



Santa Clara County HIV Commission

BYLAWS

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Article I. Purpose and Mission

The primary purpose of the Santa Clara County HIV Commission (hereinafter referred to as the Commission) shall be to assist with the development of a client-centered, comprehensive continuum of care for persons at risk for or living with HIV disease in the Santa Clara County.

The mission of the Commission is to support and enhance an effective, compassionate and comprehensive system of HIV prevention and care services to all people living in Santa Clara County.

Article II. Membership Nominations

The Executive Committee shall recommend to the Commission, and the Commission shall recommend to the President of the Santa Clara County Board of Supervisors, candidates who meet the requirements for Commission membership as set forth in the Santa Clara County Ordinance Code.

Article III. Officers

Section 3.01 Office Positions and Eligibility

The Commission shall annually elect, from among its members, two (2) officers: one (1) Chairperson and one (1) Vice-Chairperson. These officers shall be elected from among all members in good standing.

Section 3.02 Term of Office, Nomination and Election of Officers

- (a) The officers shall be elected from the Commission and each shall hold office for one year. No officer may serve in the same office for more than two consecutive years.
- (b) When the office of chairperson or vice-chairperson becomes vacant during the term of office, the Commission shall elect a successor from its membership at the earliest meeting at which such election would be practicable, and such election shall be for the unexpired term of such office.

Section 3.03 Resignation or Removal of Officers

- (a) Any officer may resign his/her office at any time by giving written notice to the Commission Chair. Such resignation shall take effect upon the date of receipt or a later date as may be specified in the notice.

- (b) An officer may be removed from office by a two-thirds (2/3) majority vote of the Commission members at a regular or special meeting.

Article IV. Committees

Section 4.01 Establishment of Committees

- (a) The Commission shall have committees, subcommittees, and related ad hoc committees as specified in these Bylaws.
- (b) All committees, subcommittees, and ad hoc committees are advisory to the Commission, and no action may be taken by them except to make recommendations to the Commission.
- (c) Subcommittees and ad hoc committees, when deemed necessary, may be created by the Commission Chair and/or standing committee chairs. Subcommittees are committees consisting of less than a quorum of Commission members with continuing subject matter. Ad hoc committees are committees consisting of less than a quorum of Commission members with a specific task and only for the limited time required to complete the task.

Section 4.02 Committees, Subcommittees, and Ad Hoc Committees

- (a) Each committee may establish subcommittees and ad hoc committees and shall be responsible for overseeing, coordinating, and facilitating the activities of its respective subcommittees and ad hoc committees.
- (b) The Commission's standing committees shall be:
 - 1) Executive Committee
 - i. The role of the Executive Committee is to coordinate the work of the Commission, standing committees, subcommittees, and ad hoc committees; develop policies and procedures for Commission administrative functions; recruit and screen potential Commission members; manage Commission member development; and perform related activities delegated to it by the Commission.
 - ii. In an emergency, the Executive Committee, by a 4/5 majority vote, can make decisions on behalf of the Commission. Issues constituting an emergency shall include those that are likely to impact service delivery or have a detrimental impact on the Ryan White HIV/AIDS Program if not addressed prior to the next regular meeting of the Commission. An emergency may include the need for immediate reallocation of funds or

the need to respond to the Health Resources and Services Administration (HRSA) and/or local policy issues/changes. All actions taken by the Executive Committee on behalf of the Commission must be reported to the Commission at the next regularly scheduled Commission meeting, and may be overruled by majority vote of the Commission at that meeting.

- iii. Composition – The Executive Committee shall consist of five (5) members, including: the Commission Chair (1), a chair from each standing committee (2), and two Commission members who are not Commission or standing committee officers and are not agents, employees or representatives of County funded HIV service providers (2). The Commission or standing committee vice-chairs may not serve on the Executive Committee in any capacity other than in absence of their respective Commission or standing committee chair.

2) Care Committee

- i. The role of the Care Committee is to coordinate the priority setting and resource allocation process; participate in comprehensive planning and assessment of the care and support needs of people living with or at risk for HIV; participate in quality improvement activities; review standards of care; and perform related activities delegated to it by the Executive Committee.
- ii. Composition – The Care Committee shall include not less than three (3) or more than fifteen (15) members. At least three (3) members, but no more than eight (8) members, shall be Commission members. The Commission Chair shall have the power to appoint all members of the Care Committee.
- iii. Non-Commission members may serve and participate fully on the Care Committee, its subcommittees or ad hoc committees, but must meet the same Conflict of Interest and Code of Conduct standards as Commission members. Non-Commission members must apply for committee membership by completing an application and submitting it to the Commission Chair for appointment.

3) Prevention Committee

- i. The role of the Prevention Committee is to monitor, coordinate, and promote HIV prevention priorities and activities; assess the prevention needs of people living with or at risk for HIV; and perform other related activities delegated to it by the Executive Committee.
- ii. Composition – The Prevention Committee shall include not less than three (3) or more than fifteen (15) members. At least three (3) members, but no

more than eight (8) members, shall be Commission members. The Commission Chair shall have the power to appoint all members of the Prevention Committee.

- iii. Non-Commission members may serve and participate fully on the Prevention Committee, its subcommittees or ad hoc committees, but must meet the same policy requirements as Commission members. Non-Commission members must apply for committee membership by completing an application and submitting it to the Commission Chair for appointment.

Section 4.03 *Committee and Subcommittee Officers*

- (a) The Chair of the Commission shall appoint a chair and vice-chair to each committee subject to confirmation by the full Commission. All committee chairs and vice-chairs shall be members of the Commission.
- (b) Committee and subcommittee chairs and vice-chairs shall serve for a term of one year and may be reappointed without limit.

Section 4.04 *Resignation or Removal of Committee Officers*

- (a) Any committee, subcommittee and/or ad hoc committee officer may resign from office at any time by giving written notice to the Commission Chair. Such resignation shall take effect upon the date of receipt or a later date as may be specified in the notice. A Commission or committee chair may not resign only from his/her role on the Executive Committee, but resignation from Commission or committee chair shall result in automatic resignation from the Execution Committee.
- (b) A committee officer may be removed from their position by the Commission Chair, subject to prior approval by the Executive Committee.

Section 4.05 *Committee Procedures and Reports*

- (a) Each committee, subcommittee and/or ad hoc committee may develop, adopt and follow a set of procedures, as needed to conduct its business in an orderly and fair manner. Such policies and/or procedures, if any, shall be kept on file in the Commission support offices.
- (b) Each committee, subcommittee and/or ad hoc committee shall make verbal and written reports to the Commission at its regular meetings. The committee chair or his/her representative may make the presentation for the subcommittees and ad hoc committees it oversees. The Commission agenda shall provide for committee reports at all regular meetings.

Article V. Meetings

Section 5.01 Meeting Calendar

- (a) The Commission and its standing committees shall annually adopt dates and times for its regular meetings, which shall include at least four (4) or more regular meetings. Subcommittees and ad hoc committees shall meet at such dates and times as specified by the subcommittee or ad hoc committee chair.
- (b) Special meetings may be called as needed by the Commission Chair or any five (5) or more Commission members.
- (c) The Recipient of Ryan White funds for the San José, CA Transitional Grant Area (TGA) may request a special meeting of the Commission or any of its committees, subcommittees or ad hoc committees through the Commission Chair based on an identified need for immediate action. Such a request may be declined only after discussion and action by the Executive Committee.

Section 5.02 Cancellation of Meetings

The Commission Chair may cancel any regular meeting of the Commission, and the chair of any committee, subcommittee or ad hoc committee may cancel any meeting of their assigned committee, subcommittee or ad hoc committee if there is no business to conduct or an indication that a quorum of the members will not be or is not available. The Commission Chair or committee chair will endeavor to provide notice of cancellation at least seventy-two (72) hours prior to the meeting, but in any event, as soon as is practicable. The Clerk of the Board will post a cancellation notice for Commission and committee meetings at the County Government Center, and Commission support staff will post a cancellation notice for Commission and committee meetings at the meeting site.

Article VI. General Provisions

Section 6.01 Non-Discrimination

The officers, members and staff of the Commission shall be selected entirely on a nondiscriminatory basis with respect to age, sex, gender identity, gender expression, sexual orientation, race, color, ethnicity, ancestry, national origin, religion, disability, medical condition, political belief, organizational affiliation, or marital status except as may be necessary to comply with applicable statutes, regulatory requirements and these Bylaws.

Section 6.02 Budget

The Commission budget shall be submitted as part of the overall Public Health Department – STD/HIV Prevention and Control Program budget. All Commission expenditures must be

approved by the Recipient of Ryan White funds for the San José, CA TGA as an item identified in the Commission Work Plan or by other Board action.

Section 6.03 Confidentiality

- (a) The Commission represents a diverse area serving people with diverse backgrounds. Disclosure of personal information can have a devastating effect; therefore, members are required to maintain the highest standards of confidentiality. The Commission shall guard against disclosure of personal information that would constitute an invasion of privacy (such as, but not limited to, an individual's HIV status).
- (b) Members shall comply with all federal, state, and local laws and regulations governing confidentiality of medical, personnel, and other information obtained in the course of official duties. Members shall not disclose personal information they acquire through their Commission relationships and activities, unless they have a signed release from the affected individual(s) to publicly disclose the information or are otherwise required or permitted by law to disclose the information.

Article VII. Amendments and Related Provisions

Section 7.01 Amendments


Proposed amendments to these Bylaws may be recommended by a two-thirds (2/3) majority vote of Commission members. This vote shall occur at any meeting. Written notice of the proposed amendment will be submitted to each Commission member seven (7) days prior to the meeting. Following approval by County Counsel as to form and legality, the proposed amendment shall be forwarded to the Board of Supervisors for approval.

Section 7.02 Severability

In the event that any provision in these Bylaws is determined to be unlawful or in violation of County, state or federal requirements, it shall be severed and deemed null and void. This shall not impair the validity of the remaining provisions of these Bylaws.

Section 7.03 Order of Precedent

If any provision of these Bylaws is in conflict with the County Charter, County Ordinance Code, Rules of the Board of Supervisors, or any applicable laws, the other rule or law shall apply.

Approved as to form and legality


Jenny S. Lam, Deputy County Counsel
Office of the County Counsel
12/19/18

Date