



## **Region 6 Network of Care and Prevention**

Chatham, Durham, Franklin, Granville,  
Johnston, Lee, Orange, Person, Vance  
Wake, and Warren Counties

June 3, 2019

### **ARTICLE I: NETWORK NAME**

Region 6 Network of Care and Prevention, hereinafter referred to as the “Network”

### **ARTICLE II: MISSION AND PURPOSE**

#### **Section 1. Mission**

The mission of the Region VI Network of Care and Prevention is to promote a coordinated effort between regional HIV, STI, and HCV care, treatment and prevention partners that works collaboratively to reduce the number of new HIV infections, decrease disparities in care, and optimize health outcomes for people living with HIV/AIDS (PLWHA).

#### **Section 2. Purpose**

1. The Network will increase the amount of HIV, STI, and HCV testing done among high-risk populations across the region, link individuals newly diagnosed quickly into care, and keep clients in care and virally suppressed in order to reduce new infections and reduce transmission of HIV.
2. The Network will assist the State of North Carolina Department of Health and Human Services (DHHS) to provide HIV/AIDS care and prevention programming utilizing a regional approach that brings together the contributions of local government and community-based organizations (CBO), consistent with the National HIV/AIDS Strategy.

### **ARTICLE III: NETWORK MEMBERS**

The Network shall have members (agency, CBO or individual) with an interest in and commitment to HIV, STI, and HCV prevention and care.

#### **Section 1. Membership Qualifications**

The Network members shall be individuals who are supportive of the purposes of the Network and who possess qualities of leadership to assist the Network in reaching its stated purposes. In accordance with these by-laws, members should:

Demonstrate a strong commitment to improving HIV, STI, and HCV prevention, care and treatment efforts and contribute to increasing the Network capacity through active participation in Network decisions and problem solving.

## **Section 2. Rights of Members**

There will be voting and non-voting members of the Network. Each voting member shall appoint one voting representative to cast the organization's vote.

Criteria for voting member:

- Receiving HIV Care, Prevention or HOPWA funding from the State of North Carolina Department of Health and Human Services (DHHS) Division of Public Health.
  - Funding must either be directly from the State or through a subcontract with a local Health Department or CBO
  - Subcontractors must have been voted on by the Network.
- Regional consumer representative from the North Carolina HIV Prevention and Care Advisory Committee

## **Section 3. Membership Responsibilities**

- Be committed to and help uphold the Mission of the Network
- Understand and follow the Network processes
- Participate in all decision-making and problem-solving activities

## **ARTICLE IV: EXECUTIVE COMMITTEE**

The Executive Committee will consist of two co-leads who are the State DHHS recognized Care and Prevention Administrators for the region, a Secretary, and a parliamentarian. The Executive Committee shall have and may exercise all the authority of the Network in the management of the business of the Network.

### **Section 1. Election and Vacancies**

The Administrators are not an elected position. The Secretary and Parliamentarian shall be elected at the end of the year to take office January 1. The Secretary and Parliamentarian shall serve for two consecutive calendar years. Terms may be extended for 12 additional months. In the case of a vacancy, the position will be filled at the next regular meeting and the officer will serve to the end of the term of the individual they have replaced.

Officers will be elected from a slate submitted by the membership committee. An officer must be an active member of the Network, not missing more than 1/3 of the scheduled meetings.

### **Section 2. Proxies**

If an officer must be absent, the officer may designate a proxy to attend the meeting in the officer's absence. An officer having more than two proxies in a 12-month period may be replaced.

### **Section 3. Removal**

Members may be removed by half plus one vote of a quorum of the voting members. Reasons for removal may include but are not limited to: conflict of interest, failure to participate in regularly scheduled network meetings, or other reasons that may detract from the mission of the Network as determined by the Executive Committee, which will report such reasons to the

Network for a vote. Members wishing to appeal their removal may do so in writing to the Network within 30 days of receipt of notification of their removal.

#### **Section 4. Minutes**

The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Network Administrators within two weeks of the meeting so that the Administrators can submit them to the State within 30 days of the meeting.

#### **Section 5: Duties of Administrators**

Administrative Duties:

Supervise the submission of provider data, expenditure, and narrative reports monitoring the program for adherence to all applicable federal and state regulations, policies and guidance, monitoring that all Care and Prevention contractual obligations are fulfilled, assumption of all responsibilities for sub-recipient monitoring of all State financed contractors and subcontractors funded through the Network, and serving as a contact for the maintenance and updating of the Network's quality management program.

Planning and Evaluation Duties:

Facilitate evaluative activities for the Network, coordinate Network meetings, and review data reports with appropriate staff as well as with sub-contracted agencies for monitoring of outcomes for the region; monitors and evaluates service delivery methods and utilization; leads all activities and updates for needs assessment, standards of care, and network client satisfaction; takes the lead with organizing and participating in planning and evaluation for the Client Network Grievance Policy, with all partners in the Network taking part in updating the policy.

#### **Section 6: Duties of Secretary**

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Network and of the Committees.

Duties:

- Record all votes and minutes of all proceedings
- Ensure the meeting minutes are sent to the members within two weeks of a proceeding so that they may be submitted to NC DHHS

In the absence of the Secretary, duties shall be fulfilled by a representative of the Executive Committee or a delegate.

#### **Section 7: Duties of Parliamentarian**

Parliamentarian advises the network administrators, secretary, committees, and members on matters of parliamentary procedure. When a parliamentary authority has been adopted, such as the current edition of Robert's Rules of Order Newly Revised, the parliamentary authority provides clear definition of many of the rules of order and procedures which the organization does not have to try and recreate in the bylaws, except for those specific cases where there is a variance or when the organization does not want the rule to be able to be suspended.

To implement the role requirements, a Parliamentarian should:

- Maintain a clear and full understanding of bylaws and procedures of the network
- Assists the Network Administrators to manage meetings and advises on parliamentary procedure
- In the occasion of a disagreement on the meaning or intent of rules/procedures the parliamentarian is responsible for determining the correct resolution.
- Chairs bylaws committee to review unit bylaws each year and revise bylaws on the as needed basis, should any change be made the Parliamentarian will be responsible for amending the bylaws document and sending it to the Administrators for distribution to the network.
- Insure all the rules, votes and procedures are done in an orderly manner and recorded correctly

The Parliamentarian will be elected by a majority vote of the voting members of the Network. The Parliamentarian can be dismissed by the Administrators of the Network with due cause or through a 3/4ths majority vote of the voting members of the network.

In the absence of the Parliamentarian, duties shall be fulfilled by a representative of the Executive Committee or a delegate.

## **ARTICLE V: MEETING OF MEMBERS**

### **Section 1: Regular Meetings**

There shall be six regular meetings each year. The schedule for the six regular meetings shall be developed at the last meeting of the preceding calendar year but may be rescheduled by a vote of a quorum of the Network, or as needed by the Administrators. In addition, other meetings may be scheduled as required.

Voting members or a proxy shall attend a minimum of four regular meetings per year when it is not defined in their contracts. In the case meeting attendance is defined in the Agencies contract, they should adhere to those requirements.

### **Section 2: Special Meetings**

Special meetings may be called at the request of one of the Administrators or three voting members of the Network. The time and place of any such meetings shall be fixed by the person or persons calling the meeting. To conduct business, there must be a quorum of agencies in attendance at the meeting physically or virtually.

### **Section 3: Quorum**

The Members of the Network in attendance at any duly notice meeting shall constitute a quorum of voting members for the transaction of any business.

### **Section 4: Community Access**

All meetings are open to the public.

## **Section 5: Decision Making**

Decisions of the Network shall be approved by a majority (half plus one) vote of the voting members.

Each decision made by the Network requires a motion, second, discussion and vote. A simple majority of the voting members in attendance will decide all matters put to a vote.

## **Section 6: Notice of Meetings and Cancellations**

Providing notice of meetings is the responsibility of the Administrators and they should use any usual means of communication. Notice of annual meeting dates will be communicated to members within two weeks of the final meeting of the previous year. For special meetings, at least a five-day notice shall be given. Regular and special meeting shall be canceled only with the concurrence of the Administrators.

## **ARTICLE VI: Decision Making**

Decisions of the Network shall be approved on a majority vote of the quorum.

Each decision made requires a motion, second, discussion and vote. Any matter proposed by a sub-committee proceeds directly to a discussion.

### **Section 1: Voting Member**

Each voting member shall appoint one voting representative to cast the organization's vote.

Criteria for voting member:

- Receiving HIV Care, Prevention, or HOPWA funding from the State of North Carolina Department of Health and Human Services (DHHS) Division of Public Health.
  - Funding must either be directly from the State or through a subcontract with a local Health Department or CBO
  - Subcontractors must have been voted on by the Network.
- Regional consumer representative from the North Carolina HIV Prevention and Care Advisory Committee

### **Section 2: Voting Procedure**

Voting is typically conducted at regular meetings however, it may also be conducted at special meetings, virtually, and/or via written correspondence or email as long as all agencies have been given five days' notice and there is quorum of agencies. In the situation an agency is not able to attend a meeting where there will be a vote, that agency is able to submit their vote in writing to one of the Network Administrators at least 2 hours prior to the beginning of the meeting.

A vote is required in the following situations:

- Funding is being moved from one agency to another
- There is new funding that is available for the Network to use

## **ARTICLE VII: CONFLICT OF INTEREST**

A member who also serves as a director, board member, trustee or employee, or otherwise materially benefits from association with any agency which may seek funds from the Network for prevention or care activities, is deemed to have an “interest” in said agency or agencies. In order to maintain the integrity of the Network decision making process, and to provide appropriate safeguards from potential conflict of interest, each member shall disclose any and all professional and/or personal affiliations with agencies that may pursue funding.

Before the Network begins discussion of issues where a members’ affiliate is the potential recipient of funds, the member must declare their potential for conflict of interest. Members with conflicts of interest are prohibited from participating in any vote or lobby regarding the issue.

The Network is responsible for making objective decisions, and therefore members are responsible for identifying and monitoring personal biases to assure that all discussions and decisions maintain the objective nature of the Network.

## **ARTICLE VIII: AMENDMENTS**

These Bylaws may be amended at any regular or special meeting of the Network. Written notice of the proposed bylaws change shall be emailed to each member 10 days prior to the date of the meeting. Bylaws changes require a two-thirds majority vote of the Network voting members or their proxies in attendance at the meeting.