CONSORTIA BYLAWS

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PURPOSE

To provide guidance to consortia in developing bylaws which govern the affairs of each HIV Service Delivery Area (HSDA). Bylaws are rules that an organization adopts to govern its members and to regulate its affairs. Consortia will adopt bylaws to:

- Establish the basic structure of the consortium organization,
- Guide the allocation of grant funds within local communities,
- Effectively manage consortium operations,
- Guide decision-making within the membership,
- Work toward the common purpose of serving clients, and
- Accomplish periodic evaluation, innovation, and quality assurance to guide the consortium's performance.

AUTHORITY

The Texas Department of Health (TDH) provides for the delivery of services to clients through programs operated by the Bureau of HIV and STD Prevention (the Bureau), HIV/STD Health Resources Division (the Division). The Division coordinates all federal and state funds for HIV client services through 26 HIV Service Delivery Area (HSDA) consortia.

Title II of the Ryan White Comprehensive AIDS Resources Emergency (CARE) Act of 1990 created and initially authorized consortia. The Ryan White CARE Act Amendments of 1996 continued the legal authority for consortia's existence.

BYLAWS

The format of bylaws may vary. Each consortium must ratify bylaws that address, at minimum, the following categories and may address other provisions that are applicable to the operation of the consortium:

<u>Name of the organization</u>

<u>Purpose and objectives of the consortium</u> (For further guidance see HIV/STD Policy no. 240.002, Roles of Consortia)

<u>Membership</u>
Membership provisions may include:

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- Qualifications for membership,
- Length and number of memberships,
- Responsibilities of membership,
- Confidentiality Statements for all consortia members, employees, officers, and contractors.
- Non-discrimination provision,
- Provision for equal representation and balanced inclusion of members to reflect the makeup of the HIV community (clients and providers),
- Code of Ethics for consortium to include officers, employees, and member agencies. Include provisions regarding personal conduct, censurable activities, and disclosure of conflict of interest,
- Attendance requirements,
- Voting and non voting members,
- Voting rights,
- Appointment, resignation, dismissal, and replacement of members,
- Filling of vacancies.

Officers

Officer provisions may include:

- Nomination and selection of officers (Chairperson required),
- Number of officers,
- Officers' duties,
- Appointment length, resignation, dismissal, and replacement,
- Filling vacancies.

Meetings

Meeting provisions may include:

- Frequency,
- Regular, annual, and special meetings, calendar of events (may be open to public),
- Notice of meetings,
- Agendas,
- Voting by majority, quorum, or proxy (provisions for parity and inclusion),
- Rules of order,
- Teleconferences, conducting business by mail, E-mail, and fax,
- Attendance and absences,
- Decision-making,
- Disclosure of conflict of interest regarding agenda matters, and mechanism to handle the conflict,
- Minutes of proceedings (retained for three years).

Standing committees should be formed to accomplish the following required activities:

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- Peer review - periodic and independent review of client services, for quality and appropriateness,
- Needs assessment - conducts and evaluates a periodic assessment of client needs,
- Internal review - decides service priorities and allocation of funds by service category, based on the needs assessment,
- External review - reviews subcontractor proposals and makes funding recommendations (refer to HIV/STD Policy No. 240.001),
- Allocations Review - periodically reviews expenditures by service category, to ensure service priorities are funded,
- Executive committee - acts as governing body of consortium to ensure compliance with bylaws.

TDH suggests the following additional provisions addressing:

- Special or Ad Hoc committees,
- Committee members,
- Committees' powers,
- Rules that govern committees,
- Committee Members' appointment length, resignation, dismissal, or replacement.

Recommendation to the TDH of an administrative agency (See HIV/STD Policy no. 240.004, Selecting and Recommending an Administrative Agency)

Such provisions may include:

- Process for selecting, and recommending an administrative agency to TDH. The TDH requires each consortium to recommend to TDH an incorporated organization or governmental entity to serve as its administrative agency. This agency applies for and accepts funds for the consortium.
- Mechanism for monitoring,
- Mechanism for recommending termination to TDH. (TDH has the sole responsibility for terminating contracts. A consortium must have clear, verifiable, and substantial documentation of contractual irregularities, or failure of the administrative agency to uphold the Memorandum of Understanding with the consortium. Requests for termination must be submitted in writing to TDH. TDH reserves the right to require a consortium to have formally selected a new administrative agency to continue the contract before TDH will terminate a contract with the existing administrative agency. Further assistance from the Bureau of HIV/STD Prevention, Field Operations, is available regarding this matter.)

Relationship between consortium and administrative agency (See HIV/STD Policy no. 240.002, Roles of Consortia; Assure the provision of comprehensive outpatient health and support services; and HIV/STD Policy No. 241.001, Roles of an Administrative Agency).

Procedures for conflict resolution and grievance management

Grievance provisions may include:

- Posting of grievance policy,
- Provisions for contractor, or agency member grievances.

Provision for updated financial reports on expenditures by service categories from administrative agency

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Financial report provisions may include:
- Quarterly budget reports, at minimum,
- Type and frequency of other reports needed,
- Use of information to provide recommendations or guidelines to administrative agency (e.g., evaluation of cost-effectiveness of funds allocations),
- Approval process for amending service category spending.

Administrative support and records management within the consortium

- Designate a recording secretary,
- Storage and retention of services category expenditure reports for three years (OMB Circular A-102, Subpart C.42(a) and State of Texas Records Retention Schedule, agency item #2573).

Evaluation Activities

Evaluation provisions may include:
- Setting objectives,
- Collecting data,
- Monitoring progress,
- Evaluating outcomes.

Parliamentary authority/Rules for conducting meetings

Parliamentary provisions may include:
- Standing rules or an organizational reference guide for conducting the business of the consortium, such as *Robert's Rules of Order*.

Amendment of bylaws

Bylaws Amendment provisions may include:
- Notice requirements (timelines for posting, type and number of notices),
- Required number of votes to pass.

Conflict of Interest

- System and procedures for managing conflicts of interest.

Dissolution of consortium

- Formal dissolution process,

- Dissolution provisions may include,
- Disbursement of assets and equipment (if any).

REVISION

10/25/2002, Policy Rescinded

DATE OF LAST REVIEW**:** November 13, 2002

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