

BYLAWS
MORRIS-SUSSEX-WARREN HIV/AIDS ADVISORY COMMITTEE

ARTICLE I-NAME

The name of this body shall be the Morris-Sussex-Warren HIV/AIDS Advisory Committee, hereafter referred to as the "Committee".

ARTICLE II-AUTHORITY

The authority of the Committee derives from the resolutions passed by the Morris County Board of Chosen Freeholders, Sussex County Board of Chosen Freeholders, and the Warren County Board of Chosen Freeholders hereafter referred to as the "Freeholders," dated April 10, 1996; March 13, 1996; and April 10, 1996 respectively.

ARTICLE III-PURPOSES AND RESPONSIBILITIES

Section 1: Mission:

The Morris, Sussex, Warren HIV/AIDS Advisory Committee representing Morris, Sussex and Warren Counties, hereafter referred to as the Region, serves as a united voice on behalf of HIV infected and affected consumers, service providers and county governments. It will serve as the primary coordinating, planning and policy development entity on issues related to HIV/AIDS in the Region. It will complement other boards, planning councils, advisory committees, task forces, etc.

Section 2: Purposes:

The purposes of the Committee in its advisory role shall be:

- A. To advise and educate the Freeholders, health care providers, appropriate state and federal government agencies and the general public on matters associated with the prevention, care and treatment of the disease HIV/AIDS. This advice shall include the facts and opinions provided to this committee by the following individuals: HIV/AIDS infected and affected consumers; service providers; local government officials; regional and state health planning organizations and interested persons.

- B. To advocate, on behalf of persons with HIV and AIDS and their affected family members and friends to ensure their needs are equitably represented in all federal, state and local health, social and human services planning and funding.
- C. To collect information on the subject of the disease HIV/AIDS;
- D. To identify financial resources and encourage the development of services which will satisfy the unmet needs of persons who are infected and affected by the HIV disease/AIDS;
- E. To provide technical assistance to consumer groups, community and institutional based service providers to enhance the quality and quantity of their services;
- F. To advocate for the coordination of services in the Region;
- G. To identify periodically the needs of HIV/AIDS in effected and affected clients and resources available to meet them; and
- H. To participate in and comment on the planning, research, interpretation and implementation of the Newark EMA HIV Health Services Planning Council's Needs Assessments and Health Plans. To participate in the Planning Council's priority setting process and writing of other documents and research such as service standards and outcomes.
- I. To participate in and comment on the research and/or work undertaken by other regional/state planning, advisory or other criteria.

ARTICLE IV-MEMBERSHIP

Section 1: Composition

- A. The Committee shall have (1) representation from the three participating counties.
- B. Each County shall designate a minimum of three (3) persons from the following list to serve:
 - * Freeholder or their designate;
 - * Department of Human Service;
 - Department of Health;
 - HIV/AIDS Infected or Affected Consumers;
 - County Advocates, these shall be a Community Based Provider, Primary Care Provider or citizen advocate;
 - Chairperson of either the county Task Force or similar organization that provides education/services in areas of HIV/AIDS; and

- Current County Representative serving on the Newark HIV Health Services Planning Council or their alternate.
- B. Each member will designate a permanent alternate.

Section 2: Appointments

- A. The Committee shall consist of a maximum of 5 voting members from each of the counties, who are appointed by their respective Board of Chosen Freeholders and shall serve without compensation.
- B. The Committee may recommend potential appointees to the respective Board of Chosen Freeholders.
- C. The Committee shall consist of no more than fifteen (15) voting members.
- D. No more than one (1) representative of any single agency/department may participate and have voting privileges on the Committee.
- E. The Committee shall adhere to affirmative action policies and plans established within the three counties.
- F. In addition to members as defined above, the Advisory committee may wish to include within its membership certain person(s) who, because of their particular expertise or other relation(s) to the ongoing work of the Advisory committee, might significantly benefit the Committee in the exercise of its duties and mission. Such members may participate in discussions and/or deliberations, but they shall not vote; nor shall they be counted in the total number of Council members.

Section 3: Appointment

- A. Term of appointment shall be consistent with each county's policy regarding Freeholder volunteer appointments.

Section 4: Attendance

- A. Members must attend at least 51% of the actual meeting held in the Committee year (January to December).
- B. A person is considered to have automatically resigned if he/she misses three (3) consecutive meetings. The Chairperson has the authority to decide upon the appropriateness of the basis for such absences.

- C. A person may submit either a written or oral resignation to the Chairperson. The Chairperson will pass on such notice of resignation to their respective Board of Chosen Freeholders.

ARTICLE V-MEETINGS

Section 1: Sunshine Law

All meetings of the Committee shall be held in accordance with the “Open Public Meetings Act” and shall be held at least 4 times annually unless otherwise deemed by the Committee. The public will be encouraged to attend.

Section 2: General Meetings

- A. All regular meetings of the Committee shall be scheduled by the Chairperson.
- B. The agenda items shall be stated in the call to the meetings. All members shall be notified in writing at least five (5) days prior to the meeting by the person designated by the county mailing the minutes.

Section 3: Special Meetings

Special meetings of the Committee may be called by the Chairperson or upon request of five (5) Committee members, with two full working days notice.

Section 4: Annual Meeting

- A. The January meeting shall be the Annual Meeting.
- B. Officers shall be elected at this meeting.

Section 5: Quorum

- A. A quorum shall be one-half (1/2) of the current voting membership.
- B. In the event that there is not a quorum, the Chair may continue with the meeting but any decisions made must be considered recommendations. The discussion shall be summarized; the motion open for further discussion and vote recounted at the closest regularly scheduled meeting at which a true quorum is present.

Section 6: Voting Rights and Limitations of Members

- A. All members shall have the right to vote on issues presented at any and all committee meetings.

- B. Issues shall be decided by a simple majority vote.
- C. The Chairperson may vote only in the case of a tie.
- D. Any voting member may request a vote by written ballot.
- E. Alternates will have full voting rights if performing as official designee.

ARTICLE VI-OFFICERS

Section 1: Membership

The officers shall be Chairperson, and Vice-Chairperson, who shall perform the duties as prescribed by these bylaws and the parliamentary authority adopted by the Committee. The officers will be elected by a majority vote of the Committee. No one county shall be represented by more than two officers.

Section 2: Nomination and Election

- A. Any active member of the Committee may be nominated to an office.
 - 1. The Nominations Committee is appointed at the November meeting to present a slate at the December meeting. The vote will take place at the January organizational meeting.
 - 2. The Chairperson shall not be involved in the nomination process.
 - 3. Before elections at the Annual Meeting in January, additional nominations from the floor shall be permitted provided the nominee is present or has indicated in writing a willingness to serve.
- B.
 - 1. The term of office shall be two (2) years commencing at the January Meeting.
 - 2. An officer may serve one (1) additional consecutive term in the same Office.
 - 3. No officer shall hold more than one (1) elected office at a time.

Section 3: Duties of the Officers:

- A. **The Chairperson:** The Chairperson shall have the ongoing responsibility to:

1. Preside at all meetings of the Committee and decide all points of order in accordance with the Bylaws, with “Robert’s Rules of Order, Revised” as a guide;
2. Appoint all subcommittee Chairpersons;
3. Serve as an ex-officio member of all committees, but shall not be involved in the nomination process.
4. Vote on motions only in the event of a tie;
5. Rule in conflict-of-interest cases;
6. Call special, non-regularly scheduled meetings with appropriate notice; and deliver testimony, in the name of the Committee, at public hearings/meetings.
7. Accept written notices from officers, members and the public;
8. Maintain attendance records and determine the appropriateness of absences.
9. Perform other duties as assigned by the resolution of the Advisory Committee.

B. Vice-Chairperson:

1. The Vice-Chairperson shall assume the responsibilities of the Chairperson, in his or her absence, and shall perform such other duties as may be assigned by the Chairperson.

B. Secretary

1. One member from each county on a rotating basis, shall be designated as secretary to take minutes of the meetings. Counties will rotate responsibility for preparing draft minutes and cover expenses related to mailings. Committee members and other designated persons will be provided with the previous meeting’s Minutes and the next meeting’s agenda at least five business days prior to the next meeting

ARTICLE VII-SUBCOMMITTEES

Section 1: Committees

- A. The Committee shall have the following subcommittees; Executive; Planning and any other subcommittees considered essential to the operations of the Committee.

- B. Other subcommittees, as necessary, shall be established by the Chair in conference with the Committee.
- C. Subcommittees shall meet on an as needed basis.

Section 2: Subcommittee Membership

- A. The Committee chair shall appoint all chairs and members.
- B. Membership is open to voting members of the Committee, their designated alternates, and members of the community-at-large.
- C. Membership shall not exceed nine (9). No one county shall have a majority on the voting membership.
- D. No more than one (1) representative from any special interest group shall serve on the same subcommittee.
- E. All members shall have voting privileges.
- F. Subcommittee actions are subject to review and approval of the full Committee and shall not conflict with actions of the subcommittee as a whole.
- G. A quorum shall consist of one-half (1/2) of the members of a Committee.
- H. A person is considered to have automatically resigned if he/she misses three (3) consecutive meetings. The chairperson has the authority to decide upon the appropriateness of the basis for such absences.

Section 3: Duties of Standing Subcommittees

- A. Executive subcommittee shall have the ongoing responsibility to:
 - 1. Assist the Chairperson in setting the agenda, drafting amendments to the by-laws, review existing and proposed state and federal legislation relating to the HIV disease and AIDS.
 - 2. The committee shall consist of the following members: Chairperson, Vice-Chairperson, and Chairpersons of committees, as well as a member at large of the HIV infected/affected membership.
 - 3. The Chair of the Advisory Committee shall chair the Executive Committee. The Executive Committee shall act for the Advisory Committee on any urgent issues between regularly scheduled Advisory Committee meetings. Any action that the Executive Committee wishes to

undertake must be approved by the full Advisory Committee at their next scheduled meeting.

- B. Planning subcommittee shall have the ongoing responsibility to:
1. Develop strategies to ensure the needs of the HIV/AIDS infected and affected population are met;
 2. Conduct activities, which will foster and promote the development of an action plan;
 3. Assess the needs and current delivery system;
 4. Identify and develop programs and funding sources necessary maximize resources; and
 5. Insure services are coordinated throughout the region in order to better serve the HIV positive person.

ARTICLE VIII-PROCEDURAL REQUIREMENTS

Section 1: Conflict of Interest

- A. The conflict of interest policy precludes committee members from participating in their official capacity in discussions and/or decision making regarding funding or monitoring of programs for which they are employed, serving as a board member or as a volunteer, or having a financial interest.
- B. Members should review the potential for conflict of interest on an annual basis and, as needed.
- C. Any member of the committee may challenge a member's right to vote in matters, which are considered to be in conflict of interest.
- D. The Chairperson rules on all matters of conflict of interest.

ARTICLE IX-ADOPTION AND AMENDMENT TO BYLAWS

Section 1: Adoption

These Bylaws shall become effective immediately upon adoption by the Committee in writing.

Section 2: Amendment

- A. These Bylaws may be amended at any regular meeting of the Committee by a two-thirds (2/3) vote of the voting members. Amendments to the Bylaws must be formally presented to the Committee in writing, to be mailed at least five (5) business days prior to the meeting where action is to take place with the written agenda of the Committee.
- B. Bylaw amendments shall become effective immediately upon the adoption by the Committee in writing.

ARTICLE X-PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Committee may adopt.

Adopted: February 18, 1997 With Unanimous Approval
Revised: March 20, 2001
Revisions Adopted April 17, 2001