

Chapter 12 STANDARD OPERATING PROCEDURES

Article I: Name and Offices

- A. This organization shall be known as the Southwest/Piedmont HIV Care Consortium (S/PHCC) serving the twenty-nine counties of southwest Virginia known as Health Region III
- B. The office of the Consortium shall be located at the Council of Community Services, 502 Campbell Ave., SW; P. O. Box 598, Roanoke, VA 24004 until such time as the executive committee may determine it necessary or appropriate to relocate.

Article II: Purpose/Mission

- A. The purpose of the SPHCC is to provide an integrated, comprehensive response to the HIV epidemic in the Southwest region of Virginia through coalition of public and private agencies.
- B. The mission of the Consortium is to improve the quality, availability and organization of health care and support services for individuals and families who are infected and affected by HIV.

Article III: History

- A. On August 4, 1990, Congress passed S. 2440, the Ryan White Comprehensive AIDS Resources Emergency (CARE) Act of 1990. The purpose of the CARE Act is to provide emergency assistance to localities disproportionately affected by the HIV epidemic and to states for the delivery of services to individuals and families with HIV.

Article IV: Membership

- A. **Eligibility:** The membership of the Consortium shall consist of:
 - 1. Any agency or organization operating in the Consortium's service area that demonstrates affirmative interest and concern to improve the health and social welfare of persons who are HIV infected or affected.
 - 2. Any person who is infected with or affected by HIV.
- B. **Membership Status:**
 - 1. Membership is obtained by signing a participation agreement prior to the start of any regular or special Consortium Meeting.
 - 2. Subcontractors are automatically members of the Consortium and as such must remain a member in good standing to receive funding.
 - 3. Membership in good standing is defined by represented attendance at two of the last three meetings and participation in at least one Consortium Committee.
- C. **Voting:**
 - 1. Members may vote if they are in good standing
 - 2. Members may represent one or more organizations, but may cast only one vote.
 - 3. Individual and organization members shall be entitled to one voting representative.
 - 4. Lead agency and subcontractor members shall be entitled to two voting representatives.
 - 5. Organizations shall be solely responsible to designate a voting representative for each regular and special Consortium meeting.
- D. **Resignation:** Any member desiring to resign from the Consortium shall submit a letter of resignation to the Secretary to be effective upon receipt of the Secretary.
- E. **Removal**
 - 1. Any member may be removed at a Consortium meeting by a majority vote of the membership.
 - 2. The membership of any member not represented at two (2) consecutive regular Consortium meetings will be considered not in good standing.
 - 3. Any member not represented at three (3) consecutive regular Consortium meetings will be automatically removed from membership.
 - 4. The Secretary will notify any member, in writing, of a change either standing or status within ten (10) business days
 - 5. Penalties for a subcontractor not in good standing or removed from membership may include termination of subcontract.

Article V: Officers

A. Election of Officers

1. At the annual meeting in even-numbered calendar years, members shall elect from among their number a Chair and a Community Planning Group (CPG) Representative to serve for a two-year term
2. At the annual meeting in odd numbered calendar years, members shall elect from among their number a Vice-Chair and a Member-at-Large to serve for a two-year term.
3. Candidates receiving the highest number of votes of the members present shall be deemed elected.
4. All candidates for office shall have served as a member of the Consortium for one year.
5. In the event of a vacancy of any officer, occurring for any reason including death, incapacity or resignation, a special election will be held at the next regularly scheduled meeting.

B. Chairperson: The Chairperson shall:

1. Preside at the annual, regular, special and executive committee meetings.
2. [add] Appoint the chairpersons of all committees to serve a one-year term.

C. Vice-Chairperson: The Vice-chairperson shall:

1. Serve as leader of the Consortium in the chair's absence or under the Chair's direction.
2. Preside at meetings in the Chair's absence
3. Serve as an honorary member of all standing committees.
4. Perform other duties as assigned by the Chair.

D. Secretary: The Secretary shall:

1. Keep accurate minutes of the annual, regular, special and executive committee meetings and arrange for their distribution.
2. Give notices of annual and special meetings.
3. Keep a current list of the members and a record of their attendance.
4. The Secretary shall be an employee of the Lead Agency.

E. Community Planning Group Representative:

1. Shall represent the Consortium on the statewide planning group.
2. Shall report to the Executive Committee and Consortium regarding planning activities at the state level.

F. Member-at-Large:

1. Shall be a client member of the Consortium if there is no other client member elected.

G. Compensation: The officers of the Consortium will not be compensated for their services

H. Personal Liability

1. The members and officers of the Consortium shall not be personally liable for any debt, liability or obligation of the consortium
2. All persons, corporations or other entities extending credit to, contracting with or having any claim against the Consortium may look only to the funds and property of the Consortium for payment of any such contract or claim, or of payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the Consortium.

I. Removal: Any officer may be removed at any executive committee meeting, with or without cause, by a majority vote of the executive committee members present, provided that no action will be taken to remove an officer unless the executive committee has recommended such action.

Article VI: Meetings

A. Annual Meeting: The first regular meeting of each fiscal year shall be known as the annual meeting, and shall be for the purpose of electing officers, receiving reports and for any other business that may arise.

B. Regular Meetings: The Consortium shall meet a minimum of **4** times per year for the purpose of conducting business.

C. Special Meetings: Special meetings may be called by the Executive Committee or the General Membership. The purpose of the meeting shall be stated in the call.

D. Quorum: At any regular meeting of the Consortium those members present shall constitute a quorum for the transaction of business.

E. Notice: Except in the case of an emergency, the membership shall be notified, in writing, at least ten (10) business days prior to any meeting by the Secretary or representative of the Lead Agency.

Article VII: Decision Making Process

- A. The decision making process of the Consortium shall include both the consensus style of decision making and voting procedures. The membership of the Consortium shall make every reasonable effort to render decisions through consensus.
- B. **Consensus Decision Making:** Consensus decision-making requires that all parties in the decision support the final decision. If consensus is not reached, then the Chair of the Consortium has the authority to determine when the committee has not been able to reach a decision by consensus and voting procedures are appropriate.
- C. **Voting:** Upon failure to reach a consensus decision, any member in good standing has the authority to call the question to a vote and to determine the manner in which the vote will be taken.
- D. At least fifty-one percent (51%) of the votes from designated representatives of the Consortium shall be necessary to approve or defeat a motion for action.

Article VIII: Standing Committees

- A. **Executive Committee:** The Officers of the Consortium and the Chairs of the Committees shall constitute the executive committee. The Executive Committee shall:
 - 1. Meet a minimum of four (4) times per year.
 - 2. Set the agenda for all regular and special meetings of the Consortium
 - 3. Call special meetings in addition to the Consortium's regularly scheduled meetings as appropriate.
 - 4. Direct matters that are brought to the attention of the Consortium to the appropriate committee(s) and/or to the Consortium.
 - 5. Adopt interim policy decisions on the behalf of the Consortium, which shall be subject to ratification by the Consortium at the next regular meeting.
 - 6. Assure effective management of the activities of the Consortium within the policy and budgeting frameworks established by the Consortium.
 - 7. Be responsible for the recruitment of new members or the appointing of a committee to recruit new members.
- B. **Standard Operating Procedures (SOP) Committee** shall:
 - 1. Be responsible for the review of the Standard Operating Procedures.
 - 2. Make recommendations to the Consortium for changes.
 - 3. Meet at least once per year.
- C. **Policy Committee** shall:
 - 1. Be responsible for the review Consortium policies and procedures.
 - 2. Make recommendations to the Consortium for changes.
 - 3. Meet a minimum of four (4) times per year.
- D. **Client Committee** shall:
 - 1. Serve as a forum for client needs
 - 2. Be made up entirely of HIV positive individuals.
 - 3. Meet a minimum of four (4) times per year.
- E. **Case Management Committee** shall:
 - 1. Serve as a forum for training and support, including, but not limited to the development of standardized documentation and forms.
 - 2. Be made up of subcontractor adherence counselors, client advocates, case managers and outreach workers.
 - 3. Meet a minimum of four (4) times per year.

Article IX: Public Communication

- A. The Lead Agency Representative and the Chair shall be designated as the official spokespersons for the Consortium. Public announcements made on the behalf of the Consortium shall be made with the approval of the Lead Agency and the chair, and when timely, with the approval of the Consortium as a whole.

Article X: Conflict of Interest

- A. Voting members of the Consortium are subject to the Virginia Conflicts of Interest Act, Section 2.1 – 639-1 et seq., Code of Virginia as amended.
- B. This Consortium functions exclusively for charitable and educational purposes. No part of its net earning shall inure to the benefit of, or be distributable to its members, trustee, officers or other private persons. It shall be authorized to pay reasonable compensation for contracted services and to make payments and distributions on furtherance of the purpose set forth above.

Article XI: Parliamentary Authority

- A. The rules contained in the current edition of Robert’s Rules of Order shall govern the Consortium in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order the Consortium may adopt.

Article XII: Amendment of Bylaws

- A. These bylaws may be amended at any regular meeting of the Consortium by a two-thirds vote, provided that the amendment has been submitted to the membership in writing ten (10) days prior to the regular meeting.