

# **Philadelphia Prevention Community Planning Group (CPG)**

## **Bylaws**

*(Approved by the CPG in January 2009)*

### **Article I: Name and Establishment**

**Section 1.** The name shall be the Philadelphia Prevention Community Planning Group, hereafter referred to as the “CPG”.

**Section 2.** The CPG shall be established by the Mayor of the City of Philadelphia. The Mayor shall be the grantee of awards made available through the U.S. Centers for Disease Control and Prevention (CDC) for the prevention of HIV infection in Philadelphia.

**Section 3.** The Mayor and the Mayor’s appointees shall monitor, identify support for, and be apprised of the activities of the CPG through the staff of the Office of HIV Planning under the supervision of the Health Department.

**Section 4.** The City of Philadelphia’s AIDS Activities Coordinating Office (AACO) shall act as administrative agent of the CPG in administering HIV prevention funds.

### **Article II: Purpose**

**Section 1.** The CPG shall recommend considerations to the City of Philadelphia on how best to meet the priorities for the allocation of funds, based on, as possible:

- a. documented need of those whose behavior puts them at high risk for HIV infection;
- b. cost and outcome effectiveness of proposed strategies and interventions;
- c. priorities of populations of target communities for whom the services are intended; and
- d. availability of other governmental and non-governmental resources.

**Section 2.** The CPG shall develop and adopt a comprehensive plan for the delivery of primary and secondary HIV prevention services in accordance with the written guidance of the CDC.

**Section 3.** For the purpose of prioritizing at-risk populations, the CPG shall both establish their own mechanisms for conducting needs assessment activities and utilize any surveillance reports, seroprevalence studies, surrogate marker data, census data on populations, behavioral research, or other tools with which they are provided.

**Section 4.** The CPG shall establish mechanisms for obtaining input on community needs and priorities that may include public meetings, conducting focus groups, and convening *ad hoc* panels, among other methods.

**Section 5.** The CPG shall develop and work toward attaining annual goals and objectives related to HIV prevention.

**Section 6.** The CPG shall evaluate the planning process and recommend changes as necessary.

**Section 7.** The CPG shall review the comprehensive plan and the grantee's application for prevention funding and provide a letter of concurrence or non-concurrence. This letter shall indicate the extent to which there are strong logical connections between the community planning process, the comprehensive plan, the continuing application, and HIV prevention resources.

### **Article III: Membership**

**Section 1.** The CPG shall consist of no more than thirty-five (35) and no fewer than twenty (20) members and shall reflect in its composition the demographics of the epidemic and of communities at high risk for HIV infection in Philadelphia with particular consideration given to disproportionately affected and historically underserved subpopulations.

**Section 2.** The CPG membership shall be consistent with CDC regulations and guidance including, but not limited to, at least one representative from each of the following categories:

- a. state and local health departments, education agencies, and other relevant governmental agencies (e.g., programs for sexually transmitted diseases, substance abuse, mental health, and corrections);
- b. experts in epidemiology, behavioral and social sciences, evaluation research, and health planning;
- c. governmental and non-governmental organizations providing HIV prevention and related services to people with HIV infection or at high risk for HIV infection;
- d. affected communities, including people with HIV infection and/or people from communities at high risk for HIV infection and historically underserved subpopulations

**Section 3.** It shall be the goal of the CPG that a minimum of fifty percent (50%) of the members are people with HIV infection and/or people from communities at high risk for HIV infection and that, among these members with or at-risk for HIV, at least fifty percent (50%) have no employment nor fiduciary relationship with any provider agency that receives HIV prevention funds.

**Section 4.** The Mayor or the Mayor's designee shall have responsibility for final appointment of all members to the CPG following a written open nominations process that includes:

- a. publicized criteria for membership;

- b. review of applications and subsequent recommendations of candidates by the Nominations Committee;
- c. conflict of interest standards; and
- d. a mechanism for filling vacancies.

**Section 5.** Any member may resign from membership by written or other form of notice to the Office of HIV Planning.

**Section 6.** Termination of Membership.

- a. In the event that CPG members acquire within a calendar year either three unexcused absences or five excused or unexcused absences of any combination, they shall be notified in writing that they are in violation of the attendance policy and, thereby, at-risk for removal from the CPG. Members in violation of the attendance policy shall be given an opportunity to appeal to the Nominations Committee, who shall ultimately be responsible for sending requests for removal to the Mayor or the Mayor's designee.
- b. If the Mayor or the Mayor's designee determines that a member has failed to perform his or her responsibilities as described in these bylaws (i.e., attending meetings, committee participation) or has engaged in conduct which has interfered with or would interfere with the work or reputation of the CPG or the City of Philadelphia or otherwise adversely affect its interests, then, the Mayor or the Mayor's designee may, by written notice to the member, terminate membership for cause.
- c. The CPG may recommend to the Mayor or the Mayor's designee that any member be removed from membership for cause, requiring a two-thirds (2/3) vote at any regularly scheduled meeting of the CPG with no fewer than seven (7) days' prior notice.

**Section 7.** Members are appointed initially for either a 1 or 2 year term length by the Mayor or the Mayor's designee.

- a. Members may be re-appointed for consecutive terms by the Mayor or the Mayor's designee, but may not serve more than three (3) consecutive terms.
- b. Exceptions to the term limits provision are members who represent institutions and local municipalities as mandated by the grantee.

#### **Article IV: Officers**

**Section 1.** The CPG shall be Chaired by three Co-Chairs: a government Co-Chair, and either a community Co-Chair and a community Co-Chair elect, or two community Co-Chairs. The government Co-Chair shall be appointed by the grantee and shall serve for a time period determined by the grantee. The community Co-Chairs shall be elected by the voting members of the CPG.

- a. In order for individuals to be eligible for the community Co-Chair positions, they must have been voting members of the CPG in good standing for at least

- one year. Good standing is defined as being in compliance with attendance and other membership requirements as outlined in these bylaws.
- b. Newly-elected community Co-Chairs shall assume the elect position. The community Co-Chair elect shall fulfill community Co-Chair duties as needed and represent the CPG at local, state, and national meetings/events as needed. After a period of one year, the community Co-Chair elect shall assume a full community Co-Chair position. As long as both community Co-Chairs wish to remain in the position and continue to win re-elections, they shall share the responsibilities of the position.
  - c. The annual election process for the community Co-Chair and/or community Co-Chair elect shall proceed as follows (unless otherwise determined by the CPG):
    - i. In September, CPG members shall be given the opportunity to nominate potential candidates for the community Co-Chair position. They may nominate either themselves or other eligible CPG members as described above.
    - ii. The nominated individuals will be notified by the Office of HIV Planning. Should they accept the nomination, they must submit a written biography to the Office of HIV Planning before the October meeting of the CPG. The biographies shall contain no more than 250 words and shall be limited to experiences relating to HIV/AIDS.
    - iii. Each nominee who meets these requirements shall give a brief presentation of their biographies at the October CPG meeting. CPG members who are not in attendance shall be provided with the written biographies.
    - iv. The community Co-Chair election shall take place at the November CPG meeting. The community Co-Chair and community Co-Chair elect terms shall begin in the following January.

**Section 2.** The Co-Chairs shall facilitate regular meetings of the CPG and carry out other duties as assigned by the grantee or the CPG including, but not limited to, representing the CPG at the local, state, and national levels.

## **Article V: Meetings**

**Section 1.** The quorum of the CPG shall be more than one-third (1/3) of the membership. Neither absentee nor proxy votes shall be considered.

**Section 2.** The rules of parliamentary procedure as set forth in Robert's Rules of Order shall govern all meetings of the CPG, its committees, and any additional working groups. The CPG shall strive for consensus in its deliberations. Only a simple majority of the quorum of CPG members in attendance at a meeting is required for a motion to pass.

- a. Any person wishing to speak must first be recognized by a Co-Chair or facilitator of the discussion.
- b. Cross-talking or side bar conversation is prohibited.

- c. Speakers are asked to respect time. Long oratories are discouraged. Members do not need to reiterate statements
- d. Attacks of any nature (verbal or physical) will not be tolerated
- e. Individuals should agree to disagree with respect.
- f. A “Parking Lot” of ideas and topics should be maintained. This “Parking Lot” is to contain items that are tabled during larger discussion due to time constraints or items which require action later in the meeting.
- g. Respect confidentiality.

In the event that any member or non-member of the CPG is called out of order by the CPG or committee Co-Chair/s during a meeting, the following actions shall be taken to restore order to the meeting:

- a. First incident: The disruptive person/s is called out of order by the Co-Chair/s.
- b. Second incident: The individual/s is put on notice that he/she/they are out of order.
- c. Third incident: The Co-Chair/s shall call a five minute recess of the meeting.
- d. Fourth incident: The Co-Chair/s shall ask the individual/s to leave the meeting.
- e. If the disruptive individual/s refuses to leave, law enforcement officials will be contacted and asked to remove him/her/them.

**Section 3.** All members shall have one vote. In the event of a tie vote, the issue shall be further discussed or tabled if time does not allow.

**Section 4.** The CPG shall meet regularly at least six times annually and shall be open to the public. Special meetings may be called by agreement of both Co-Chairs or by written endorsement of one-third (1/3) of the membership of the CPG with notice provided to the Office of HIV Planning. Notice of special meetings shall be made at least seventy-two hours in advance of the meeting, to the maximum extent possible.

**Section 5.** The CPG shall have no role in determining the specific agencies or organizations with whom the grantee, its fiscal agents, or other designees may contract for the delivery of HIV prevention services. The rules contained in this section apply to all members, members of committees, work groups, task forces and technical advisory groups, staff members, contractors and consultants to the CPG, and all of whom shall be referred to as CPG for the purposes of this section.

- a. No CPG member shall use his or her relationship with the CPG for private gain.
- b. Whenever any matter arises with respect to which a CPG member either has a conflict of interest or has any question about the existence of a conflict, he or she shall make a full disclosure of such conflict or possible conflict before the matter is discussed.
- c. For the purposes of these Bylaws, conflict of interest shall be defined as a direct financial or fiduciary interest, which shall include, without limitation, ownership, employment, contractual, creditor, or consultative relationship to, or Board membership in, an entity or individual, or in a substantial affiliate of

- such an entity including any such interest that existed at any time during 12 months preceding the vote, with respect to which a vote is to be taken.
- d. A member's receipt of CDC-funded HIV prevention services, regardless of whether CDC directly funded or through AIDS Activities Coordinating Office, is not to be construed, in and of itself, as a conflict of interest.

## **Article VI: Committees**

**Section 1.** The committees of the CPG shall be the Monitoring Committee, the Nominations Committee, the Planning Priorities Committee, the Literature and Education Committee, and the Positive Committee. Some of these committees may have joint functions with the Philadelphia Eligible Metropolitan Area Ryan White CARE Act Title I Planning Council (Planning Council). Committees do not have broad decision-making authority unless expressly granted by the CPG. In addition to the overall goal of informing, developing, and contributing to the Philadelphia Prevention Plan, these committees are responsible for the following:

- a. The Monitoring Committee is charged with tracking and advising the activities of the CPG and works closely with its Co-Chair(s). Duties include informing the CPG agenda, investigating governing body issues, devising and drafting goals and objectives, strategic planning necessary to facilitate the completion of the Prevention Plan, as well as other duties assigned by the CPG.
- b. The Nominations Committee is charged with reviewing and recommending candidates for membership to the CPG, monitoring the attendance of members, implementing strategies for recruitment and retention of members, as well as other duties assigned by the CPG.
- c. The Planning Priorities Committee is charged with making recommendations to the CPG concerning gaps in HIV/AIDS information of the most severely impacted populations, investigating the best practices for interventions for these populations, and other duties assigned by the CPG. To help accomplish its tasks, the committee works closely with the Philadelphia EMA Ryan White Title I Planning Council, the Literature & Education Committee and Office of HIV Planning Staff.
- d. The Literature and Education Committee is charged with ensuring that CPG members possess a working knowledge of the impact of HIV/AIDS in this region; keeping the CPG abreast of current trends, pertinent research, and emerging populations; working with Office of HIV Planning staff to coordinate the orientation and training of new and current members; and other duties assigned by the CPG.
- e. The Positive Committee is comprised of people with HIV infection only; it supports and enhances the role of people with HIV infection in the CPG and the Planning Council (both separately and jointly with the Planning Council, as appropriate) and other activities as assigned by the CPG.

**Section 2.** Each committee shall establish its own quorum that shall include the requirement that at least twenty percent (20%) of its members are people with HIV

infection (for joint CPG/Planning Council committees) or people from communities at high risk for HIV infection (for CPG-only committees).

**Section 3.** The rules of parliamentary procedure as set forth in Robert's Rules of Order shall govern all meetings of the committees. The committees shall strive for consensus in their deliberations.

**Section 4.** Each committee shall establish appropriate meeting schedules.

**Section 5.** Each committee shall elect Chairs or Co-Chairs as appropriate; for joint CPG/Planning Council work, committees shall elect one Co-Chair from each body.

**Section 6.** From time to time, working groups may be established by the CPG to address specific issues. Working groups shall operate under the rules established for committees.

### **Article VII: Management and Operations**

**Section 1.** The CPG shall be supported by the Office of HIV Planning under the supervision of the Health Department. The Health Department shall assist in the resolution of problems in the CPG on an as-needed basis.

**Section 2.** The Office of HIV Planning staff shall provide day-to-day management of the activities of the CPG and its committees. In addition, it shall administer the CPG support budget and provide the CPG, its committees, and its members with training, planning, and other administrative supports to ensure compliance with local, state, and federal law and regulations.

**Section 3.** The Office of HIV Planning staff shall have no voting authority in the CPG or its committees.

**Section 4.** AACO has the ultimate authority and responsibility for the expenditure of funds that are allocated to meet the priorities, for procurement of contracts to entities that carry out the work, and for considering the recommendations of the CPG in all its activities. AACO shall provide information as agreed upon to the CPG.

### **Article VIII: Amendments**

**Section 1.** These bylaws may be amended by the CPG at any regular meeting by a vote of two-thirds (2/3).

**Section 2.** Amendments to these bylaws shall be made only after members have been given thirty (30) days written notice of proposed amendments.