidemiology of the HIV/AIDS epidemic in Kentucky.
  4. The members designated in (a) to (c) of this section shall serve for the duration of service in their offices, subject to removal for cause by the Governor.

### **Section B. Length of Terms**

1. Members shall serve for a term not to exceed four (4) consecutive years.
2. Members may be reappointed, but shall not serve for more than two (2) consecutive terms.
3. After two (2) consecutive terms, a member must wait one (1) year before reapplying for membership. During that time, the individual may continue to attend KHPAC meetings as a visitor.
4. Appointments of individuals or committees may not exceed the term of office of the appointing authority.

### **Section C. Appointment and Removal**

New members are appointed by the Governor or the Governor's designee (Cabinet).

1. Criteria for selecting new members should ensure that membership reflects, as much as possible, the epidemic in the jurisdiction (i.e., age, race/ethnicity, gender, sexual orientation, geographic distribution, and risk for HIV infection). This consideration process must include specific areas of expertise as defined by CDC Community Planning Guidance and KRS 214.640.
2. KHPAC Boards and Commission applications are to be mailed to 275 E. Main, HS2E-C, Frankfort, KY 40621 to the attention of the HIV/AIDS Section.
3. The Co-Chairs will review applications and complete the membership matrix indicating categories represented by prospective members. Applications will be presented to the full membership for consideration based upon CDC and HRSA membership requirements.
4. Applicants to KHPAC whose names have been forwarded to the Governor/Governor's designee (Cabinet) for appointment will have voting rights and will be eligible for travel, incentives, or overnight stay reimbursements as funding allows.
5. The membership of KHPAC shall be evaluated by the Executive Committee annually. The evaluation process will take into consideration factors such as attendance and participation.
6. The Executive Committee may recommend a member's removal for good cause, which shall be subject to approval by the general membership and by the Governor or Governor's designee (Cabinet). Good cause includes but is not limited to attendance pursuant to Article III, section D.

7. Elected Executive Committee officers may be removed for good cause by a two-thirds (2/3) vote of the general KHPAC membership.
  - Voting on a motion to remove an officer may be held no earlier than thirty (30) days after the motion was moved and seconded.
  - The voting process must be conducted by secret ballot.
8. The KHPAC general membership may recommend the removal of the State Co-Chair for good cause.
  - Voting on a motion of 'no confidence' in the State Co-chair may be held no earlier than thirty (30) days after the motion was moved and seconded.
  - The voting process must be conducted by secret ballot.
  - The Executive Committee shall immediately provide a written report of the vote of 'no confidence' and its context to the Cabinet. Removal and subsequent replacement of the State Co-chair is entirely at the discretion of the Cabinet.

#### **Section D. Attendance**

1. KHPAC Members are expected to attend all scheduled meetings which will be established annually.
2. All meetings will be accessible through a virtual meeting platform.
3. Members may join the meeting via teleconference if travel to meeting location will impose a hardship.
4. Excused absences are at the discretion of the Co-chairs. Members must directly notify the assigned Co-Chairs prior to any absence from a scheduled KHPAC meeting, including ad-hoc and other committee meetings.
5. Any member who misses a scheduled meeting without an excused absence will be considered to have forfeited his/her membership.
6. Any member who misses more than fifty percent (50%) of the meetings in a calendar year, regardless of excuse, shall be considered to have forfeited his/her membership.
7. Members whose circumstances require them to forfeit their membership during a given calendar year may reapply for membership during the following year by submitting a new application by November of the year before which they are applying (e.g. for 2022 membership, applications must be submitted by November of 2021). A member whose circumstances require forfeiture of membership may continue to attend KHPAC meetings as a non-voting guest.

#### **Section E. Resignation**

1. Members may resign at any time by providing written notification to the Executive Committee.

### **Article IV. Governance**

#### **Section A. Executive Committee**

1. An Executive Committee shall be established consisting of six (6) total members. Five (5) members will be elected from the general council membership and the Cabinet will appoint one (1) member. Executive Committee membership should be reflective of the communities infected and affected by HIV/AIDS.
2. The executive committee will be responsible for:
  - a. Oversight, organization, and attendance of meetings;

- b. Participating in meeting discussion;
  - c. Maintaining and preserving KHPAC records;
  - d. Evaluating members based on attendance and participation;
  - e. Recommending member removal;
  - f. Providing written reports to the cabinet for votes of 'no-confidence;'
  - g. Orientation of new members;
  - h. Changing meeting dates if the need arises;
  - i. Creation of ad-hoc committees;
  - j. Investigating any and all grievances;
  - k. Following the rules and guidelines stated in both the bylaws and code of conduct;
  - l. Ensuring funds are accounted for; and
  - m. Presenting a full statement at the annual membership meeting of the general membership, showing in detail the condition and affairs of the council.
3. The executive Committee will also create meeting agendas, record meetings, and distribute meeting minutes.
  4. State and Community Co-Chairs or their designee from the Executive Committee will stand as presiding officer(s) for each meeting.
  5. The KHPAC Executive Committee Officers shall consist of:
    - a. one (1) Community Co-chair (elected by the KHPAC general membership)
    - b. one (1) State Co-chair (provided by the Cabinet)
    - c. one (1) Care and Prevention Committee Chairperson
    - d. one (1) Policy and Promotion Committee Chairperson, and
    - e. two (2) members at large.
  6. The State Co-chair shall be a non-voting member.
  7. Executive Committee Officers will be elected by the end of the calendar year.
  8. The term of Executive Committee Officers shall be two (2) years.
  9. An Executive Committee Officer may serve no more than two (2) consecutive terms in any office.
  10. If an officer of the Executive Committee resigns or is removed before the end of their term, the Executive Committee shall nominate one (1) person, and accept any nominations from KHPAC at large to replace the existing Executive Committee officer. A simple majority vote will be taken to select a replacement member to complete the remaining term. Election or reaffirmation shall then occur as per the Bylaws.
  11. If a vacancy occurs in the Community Co-Chair position of the Executive Committee, KHPAC shall elect a new officer no less than sixty (60) days after resignation or removal of the previous Co-Chair.
  12. As stated in Article III, Section C: Elected Executive Committee officers may be removed for good cause by a two-thirds (2/3) vote of the general KHPAC membership. Voting on a motion to remove an officer may be held no earlier than thirty (30) days after the motion was moved and seconded.
    - a. The voting process must be conducted by secret ballot.
  13. As stated in Article III, Section C: The KHPAC general membership may recommend the removal of the State Co-chair for good cause. Voting on a motion of 'no confidence' in the State Co-chair may be held no earlier than thirty (30) days after the motion was moved and seconded.
    - a. The voting process must be conducted by secret ballot.

- b. The Executive Committee shall immediately provide a written report of the vote of 'no confidence' and its context to the Cabinet. Removal and subsequent replacement of the State Co-chair is entirely at the discretion of the Cabinet.

### **Section B. General Membership**

1. A general membership of twenty-four (24) will be established by the executive committee and the governor.
2. General Membership will be responsible for:
  - a. Attending a minimum of fifty percent (50%) of all KHPAC Meetings,
  - b. Participating in discussion at each meeting,
  - c. Voting on meeting affairs,
  - d. Voting on member removals,
  - e. Recommending the removal of State Co-Chair if there is good cause,
  - f. Discussing and/or choosing to volunteer for standing committee membership,
  - g. Working towards KHPAC's mission to plan and coordinate statewide response, and
  - h. Following the rules and guidelines stated in both these bylaws and the KHPAC Code of Conduct.

### **Section C. Standing Committees**

1. There shall be two (2) standing committees: 'Care and Prevention' and 'Policy and Promotion.'
2. The 'Care and Prevention' Committee is charged with:
  - a. Collaborating on the development of a Comprehensive HIV Prevention Plan.
  - b. Reviewing the completed Kentucky CDC HIV Prevention grant application.
  - c. Letter of Concurrence/Non-Concurrence for the completed Kentucky CDC HIV Prevention grant application.
  - d. Reviewing the completed HRSA Ryan White application.
  - e. Providing written advisement to the State Ryan White Program.
3. The 'Policy and Promotion' Committee is charged with:
  - a. Producing an Annual Report, which summarizes KHPAC's findings and recommendations concerning HIV/AIDS prevention and care needs in Kentucky.
  - b. Submitting the Annual Report for review by the general membership of KHPAC and to the Kentucky General Assembly and Interim Joint Committee on Health and Welfare prior to September 1 of each year.
4. Standing Committee membership shall be on a volunteer basis and determined by discussion among the general membership with guidance from the standing committee Chairs and Community and State Co-Chairs.

### **Section D. Ad-Hoc Committees**

1. Only the Executive Committee has the authority to appoint ad-hoc committees, such as an ad-hoc committee consisting of only persons with HIV (PWH).
2. Ad-hoc committees shall report to the Co-chairs, the Executive Committee, or to the whole body of KHPAC in the same manner as other committees of KHPAC.
3. The Executive Committee will dissolve ad-hoc committees and appointments at a time the Executive Committee consider such to have completed their tasks.

## **Section E. Presiding Officer(s)**

1. Meetings will be presided over by the State and Community Co-Chairs or their designee from the Executive Committee.
2. The presiding officer(s) responsibilities are as follows.
  - a. The presiding officer(s) are responsible for the orderly conduct of business at each meeting and shall preserve order and decorum.
  - b. The presiding officers shall ensure KHPAC business is conducted efficiently by enforcing the rules of debate; the presiding officer shall not monopolize discussion.
3. During meetings, remarks are addressed through the presiding officer, not to individual members or members of the public without the presiding officer's consent.
4. Members of KHPAC may speak in turn as recognized by the presiding officer.
5. Members of the public may be permitted to address KHPAC as appropriate and as recognized by the presiding officer.
6. When more than one (1) individual requests the floor, the presiding officer shall establish a queue.
7. Time limits for speaking may be established by the presiding officer.
8. The presiding officer may restrict an individual from speaking when the individual's comments are repetitive or not germane to the issue. Restrictions shall not be applied so as to limit the public's right to participate.
9. KHPAC members may overturn a decision of the presiding officer by a majority vote.
10. At no time shall the presiding officer or a KHPAC member engage in any personally offensive or abusive remarks.
11. The presiding officer shall call any member to order who violates any section of the Code of Conduct. If a member is called to order while speaking, that person shall cease speaking until the question of order is determined.
12. The presiding officer may issue warnings to KHPAC members/attendees and may also take other appropriate action to ensure compliance with the Code of Conduct and KHPAC's Bylaws. Such action may be (but not limited to) removal from the meeting, suspension of member privileges, etc.

## **Article V. Meetings**

1. All meetings of KHPAC are held in compliance with the Kentucky Open Meetings Law. As such, all regular meeting dates will be chosen for the following year at the last regular meeting of the previous year. (2022 meeting dates will be decided at the last meeting of 2021).
2. The executive committee may permit members to participate in meetings through the use of teleconference, video conference, or other means of electronic communication by which all persons participating in the meeting can communicate with each other and such participation in the meeting shall constitute presence at the meeting.
3. For virtual meetings, KHPAC Governance must clearly state that the meeting will be a video teleconference; and precisely identify a primary location of the video teleconference where all members can be seen and heard and the public may attend in accordance with KRS 61.840.

4. During times in which physical attendance may be blocked by current events, such as a global pandemic, state of emergency, natural disaster, etc., all meetings will be held virtually.
5. As stated in Article IV. Section E: Meetings will be presided over by the State and Community Co-Chairs or their designee from the Executive Committee.
6. All meetings will be conducted according to the most recent Robert's Rules of Order.
  - a. Cheat sheets will be provided for attendees who are unfamiliar with Robert's Rules.
  - b. Meetings held in a virtual setting will be conducted according to the most recent Robert's Rules of Order for virtual meetings.
7. Members shall adhere to KHPAC Rules of Conduct, which shall be outlined in KHPAC Policies & Procedures.
8. Meeting agendas shall be established and distributed to KHPAC members at least one (1) week in advance of scheduled meetings. This process is the responsibility of the Executive Committee.
9. At least four (4) meetings will be scheduled annually.
10. Changes in meeting dates will be determined by vote of the Executive Committee and will be treated as "Special Meetings".
11. Roll call will be five (5) minutes after the beginning of each meeting. Since KHPAC meetings are open, visitors are encouraged to attend and may be allowed to speak if time permits and at the discretion of the presiding officer. Visitors are non-voting members and ineligible for travel reimbursements or other membership entitlements.
12. Presentations to KHPAC by non-members must be approved by the Executive Committee and included in the meeting agenda in advance.

#### **Article VI. Voting**

1. Voting may be conducted by hand, by voice, by roll call, by virtual poll, or by secret ballot at the discretion of the presiding officer.
2. Any citizen member of KHPAC may appoint a proxy to physically represent him/her at one (1) regular meeting per year. This proxy designation shall be provided to the Executive Committee or state co-chair in writing (via email, fax or letter) at least twenty-four (24) hours in advance of the meeting. Members serving by virtue of their public office may appoint a proxy at any time whenever needed.
3. A quorum of general membership must be present in order to vote on any matter before the council. A quorum will be fifty percent (50%) plus one (1).
4. A simple majority of votes is sufficient for all matters except changes to the Bylaws and removal of an executive committee member.
5. Changes to the Bylaws and/or removal of an executive committee member require a two-thirds (2/3) majority by general KHPAC membership.

#### **Article VII. Grievances**

1. Any grievance should be submitted in writing to the Executive Committee.
2. The Executive Committee shall investigate all grievances in a timely manner, which shall be outlined in KHPAC Policies & Procedures.