

SOUTHEASTERN MICHIGAN HIV/AIDS COUNCIL

BYLAWS

ARTICLE I

PREAMBLE: The name of this organization shall be the Southeastern Michigan HIV/AIDS Council (SEMHAC). The organization has been created by the Southeastern Michigan AIDS Coordinating Council (SEMACC), which was established in 1989 through a collaborative agreement between the United Community Services of Metropolitan Detroit (UCS), the Greater Detroit Area Health Council, Inc. (GDAH), the State of Michigan Public Health Department and local public health departments in Southeastern Michigan. It shall serve as the designated HIV Health Services Planning Council for Part A and Part B of the Ryan White Comprehensive AIDS Resources Emergency (CARE) Act of 1990, Public Law 101-381, as amended by the Ryan White Care Amendments of 1996 (104-146), and 2000 (106-345).

ARTICLE II

MISSION: The mission of SEMHAC is to strengthen a coordinated regional response to the HIV/AIDS epidemic in Southeastern Michigan by involving individuals infected and affected by HIV and community leaders in the public and private sectors:

- A. To identify unmet needs;
- B. To develop programmatic and funding strategies to meet the gaps in services;
- C. To propose a plan to coordinate resources of all available agencies in order to maximize services to improve the quality of life of affected populations;
- D. To monitor and report progress within the continuum of care to increase community support and commitment.

ARTICLE III

FUNCTIONS: Functions of the Council shall include but not be limited to:

- A. Establishing priorities for the allocation of funds within the EMA, which is comprised of the City of Detroit, and the counties of Wayne, Oakland, Macomb, Monroe, St. Clair and Lapeer based on identified needs, and language regarding how to best meet those priorities.
- B. Developing a comprehensive plan for the organization and delivery of HIV- related health and support services in the Detroit EMA that is compatible with all existing State or local plans and all laws and regulations regarding the provision of these services and seek adequate funding for these services.
- C. Assessing and monitoring the efficiency of the administrative mechanism in rapidly allocating funds to areas of greatest need within the EMA, and
- D. Monitoring progress in and validity of the priorities established by the Council.
- E. Coordinating and advising HIV/AIDS programs, as requested, such as Housing Opportunities for Persons with AIDS (HOPWA), Bureau for Substance Abuse Services (BSAS), AIDS Research & Education Program (AETC).
- O. Detailed minutes of each meeting of the council shall be kept. The chair of the council shall certify to the accuracy of all minutes.

ARTICLE IV

MEMBERSHIP:

- A. The Council shall consist of no less than twenty-five (25) and no more than fifty (50) members with full voting privileges.
- B. At-large membership shall be open to community volunteers who wish to serve on a standing committee.
 - At-large members will be eligible to vote on committee business but will not be eligible to vote on business brought before the SEMHAC Council.
 - At-large members are not eligible to serve as standing committee co-chairs.

- At large members must follow the standard application and interview process and have no term limits.
- C. At least 33% of members (to include full voting and At Large members) shall represent persons living with HIV who are “unaligned” with entities receiving Part A and Part B funding (i.e. unaligned meaning consumers who are not employed by, or on the Boards of, grantees, service providers, consultants).
- D. Membership shall include at a minimum one representative, to represent separately each of the following groups:
1. Major HIV/AIDS primary Health care providers, including Federally Qualified Health Centers (FQHCs)
 2. Community-based HIV/AIDS Service organizations
 3. Social service providers (non-governmental, non-profit), including housing and homeless services providers.
 4. Mental health care providers and substance abuse providers.
 5. Local public health departments - one representative from each jurisdiction comprising the Detroit Eligible Metropolitan Area
 6. Hospital planning agencies or health care planning agencies
 7. Affected Community
 - a. Individuals with HIV disease
 - b. Representatives of affected communities (to include historically under-served subpopulations)
 8. Non-elected community leaders/Community Activists
 9. State Government which may include the areas of Public Health, Social Service, and Substance Abuse, and State Medicaid Agency
 10. Grantees under other Federal HIV programs, including HIV Prevention programs
 11. Representatives of organizations addressing the needs of children, youth, women and families with HIV
 12. Representatives of individuals who formerly were Federal, State, or local prisoners, were released from the custody of the penal system during the preceding 3 years, and had HIV disease as of the date on which the individuals were so released
 13. State Part B Agency
 14. State Part C Agency
 15. State Part D Agency

16. Whenever feasible, members of other underrepresented groups, such

as Native Americans.

- D. Full voting members shall serve for a maximum of two, 3-year terms (totaling 6 years) with a one-year interruption before the member can reapply for full membership or may opt for at large membership during their one year interruption. Members who are at the end of their first 3-year term will complete a letter of continued interest stating their intention to continue for their second 3-year term. Members may be subject to a peer review/evaluative process to determine whether their term should be extended.
- E. Only full voting members of the Council are permitted to vote on issues before the Council. Proxy votes are not permitted.
- F. *Full voting members* shall be recommended to the CEO for appointment based on an open nominations process conducted by the Nominations/Membership/Bylaws Committee. *At-large members* shall submit a completed SEMHAC membership application to be reviewed by the Nominations/Membership/Bylaws Committee.
- G. If a **full voting member** fails to attend three (3) consecutive **unexcused** meetings, including standing committee meetings, the member shall be deemed to have vacated the position and the Council shall recommend to the CEO a name to fill the vacancy with a representative from the same respective category, using the open nominations process. Following the second such consecutive absence the member shall receive a letter of intent/interest indicating intent to remain on the Council. If a newly appointed member fails to attend any meeting within the first sixty days of appointment, the member shall be notified in writing with a letter of intent/interest.
- H. If a new member does not join a standing committee within 60 days of notification of appointment to the Council, the member shall be notified in writing with a letter of interest. If the member fails to respond to the letter within 2 weeks of written notification to the address of record, the member shall be deemed to have vacated the position and the Council shall recommend to the CEO a name to fill the vacancy with a representative from the same respective category.
- I. Members may request a personal/medical leave of absence for a period lasting no longer than 90 days from the date of the request. If

a member has already missed two (2) consecutive meetings in the 30 days prior to submitting a leave of absence request, the leave will begin on the date of the first missed meeting. All requests must be submitted in writing, which may include email. Only one (1) request per year (March 1 – February 28) will be granted. If a member is not able to return at the end of the 90-day period, the position will be vacated at the end of the 90th day and the Council shall recommend to the CEO a name to fill the vacancy with a representative from the same respective category, using the open nomination process. The member may reapply for Council membership during any subsequent recruitment/open nomination period.

- J. After three (3) consecutive **excused** absences for the same standing committee (i.e., missing the same standing committee meeting three months in a row), a member shall be deemed to have vacated their position and the Council shall recommend to the CEO a name to fill the vacancy with a representative from the same respective category, using the open nomination process. After the second excused absence from a standing committee, a member of the NMB committee shall call the member to discuss the reason(s) for the absences as well as potential leave options. The member will be reminded that failure to request a personal/medical leave or to attend the next (third) standing committee meeting, will result in their position on the Council being vacated and filled as described above. A written summary of the conversation will be sent to the member by either email or postal service; staff and NMB committee members will be copied.

K. Chair and/or Co-Chair Attendance

Members who are voted in as Chair/Co-chair of SEMHAC and/or standing committees within SEMHAC are agreeing to take a leadership role within SEMHAC. As a result, there are attendance expectations that SEMHAC leadership must meet, which are as follows:

Excused Absences

Council Chair/Co-Chairs

- After two (2) excused absences from Full Council and/or Executive meetings, Council Chair/Co-Chair will provide a warning (via email and/or letter) to the member informing them

that they are in jeopardy of being removed from their leadership position and after the third missed meeting they will be removed from their leadership position.

- After three (3) excused absences from Full Council and/or Executive meetings, you will be removed from the leadership position.

Standing Committee Chair/Co-Chairs

- After two (2) excused absences from the standing committee(s) you serve as Chair/Co-Chair, Council Chair/Co-Chair will provide a warning (via email and/or letter) to the Standing Committee Chair/Co-Chair that they are in jeopardy of being removed from their leadership position and after the third missed meeting they will be removed from their leadership position.
- After three (3) excused absences from the Standing Committee, you will be removed from the leadership position.

Unexcused Absences

Council Chair/Co-Chairs and Standing Committee Chair/Co-Chairs

- After one (1) unexcused absence from Full Council, Executive meetings and/or Standing Committee, Council Chair/Co-Chair will provide a warning (via email and/or letter) to the member informing them that they are in jeopardy of being removed from their leadership position.
- After two (2) unexcused absences from Full Council, Executive and/or Standing Committee meetings, you will be removed from the leadership position.

Once removed from leadership position, you may not accept any leadership position nominations until the following fiscal year during the regularly scheduled nomination period (November)

- K. Per HRSA Program Policy No. 98-01, the principle residence of Part A council members who represent the affected communities, people with HIV, non-elected community leaders, and historically underserved groups and sub-populations must be within the geographic boundaries of the EMA for the length of the term in which they are serving on the council.

- L. SEMHAC members are expected to abide by the SEMHAC Code of Conduct. The Executive Committee will administer the Code of Conduct. Note: See Attachment 1.
- M. The meetings of the council shall be open to the public and shall be held only after adequate notice to the public.
- N. Reports, transcripts, minutes, agenda, or other documents prepared for or by the council shall be available for public inspection and copying at a single location within the Detroit Health Department.
- P. This subparagraph does not apply to any disclosure of information of a personal nature that would constitute a clearly unwarranted invasion of personal privacy, including any disclosure of medical information or personal matters.
- Q. Membership in SEMHAC requires active participation at full council meetings and at least one standing committee.

ARTICLE V

OFFICERS:

- A. **Officers:** The officers shall consist of a Chair and two Co-Chairs. Officers shall serve one 3-year term progressing as follows: Co-Chair Elect (Year 1), Chair (Year 2), Past Co-Chair (Year 3).
- B. **Terms:** Leadership positions shall be for one 3-year term with a 1-year hiatus before being eligible to run again. There are no consecutive terms. Terms begin on March 1 and end on February 28 (29).
- C. **Eligibility:** Nominees must be a SEMHAC Full Council member for at least one year before becoming eligible to run for a co-chair position. The 1-year membership requirement will be waived for returning SEMHAC members in good standing (i.e., those who have participated on SEMHAC previously or who are returning from their 1-year hiatus). They will be eligible to run for the Co-Chair Elect position in the next election following their return to SEMHAC

or in an interim election if a Chair/Co-Chair position is vacated and a replacement is needed.

- D. **Elections:** Only one position will be voted on each year, Co-Chair Elect; thus, one Co-Chair position is vacated, Past Co-Chair, and one is elected, Co-Chair Elect, each year. Nominations will be taken at the Full Council meeting in November for an election to be held at the Full Council meeting in January.
- E. **Duties:** The duties of the Chair include, but are not limited to, presiding at meetings of the Council, calling special meetings, setting the agenda for regular and special meetings, appointing chairs of standing and ad hoc committees and committee members as necessary unless otherwise prescribed in these by-laws, and carrying out such duties as authorized by the Council to conduct its business. The duties of the Co-Chairs include carrying out the above duties in the absence of the Chair and such other duties as may be delegated or assigned by the Chair.
- F. **Vacancies:** In the event of an officer's resignation, removal, death, or other inability to serve, the Council shall hold an interim election to fill the vacancy as follows: If the Co-Chair Elect position is vacated, a new Co-Chair Elect shall be elected. If the Chair position is vacated, the Co-Chair Elect fill the vacancy and a new Co-Chair Elect shall be elected. If the Past Co-Chair position is vacated, that position shall remain vacant until the next regularly scheduled election. No interim replacement will be elected.
- G. **Removal from Office:** An officer may be removed from office for cause only upon a vote by two-thirds of the members of the Council.

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RTICLE VI

COMMITTEES:

- A. **Executive Committee:** There shall be an Executive Committee consisting of the officers and the chairpersons of the standing committees. The Executive Committee shall conduct such business as may come before the organization in the period between

membership meetings. Such business shall be reported to the Council at its next meeting.

- B. **Committee Leadership:** All Committee Chairs and Co-Chairs must be full voting members of the SEMHAC Council. The Council Chair shall approve all Committee Chairs and Co-Chairs who have been recommended from a committee's membership through majority vote.
- C. **Standing Committees:** Standing committee membership is required for all members, including at-large members, who are eligible to vote on committee business, and is open to volunteers from the community who may provide input into the process but who do not have voting privileges, with the exception of the Nominations/Membership/Bylaws Committee, which is open only to Full Council members. The majority of the members of standing committees shall be Council members, and representatives of the PLWH community must be active participants on each Committee. The committees and their responsibilities are:
 - 1. **Needs Assessment Committee**
 - a. Identifies existing gaps in HIV/AIDS services within the Detroit EMA
 - b. Identifies and utilizes other data elements and/or needs assessment resources for the purposes of accurately assessing the unmet needs of persons living with HIV/AIDS throughout the EMA.
 - c. Reports findings from the Needs Assessment process to the Long Range/Strategic Planning Committee, and to the community at large.
 - d. Participates in the service prioritization process.
 - e. Formulates an ongoing list of services which are identified as unmet needs throughout the year to be added to the SEMHAC Safety Valve List for funding consideration.
 - f. Identifies individuals who know their HIV status and are NOT receiving HIV-related medical services (those with "unmet need") and identify service gaps that prevent them from receiving those services
 - 2. **Long-Range/Strategic Planning Committee**
 - a. Develops a comprehensive plan to facilitate the delivery of priority services to persons affected by HIV/AIDS within the

Detroit EMA. This plan shall also serve to fulfill the plan requirements of Part A of the Ryan White CARE Act.

- b. Develops and implements a comprehensive programmatic reporting system.
- c. Presents the Long-range Plan and its annual updates to the Council for its consideration and action.
- d. Develops a continuum of care plan that focuses on quality improvement and evaluation and coordinates such plan with the Michigan Cross Parts Quality Planning Committee (MCPQPC).
- e. Analyzes and develops unit cost measures and establishes performance indicators for each of the Ryan White CARE Act service categories identified as service priorities by the SEMHAC membership through its annual prioritization and allocations process.
- f. Assesses the efficiency of the administrative mechanism to allocate funds.
- g. Assesses the expenditure of funds and timely disbursement to providers.
- h. Monitors and reports quarterly on the performance of service categories prioritized by the Planning Council for funding.

3. **Finance Committee**

- a. Assesses current funding available for HIV/AIDS services to implement long range plans.
- b. Coordinates between appropriate HIV/AIDS funding sources to ensure maximum service delivery.
- c. Makes recommendations to the Executive Committee and Planning Council regarding the use of the amount or percentage of administrative funds of the Ryan White CARE Act awarded for Council activities as agreed upon during the budget negotiation process and in the Memorandum of Understanding (MOU) between the Council and the Grantee.
- d. Monitors the fiscal matters of the Planning Council.
- e. Prioritizes HIV/AIDS care services and sets appropriate funding allocation levels.
- f. Defines the scope of the resource-allocation process.
- g. Provides decisions to the grantee for use in procurement.
- h. Creates an increment/decrement plan in the event of increased or decreased funding.
- i. Develops a resource capacity matrix that captures categorical information regarding the current capacity and funding of HIV/AIDS related services in the EMA.

4. **Nominations/Membership/Bylaws Committee**
 - a. Implements the Open Nominations Process, which includes recruitment of candidates based on publicized criteria, the dissemination of applications, a review of all nominees, interviews with candidates, and the selection of candidates to present to the CEO for appointment.
 - b. Presents slate of candidates recommended for appointment.
 - c. Prepares ballots for all appointments that include candidates duly nominated and eligible for appointment.
 - d. Monitors the composition of Council membership to assure compliance with requirements of funding sources such as those of the Ryan White CARE Act.
 - e. Investigates conflict of interest issues and makes recommendations to the Council.
 - f. Provides orientation and ongoing professional development to The Council.
 - g. Oversees the annual election of Council Chairperson/Co-Chairpersons. The current Chair/Co-Chair of the Planning Council cannot conduct the election process.
 - h. Drafts recommendations for amendments to the By-Laws as directed by the Council.
 - i. Responds to requests from the Council for interpretation of the Bylaws.

5. **People Who Care (PWC) COMMITTEE**
 - a. Ensures that People Living with HIV (PLWH) participation exists at every level of the planning process.
 - b. Ensures that PLWHs are adequately trained on every aspect of the planning process, i.e. needs assessment, priority setting, comprehensive planning, and monitoring the administrative mechanism.
 - c. Identifies and makes recommendations to the Council on issues that impact PLWHs.
 - d. Ensures that collaboration exists between the PLWH community and all SEMHAC committees.
 - e. Ensures that there is a level playing field for all participants in the planning process regardless of their HIV status and/or socio/economic background.
 - f. Creates a safe-space for PLWH to address issues relevant to their needs without fear of retaliation.
 - g. Ensures that information regarding Planning Council activities is shared with the PLWH community.

6. Integrated Planning Committee: The National HIV/AIDS Strategy (NHAS) and White House HIV/AIDS Care Continuum Initiative have bolstered integration of HIV prevention and care efforts and fostered new approaches to addressing barriers to HIV testing, care and treatment. To conserve resources (i.e., money, time, effort), CDC and HRSA are requiring that HIV prevention and care planning groups at the local and state levels work together to develop an Integrated HIV Prevention and Care Plan. The SEMHAC Integrated Planning Committee will work with the SEMHAC Needs Assessment and Long-Range/Strategic Planning Committees as well as other state/local stakeholders to develop a 5-year Integrated HIV Prevention and Care Plan, which supports the NHAS, by:

- a. Developing strategic collaborations with stakeholders including Federal, state and local HIV/AIDS programs and organizations;
- b. Identifying HIV prevention and care needs through joint comprehensive needs assessment;
- c. Providing an inventory of the financial and service delivery provider resources available to meet the HIV prevention, care and treatment needs of the population;
- d. Assessing service gaps (i.e., prevention, care and treatment, and necessary support services) identified by and for persons at higher risk for HIV and PLWH;
- e. Describing barriers to accessing HIV prevention and care services;
- f. Identifying relevant data sources and data systems that are available for developing the plan in collaboration with state/local health department colleagues and other public health stakeholders.

7. Social Media Committee: This committee shall chronicle and report events of the Southeastern Michigan HIV/AIDS Council (SEMHAC) while implementing technology to increase supporters on all social media platforms while maintaining SEMHAC's brand.

- a. Post events news, activities, and events with equal consideration to all committees open to the public. (*This excludes both the Nominations and Executive Committees.*)
- b. Use campaigns to increase membership and provide monthly reports that include membership, likes, number of posts, and which post got the most likes.
- c. Encourage supporters to repost SEMHAC messages which will help SEMHAC get information out to a broader base of people and also increase membership.

- d. Raise the profile of SEMHAC by reporting developments, marketing events, and increasing membership by posting information consistently on a daily basis to establish continuity.
 - e. To assist SEMHAC members with any social media platforms so they have no difficulty sharing and disseminating information.
- D. Ad Hoc Committees:** The Executive Committee from time to time may authorize the establishment of ad hoc committees to address specific issues, such as personnel or staffing, subject to the approval of the Council. The Chair of the ad hoc committee shall be a Council member recommended by the Council Chairperson, subject to Council approval. Members of Ad Hoc Committees shall volunteer or be appointed by the Chair of that committee.

ARTICLE VII

MEETINGS:

- A. The Council shall meet no less than once every two months. Regular meeting dates shall be set by the Chairperson and written notice sent to Council members at least four weeks in advance in the form of a monthly calendar. Members may be notified of special meetings called by the Chairperson, or cancellation of any meeting, in writing, via the telephone, or via other means.
- B. Special meetings may be called by the Chairperson as directed by the Executive Committee or the Council, or upon written petition by at least one-third of the Council members.
- C. The annual meeting of the organization at which election of officers occurs shall be the final regular meeting of the calendar year or upon confirmation of newly appointed members from The CEO.
- D. A quorum for all regular and special meetings of the Council shall consist of a majority of the members present and eligible to vote. A majority shall consist of 50% of those who attended the previous meeting plus one.
- E. Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered in the By-Laws. The Chairperson or Co-Chairperson of the NMB Committee, or designee,

shall perform the duties of Parliamentarian during all Council sessions

ARTICLE VIII

CONFLICT OF INTEREST:

A conflict of interest exists when individual or corporation (either private or governmental) is in a position to use their professional or official capacity for their personal or corporate benefit.

A. General Rules:

1. No Council member, including an at-large member, shall use his or her relationship to the Council for individual or organizational gain.
2. Whenever any matter arises at a meeting with respect to which a Council 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 in question is discussed. The presiding chair of that meeting shall make a ruling of a conflict of interest. Stated conflicts, after consultation with the Parliamentarian, and abstentions shall be recorded in the minutes.
3. **Persons who have conflicts of interest as defined herein may participate in the discussion of the matter in question but shall not vote on the matter.** All Council members with a conflict of interest shall abstain from voting on issues that directly relate or appear to relate to action which may result, or appear to result, in personal, organizational, or personal gain. A person in conflict may serve as an officer of the council or as a committee chairperson as long as they abide by the previously stated guidelines, and act in accordance with the guidance provided by HRSA.
4. All Council members must sign a Conflict of Interest Disclosure Form indicating their willingness to disassociate from any actual or perceived special interests during Council deliberations and agreeing to act only on behalf of the broadly affected HIV community in its totality.

B. Investigation of Apparent Conflicts

1. The Nominating Committee shall, upon the request of the Council, investigate and make recommendations to the Council concerning any Council member's conflict of interest or the appearance thereof. The Council shall take whatever actions it deems appropriate, which may include expulsion of the member from the Council.

ARTICLE IX

COMPENSATION: All members of the Council shall serve without compensation, but may be reimbursed for any actual and necessary expenses incurred in connection with their duties as a Council member. The Council shall support the participation of members in the implementation of Part A and Part B activities through providing reimbursement of reasonable, preapproved out-of-pocket costs. Out-of-pocket expenses for participation in planning council activities may include transportation, meals, baby-sitting and lost wages. HIV positive council members may be reimbursed for reasonable travel expenses and dependent care expenses, as necessary, to facilitate their participation in the planning process. The Council, in conjunction with the Part A grantee, shall develop an approved list of vendors for the provision of transportation and childcare services. Approved reimbursements shall be processed for payment upon submission and approval of an invoice and/or receipt for transportation and dependent care services by an approved vendor.

ARTICLE X

NON-DISCRIMINATION: Officers and members of the Council, staff and committee members shall be selected entirely on a non-discriminatory basis without regard to age, gender, race, national origin, religion, physical disability, or sexual orientation. This does not prevent the organization from striving to maintain balance within the Council in regard to the above and to reflect the demographics of the HIV epidemic in the Detroit Eligible Metropolitan Area.

ARTICLE XI

AMENDMENTS: These By-Laws may be amended by a two thirds (2/3) majority vote of the Council members present and voting at any meeting at which a quorum is present, provided that notice of the proposed amendment shall have been presented

in writing to the Council members at least thirty (30) days prior to such meeting of the Council. Any amendments must be consistent with Ryan White CARE Act legislation. The Council Chair and the Grantee shall keep updated copies of the Council Bylaws and shall distribute the most current version to all Council members annually. Copies of the bylaws will be made available to support staff and to the public upon request.

ARTICLE XII

GRIEVANCE POLICY: Grievances will be confined to the HIV/AIDS Planning Council/Consortiums area of responsibilities. Grievances will be limited to an alleged process violation. Outcomes are ineligible for mediation or arbitration. (Steps must be followed as outlined in the Grievance Policy and Procedure Document dated June 11, 1997).

ARTICLE XIII

EFFECTIVE DATE: These By-Laws shall become effective upon their approval by the Southeastern Michigan HIV/AIDS Council.

APPROVED AND ADOPTED: December 21, 1993.

AMENDED: August 28, 1996

AMENDED: April 23, 1997

AMENDED: June 25, 1997

AMENDED: June 24, 1998

AMENDED: September 9, 1998

AMENDED: April 25, 2001

AMENDED: October 8, 2003

AMENDED: February 21, 2007

AMENDED: July 27, 2011

AMENDED: December 17, 2014

AMENDED: July 27, 2016

AMENDED: November 16, 2016

AMENDED: December 20, 2017

AMENDED: January 24, 2018

AMENDED: May 27, 2020

AMENDED: November 19, 2020

AMENDED: July 28, 2021

ATTACHMENT #1

SEMHAC CODE OF CONDUCT

The mission of SEMHAC is to strengthen a coordinated regional response to the HIV/AIDS epidemic in Southeastern Michigan by involving persons infected and affected by HIV/AIDS, as well as community leaders in the public and private sector.

It is expected that every member of SEMHAC will abide by the following Code of Conduct:

GENERAL

- A.) Every SEMHAC member will treat every other member with courtesy and respect for his/her legitimate right to be part of discussions and decision-making. This means that all SEMHAC members/guests in meetings will have the opportunity to speak and be listened to, without interruptions.
- B.) There will be no personal attacks on anyone (within meetings and the community). Disagreements will focus on issues, not upon individuals.
- C.) Once the body has voted and approved a decision, the will of the body will prevail. Every SEMHAC member is expected to support the approved decision.
- D.) Information presented in confidence will be held in confidence and not discussed outside the meeting.
- E.) SEMHAC members will behave in a manner which reflects recognition of their responsibility to present and consider the concerns of specific communities or population groups.
- F.) SEMHAC members represent SEMHAC: our people, our values. There is no room for bigotry, prejudice, misogyny, or hatred in or outside of Council meetings. Although we cannot control individual actions, we can control who is and who is not a member in line with this Code of Conduct.
- G.) SEMHAC members will consider the overall needs of people living with HIV and act on their behalf, not to benefit themselves or agencies.
- H.) The public is invited to attend Council meetings and will be allowed no more than two minutes of input into the discussion prior to the vote being called. Any unresolved issue(s) that a Council member or a member of the public has should be referred to the grievance procedure.
- I.) SEMHAC members will take responsibility not only for abiding by these rules of conduct personally, but also for reminding all SEMHAC members and guests to abide by them.
- J.) No SEMHAC member may speak on behalf of or represent a position of the Council without the permission of the Council.

- K). Code of Conduct violations will be reviewed by the Executive Committee, which will determine the disciplinary actions to be taken, if any.

SOCIAL MEDIA & MARKETING

This policy provides straightforward guidelines for responsible social media networking:

- Be honest about your identity.
 - Make it clear that the views expressed are yours alone.
 - You speak for yourself, but your actions reflect back to SEMHAC.
 - Use common sense.
 - Play nice.
 - Remember that all communication remains in the cyberspace.
 - Respect the privacy of offline conversations.
 - Don't write anything you can't say in public.
1. Respect your audience. Don't use ethnic slurs, personal insults, obscenity, or engage in any conduct that would not be acceptable in SEMHAC's Code of Conduct. You should also show proper consideration for others privacy and for topics that may be considered objectionable or inflammatory (like religion or politics). If you are in a virtual world as a SEMHAC representative, please follow SEMHAC's Code of Conduct standards and expectations. We all appreciate respect.
 2. And always remember that anything posted in social media can go viral, no matter what your privacy settings may be, so be sure you're only posting content you would feel comfortable showing up in viewers' inboxes, the Council's Twitter feed, or the front page of a major news site. You should avoid posting content that might contain legal conclusions, intellectual property that belongs to other companies, and defamatory language. Everything you post online can be traced back to you, so be sure what you post is appropriate before you post it. Your post may be shared with others and archived even if you delete it later.
 3. **Those who specifically post to SEMHAC's social media outlets:**
At all costs, we must avoid flame wars, incendiary rhetoric and loose talk. We should also remember that by friending or following someone, we may

be giving out the identity of a source. Everything depends on our keeping trust.

4. When you are online, you are representing SEMHAC's Council and values. There is no room for bigotry, prejudice, misogyny, stigma, or hatred in our Council or on our associated social media outlets.

Attachment 2

DUTIES OF A CHAIRPERSON

1. Know the purpose, duties, and members of the committee
2. Lead the committee to:
 - a) Identify and schedule activities/projects
 - b) Develop a sequence of actions
 - c) Prepare a timetable
 - d) Determine the resources needed
 - e) Complete activities/projects
3. Request and administer committee budgeting
4. Serve as a member of the Executive Committee
5. Conduct meetings
 - a) Each meeting should have a purpose and be focused on such
 - b) Each meeting should have an agenda developed by the Chair
 - c) Articulate resources necessary for each meeting
 - d) Each meeting should have a plan for follow-up
6. Ensure that each meeting is reported
7. Assign responsibility to committee members for follow through actions
8. Report committee action(s), as appropriate, to the Executive committee
9. Collaborate as necessary with SEMHAC staff, other Chairs, Grantee, and other committees
10. Establish/Update and maintain Committee Operations manual

Attachment 3

DUTIES OF A COMMITTEE MEMBER

1. Know the purpose, duties, and members of the committee
2. Be present and on time for meetings
3. Participate in discussions
4. Contribute to the planning and achievement of activities/projects

5. Complete assignments as agreed upon
6. Keep the Committee Chairperson informed about progress on assignments
7. Report on assignments at committee meetings