

1 HIV Prevention Planning Council - BYLAWS

2
3 Article I – NAME & MISSION

4
5 The name of this body shall be the HIV Prevention Planning Council (HPPC, also known herein
6 as the Council). The mission of the HPPC is to plan and prioritize HIV prevention efforts for the
7 City and County of San Francisco within the existing policy environment, with the ultimate goal
8 of eliminating new HIV infections in San Francisco.

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10 Article II – THE PURPOSE OF THE HPPC

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12 The purpose of the HPPC is to support broad-based community and stakeholder participation in
13 HIV prevention planning, in order to prioritize populations and geographic areas heavily
14 impacted by HIV, identify priority HIV prevention needs, ensure that resources are allocated
15 appropriately, and identify gaps in the service delivery models.

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17 Article III – MEMBERSHIP

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19 A. Composition and Number of Members

20 The membership of the HPPC shall be restricted to persons who currently reside in or work in
21 the City and County of San Francisco and shall consist of no fewer than seventeen (17) and no
22 more than twenty-three (23) voting members including the appointed members identified in the
23 Policies and Procedures manual. There will be an additional two (2) non-voting seats for San
24 Mateo and Marin County.

25
26 B. Application, Selection and Appointment of Members

27 Applications for membership to the Council are solicited through an open, public, and proactive
28 process. The protocol for submission, review of applications, selection and appointment of
29 Council members should be clearly delineated in the Policies and Procedures manual. Parity,
30 inclusion, and representation (PIR) for the HPPC shall be understood in terms of the HIV

Policy goes into effect on February 08, 2015.

1 epidemiologic profile of San Francisco, not the national profile, and this shall be reflected in the
2 composition of the full Council.

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4 C. Term of Office

5 The regular term of office on the HPPC shall be twenty-four (24) months, in addition to a
6 provisional period of at least two (2) months. Members may apply for re-appointment. Policies
7 regarding additional terms are to be determined by the HPPC. Should a member resign before
8 his/her term has expired, an individual may be appointed from the list of eligible applicants
9 maintained by the Executive Committee to finish the term, after which the new member may
10 apply for re-appointment.

11

12 D. Termination and Resignation

13 The HPPC shall establish policies and procedures for the dismissal of members from the HPPC,
14 and Working Groups due to failure to fulfill their responsibilities. A member may resign from
15 the HPPC at any time by notifying the Co-Chairs in writing. Individuals who resign or are
16 dismissed from the HPPC or a Working Group may continue to participate in HPPC activities
17 and meetings as members of the public and are eligible to reapply for membership in the future.

18

19 E. Status Change

20 A voting member whose residential or employment status changes after appointment to the
21 HPPC, making him/her ineligible for membership under the provisions of any article of these
22 bylaws, may, nevertheless, serve out the remainder of the calendar year.

23

24 F. Responsibilities

25 HPPC members are responsible for attending all full HPPC meetings and at least one
26 community-engagement meeting each year and participating in at least one Working Group each
27 year.

28

29 G. Conflict of Interest

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1 It shall be assumed that members have no conflict of interest as they undertake the activities of
2 the HPPC. In all activities, particularly ones that result in recommendations concerning the
3 allocation of funds or assessment and evaluation of programs and needs, should a member have a
4 conflict of interest, he/she shall declare the nature of his/her conflict prior to voting on that item.
5

6 H. Stipend

7 Any HPPC member who is not otherwise being reimbursed for his/her participation on the HPPC
8 may be compensated through a stipend based on policies established by the HPPC or from the
9 City and County.
10

11 Article IV – OFFICERS

12

13 A. Co-Chairs

14 There will be three officers (Co-Chairs) of the HPPC. The three Co-Chairs are: one (1)
15 Governmental Co-Chair, who is the Governmental Co-Chair, who is the Director of the
16 Community Health Equity & Promotion Branch or a staff member of the Health Department who
17 is assigned by CHEP Director; and two (2) Community Co-Chairs who are HPPC voting non-
18 appointed members.
19

20 B. Election of Community Co-Chairs

21 Community Co-Chairs shall be elected by the HPPC members from among individuals who have
22 been voting HPPC members for at least six (6) months.
23

24 C. Terms of Community Co-Chairs

25 The Community Co-Chairs shall be elected for an initial term of two (2) calendar years on a
26 staggered-term basis. Regular elections shall be held so that one Community Co-Chair is elected
27 in odd -numbered years and the other in even- numbered years. A Community Co-Chair can run
28 in no more than two (2) regular elections. A Community Co-Chair may be elected in a special
29 election to fill out the term of a Community Co-Chair who has resigned. If the remainder of the
30 term is one (1) year or less, the Community Co-Chair can run in up to two (2) later regular

1 elections; if the remainder of the term is more than one (1) year, the Community Co-Chair can
2 run in no more than one (1) later regular election. Thus, the maximum lifetime length of service
3 for a Community Co-Chair is sixty (60) months.

4
5 D. Resignation of a Community Co-Chair

6 If a Community Co-Chair resigns from office prior to the end of his/her two (2)-year term, the
7 HPPC shall elect another Community Co-Chair who will serve the remainder of the unexpired
8 term.

9
10 E. Responsibilities of the Co-Chairs

11 The Co-Chairs are responsible for presiding at full HPPC meetings on a rotating basis,
12 developing the agendas for full HPPC meetings jointly with the Executive Committee,
13 determining the HPPC and Working Groups objectives jointly with the HIV Prevention Section,
14 and carrying out member-dismissal procedures.

15
16 F. At-Large Members

17 **There will be two (2) at-large members of the HPPC.**

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19 G. Election of At-Large Members

20 At-large members shall be elected by the HPPC members from membership from within. Any
21 active member can apply for an At-Large position including appointed and non-appointed
22 members.

23
24 H. Terms of At- Large Members

25 The at-large members shall be elected for an initial term of two (2) calendar years. An at-large
26 member may be elected in a special election to fill out the term of an at-large member who has
27 vacated the position. If a person is finishing the term of a vacated seat, his/he term shall be
28 completed at the end of the initial two (2)-year term.

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1 I. Resignation of at- Large Members

2 If an at-large member resigns from office prior to the end of his/her two (2)-year term, the HPPC
3 shall elect another at-large member who will serve the remainder of the unexpired term.

4
5 J. Responsibilities of At-Large Members

6 The at-large members work with the Co-Chairs to develop the agendas for full HPPC meetings,
7 determining the HPPC and Working Groups' objectives jointly with the HIV Prevention Section,
8 and carrying out member-dismissal procedures. If a Community Co-Chair cannot attend a full
9 HPPC meeting, an at-large member shall step in to support the proceeding of the meeting.

10
11 Article V – MEETINGS

12 A. State and Local Ordinances

13 The HPPC shall abide by state and local ordinances pertaining to meeting procedures, and where
14 these bylaws conflict with such ordinances, the ordinances shall supersede these bylaws.

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16 B. Frequency of Regular Meetings and Special Meetings

17 Regular meetings of the full HPPC shall be held on a schedule duly noticed and posted. The
18 Executive Committee and Working Group meetings shall be held as necessary to complete the
19 scopes of work. Special meetings may be called and scheduled by the Co-Chairs or by six (6) or
20 more Council members.

21
22 C. Meeting Announcements

23 Each regular and special meeting of the HPPC, Executive Committee and its Working Groups
24 shall be publicly announced at least seventy-two (72) hours in advance of the meeting. Any
25 changes in the location or schedule of meetings shall be publicly announced at least twenty-four
26 (24) hours before the scheduled time of the meeting.

27
28 D. Meeting Procedure

29 The rules of meeting procedure, as set forth in the Policies and Procedures Manual, shall govern
30 the meetings of the HPPC, Executive Committee and its Working Groups, except that if the

1 procedures are in conflict with these bylaws, these bylaws shall supersede the procedures except
2 as otherwise provided herein.

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4 E. Open Meetings

5 All meetings of the HPPC, Executive Committee and its Working Groups shall be open to any
6 interested person.

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8 F. Quorum

9 A quorum of HPPC members must be present at any regular meeting of the HPPC, Executive
10 Committee or its Working Groups in order for voting to take place. A quorum is defined as more
11 than half (1/2) of the current eligible voting membership.

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13 G. Proceedings

14 All full HPPC, Executive Committee and Working Group meetings will be tape recorded, with
15 the recordings made available to any interested person. Meeting recordings will be held for a
16 minimum of three (3) months. Written minutes will be made available to members and upon
17 review and approval will become a public document.

18
19 H. Voting and Majority

20 Every official action taken by the Council shall be adopted by a majority vote, except where a
21 two-thirds (2/3) vote is required by these bylaws. If two-thirds (2/3) vote is required, it shall be at
22 least two-thirds (2/3) of all votes cast, provided a quorum is present. A majority vote shall be
23 more than half (1/2) of all votes cast provided a quorum is present. An abstention is not
24 considered a vote, and thus does not count towards the total of votes cast. Unanimous consent
25 can be used for routine business, such as the approval of minutes and agendas, written ballots can
26 be used for elections, and roll call votes should be used for everything else. Unanimous consent
27 permits action without a motion or a vote when there is no opposition anticipated. All votes
28 taken by the full HPPC will be made public in the minutes.

29
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1 Article VI – COMMITTEE AND WORKING GROUPS

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3 A. Standing Committee

4 The HPPC has one (1) standing committee: the Executive Committee. Composition and voting,
5 namely, the voting members of the Executive Committee will be the three HPPC Co-Chairs and
6 the two (2) at-large members elected by the Council.

7
8 Responsibilities: The Executive Committee is responsible for developing the agendas for full
9 HPPC meetings, reviewing proposed amendments to these bylaws, overseeing the work of the
10 HPPC and its Working Groups, and any other responsibilities specified in the Policies and
11 Procedures Manual

12
13 B. Working Groups

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15 Formation: Working Groups may be established and dissolved by the Executive Committee or
16 by vote of the HPPC as needed.

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18 Composition: The voting members of each Working Group will be determined by the group
19 during its first meeting and shall include: HPPC members and non-HPPC members with
20 expertise and/or interest in participating in the Working Group.

21
22 Responsibilities: Working Groups are responsible for completing specific tasks as defined by
23 Executive Committee.

24
25 Article VII – GRIEVANCE PROCEDURE

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27 In the event of disagreements and/or differences among the HPPC, its Co-Chairs, and the staff of
28 the HIV Prevention Section, the parties involved in the dispute shall attempt to resolve the issue
29 through discussions. Should the issue(s) remain unresolved after three attempts, the Director of
30 the HIV Prevention Section shall serve as the first-level arbiter. The Director of the Department

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1 of Public Health shall serve as the second-level arbiter, if necessary, and his or her decision will
2 be binding.

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Article VIII – AMENDMENTS

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6 These bylaws may be amended by the HPPC at any regular meeting by a two-thirds (2/3) vote of
7 the Council members, provided that notice of proposed amendments has been published and
8 distributed to members no less than five (5) working days prior to the meeting.

9

10 Members may propose amendments to the bylaws at any regular meeting of the HPPC. Voting
11 on proposed amendments will take place at the next regularly scheduled meeting.

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13 Amendments adopted by the HPPC shall be implemented by the next regularly scheduled
14 meeting of the full HPPC.

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