



Colorado Department  
of Public Health  
and Environment

**BYLAWS**

Colorado HIV and AIDS Prevention Grant Program Advisory Committee

**ARTICLE I: Name**

The name of this organization shall be the Colorado HIV and AIDS Prevention Grant Program Advisory Committee, herein referred to as the “Advisory Committee”, created pursuant to House Bill 06-1054, CRS 25-4-1414 operating within the Department of Public Health and Environment, Disease Control and Environmental Epidemiology Division, herein referred to as the “department.”

**ARTICLE II: Purpose**

The Colorado HIV and AIDS Prevention Grant Program shall fund medically accurate HIV and AIDS prevention and education programs through a competitive grant process that shall be overseen by the Advisory Committee with the goal of developing a comprehensive approach that will decrease the transmission and acquisition of HIV and AIDS in Colorado.

**ARTICLE III: Duties of the Advisory Committee**

- Section 1. The Advisory Committee shall:
- (a) Ensure compliance with C.R.S. Section 25-4-1413 and 25-4-1414 of HB 06-1054;
  - (b) Oversee a competitive grants program to provide medically accurate HIV and AIDS prevention and education programs that are based in behavioral and social science theory and research in Colorado;
  - (c) Review grant applications; and
  - (d) Make recommendations for grant recipients, grant amounts, and the duration of each recommended amount to the Colorado Board of Health and Executive Director of the department.

**ARTICLE IV: Members**

- Section 1. The composition of the Advisory Committee shall reflect, to the extent practical, Colorado’s ethnic, racial, and geographic diversity.
- Section 2. The Advisory Committee shall be in accordance with Section 25-4

1414, C.R.S. and consist of seven members appointed as follows.

(a) The Executive Director of the department shall appoint:

- (I) Two members representing community-based organizations who are recommended by and who are existing members of the Colorado Advisory Council on AIDS;
- (II) One member who is recommended by the department's Minority Health Advisory Commission;
- (III) Two members who are recommended by a statewide collaborative group that assists the department in the department's comprehensive plan for HIV and AIDS prevention;
- (IV) One member who has expertise in HIV and AIDS prevention and education; and
- (V) One member who represents a clinic that receives moneys under Title III of the federal "Ryan White C.A.R.E. Act of 1990", as amended.

Section 3. All Advisory Committee applicants shall submit a letter from the Executive Director, Board Chair, or department head of the organization verifying representation or recommendation, per the categories listed in section 2. This letter shall be submitted with the application materials.

Section 4. Members of the Advisory Committee shall serve two-year terms; except that, of members initially appointed to the Advisory Committee, two members appointed by the Executive Director of the department shall serve one-year terms, and one member shall serve a three-year term. A member may be reelected or reappointed to the Advisory Committee after rotating off for one year. The committee members initially appointed to the Advisory Committee who shall serve a term other than a two-year term are as follows:

- (a) One member representing a community-based organization who is recommended by and who is an existing member of the Colorado Advisory Council on AIDS shall serve a one-year term;
- (b) One member who is recommended by the department's Minority Health Advisory Commission shall serve a three-year term; and
- (c) One member who is recommended by a statewide collaborative group that assists the department in the department's comprehensive plan for HIV and AIDS prevention shall serve a one-year term.

Section 4. Regular attendance and participation is vital to the purpose of the Advisory Committee. Members accept the duty and obligation to attend meetings either in person or by teleconference and shall provide advance notice if they are unable to do so. Repeat, unexcused absences may be considered an abdication of the appointment and may be grounds for terminating a member's appointment at the recommendation of the Advisory Committee. To terminate the member's appointment, at least

one member of the Advisory Committee shall submit his/her recommendation to the other members of the Advisory Committee, which shall approve or disapprove the recommendation by majority vote.

Section 5. Members of the Advisory Committee shall serve without compensation but shall be reimbursed for their actual and necessary expenses incurred in the performance of their duties from moneys deposited in the AIDS and HIV prevention fund created in section 24-75-1104.5 (1) (1), C.R.S. for their actual and necessary expenses incurred in the performance of their duties.

Section 6. Any member of the Advisory Committee may resign from the Advisory Committee at any time by notifying the Executive Director of the department, or his designee, in writing. If a member finds it necessary to resign from the Advisory Committee, he/she is encouraged to assist the department in nominating a suitable replacement and is encouraged to remain until a suitable replacement has accepted his/her nomination.

Section 7. Any member of the Advisory Committee may be recommended for termination by majority vote of the Advisory Committee or at the discretion of the Executive Director, as a result of:

- (a) Resignation
- (b) Violation of the Advisory Committee Bylaws;
- (c) Failure to disclose conflict of interest;
- (d) Expiration of membership term;
- (e) Ineligibility of membership, including no longer representing the category to which a member was appointed under;
- (f) Material misrepresentation or fraud in any statement to the Advisory Committee or to the public;
- (g) Conviction of a felony;
- (h) Conviction of a misdemeanor, which is directly related to public health or education. This includes, but is not limited to, rape, sexual abuse, actual or threatened use of a weapon, sale or distribution of a controlled substance, or its possession with intent to distribute.
- (i) Death or incapacitation.

Section 8. A notice shall be sent to the member, using the last address on file, setting forth the expulsion and the reasons therefore. Such notice shall be sent within fifteen days of the recommendation for termination. The Advisory Committee shall submit, in writing and within thirty days after sending the notice, a recommendation, a letter to the Executive Director of the department stating the Advisory Committee's recommendation for termination of membership. The member will be terminated by action of the Executive Director.

#### **ARTICLE V: Officers**

Section 1. The elected officer of the Advisory Committee shall be the Chairperson:

- (a) The Chairperson shall be elected by majority vote from among the voting members of the Advisory Committee.
- (b) The election shall be conducted within the first ninety days of the establishment of the Advisory Committee for the first year and annually at the first meeting held after June 30 in each calendar year in subsequent years.
- (c) The Chairperson may be removed from office:
  - (I) At any time for cause the Advisory Committee may deem sufficient, by a vote of three-fourths of the entire voting membership present.
  - (II) Written notice giving time, place, and purpose of this meeting shall be mailed to each member of the Advisory Committee at least then working days prior to the meeting.
  - (III) If the Chairperson is removed at such meeting, an election for a successor shall take place at the same meeting.

Section 2. The term of office for the Chairperson shall be one year commencing at the close of the meeting at which they were elected. For the first year, FY 2006-2007, the Chairperson shall serve until the next election.

Section 3. A vacancy in office shall exist in the event of the Chairperson's death, resignation, or removal from office.

Section 4. Duties of the Chairperson shall be to:

- (a) Preside at all meetings of the Advisory Committee;
- (b) Build agenda with the advice and consent of committee members and the program grant coordinator;
- (c) Observe and enforce the bylaws and policies of the Advisory Committee; and
- (d) Perform all such other duties of the office as provided by these bylaws or prescribed by the Advisory Committee.

Section 5. In the absence of the Chairperson at any meeting in which a quorum is present, the members present shall elect a Chairperson to serve for that meeting only.

#### **ARTICLE VI: Department Staff**

Section 1. The Advisory Committee shall be supported by select department staff, or a designee, as well as a program grant coordinator.

Section 2. Duties of the department staff, or a designee, who is responsible for administering the program shall be:

- (a) Support the grant application and review process of the Advisory Committee;
- (b) Prepare grant application documents under the direction of the Advisory Committee, consistent with state fiscal rules and department policies;
- (c) Attend to official correspondence;

- (d) Oversee and monitor the budget; and
- (e) Record, maintain, and distribute accurate minutes of all Advisory Committee and Advisory Committee subcommittee or task force meetings.

- Section 3. The coordinator, in collaboration with the Advisory Committee, shall:
- (a) Notify all Advisory Committee members and announce to the public, in a manner prescribed by the Advisory Committee, the time and place of the Advisory Committee meetings and meetings of the Advisory Committee's subcommittees and task forces at least seven working days prior to such meetings and cancellations of such;
  - (b) Assist the Chairperson in the planning of meetings and development of agendas;
  - (c) Maintain the Colorado HIV and AIDS Prevention Grant Program website;
  - (d) Ensure background documents are prepared and information is presented to support the work of the Advisory Committee;
  - (e) Serve as a liaison from the subcommittees or task forces to the Chairperson through participation in conference calls and face-to-face meetings; and
  - (f) Assist in the development and handling of the final recommendations of the Committee to the department.

#### **ARTICLE VII: Meetings**

- Section 1. The Advisory Committee shall meet at least quarterly, and more frequently as needed, at the call of the Chairperson or majority of the Advisory Committee members.
- Section 2. A quorum of five members shall be required for all actions of the Advisory Committee;
- (a) No proxy or absentee voting shall be allowed;
  - (b) Members may fully participate in a meeting via teleconference;
  - (c) At the discretion of the Chairperson or majority of the Advisory Committee members, issues may be voted upon via email or writing (fax) provided responses are received within 48 hours of the notification.
  - (d) Any meeting may be cancelled by the Chairperson or the majority of the Advisory Committee members, three working days prior to such meeting, when, in consultation with department staff, the Chairperson determines the meeting is not needed, or when there will not be a quorum present.
- Section 3. In absence of a quorum, any business transacted is null and void, except to take measures to obtain a quorum or to reschedule another meeting.
- Section 4. All meetings of the Advisory Committee shall be open to the public in accordance with regulations of the Colorado Open Records Act and

Sunshine Law. The Advisory Committee may move to Executive Session in accordance with the Open Records Act. Notice of meetings shall be posted on the program's web site.

- Section 5. All decisions and recommendations from the Advisory Committee to the Board of Health or to the department shall have been adopted by majority vote of the Advisory Committee.
- Section 6. No individual member shall make a statement of policy that purports to be that of the Advisory Committee unless the Advisory Committee shall have adopted such policy, but no one shall be prohibited from stating his or her personal opinions, provided they are clearly identified as such.
- Section 7. All discussions of the Advisory Committee relative to the review of grant applications is to be regarded as confidential information, not to be discussed outside the context of the Advisory Committee meetings.

#### **ARTICLE VIII: Subcommittees and Task Forces**

- Section 1. Subcommittees of the Advisory Committee may be established as needed by majority vote of the Advisory Committee.
- Section 2. Ad hoc committees and task forces including other individuals, groups, organizations or associations, pursuant to Article III, may be established by majority vote at any meeting of the Advisory Committee:
- (a) Membership shall be prescribed by the Advisory Committee;
  - (b) The Advisory Committee shall appoint the chairpersons of ad hoc committees and task forces; that chairperson shall come from Advisory Committee membership;
  - (c) Ad hoc committees shall be given prescribed purposes and prescribed dates of discontinuance.
- Section 3. Meetings of the subcommittees and any ad hoc committee or task force shall be open to the public, and shall hear testimony from the public in attendance in a manner as prescribed by the Advisory Committee:
- (a) Meetings shall be at the call of the Chairperson of the subcommittee or task force
  - (b) Meetings shall be announced at least seven working days prior to the meeting date in a manner as prescribed by the Advisory Committee.
  - (c) A majority of the current membership of Advisory Committee subcommittees or any ad hoc committee or task force shall constitute a quorum.
  - (d) No proxy or absentee voting shall be allowed for any member of a subcommittee or task force; however, a subcommittee member may fully participate and vote by teleconference;
  - (e) In the absence of the subcommittee or task force chairperson, the members shall elect a chairperson who shall serve for that meeting only.

- (f) Meetings of Advisory Committee subcommittees, ad hoc committees, and task forces shall be conducted in the manner as prescribed in the parliamentary authority.
- (g) Minutes of all subcommittee meetings shall be made, copies of which shall be remitted to the members of the subcommittee and the Advisory Committee.

**ARTICLE IX: Voting and Balloting Procedures**

- Section 1. In any instance in which a majority vote is called for
  - (a) The Chairperson may call for a show of hands, voice vote, standing vote, or a secret ballot, and such voting method shall determine the result of the vote; except,
  - (b) In the case of election of the Chairperson, the vote shall always be by secret ballot as outlined in Section 2 and 3 of this Article.
  - (c) No proxy or absentee voting shall be allowed.
- Section 2. Ballots shall be pieces of paper on which the member prints his or her choice.
- Section 3. If no candidate or issue receives a majority of the votes cast, another ballot shall be taken. If further ballot needs to be cast to determine a single majority winner, it shall be between the two candidates or issues receiving the highest number of votes on the immediate preceding ballot.
- Section 4. All members, including the Chairperson, shall have voting rights.

**ARTICLE X: Parliamentary Authority**

Meetings shall be conducted generally in keeping with Robert's Rules of Order, but shall be as informal as circumstances permit.

**ARTICLE XI: Adoption of Bylaws**

These Bylaws shall take effect immediately upon majority vote of the Advisory Committee.

**ARTICLE XII: Amendment of Bylaws**

- Section 1. The Bylaws may be amended in whole or in part at a meeting of the Advisory Committee:
  - (a) By three-fourths vote provided that such amendment was submitted to the Advisory Committee at least ten working days prior to the meeting at which such amendment is to be offered and remitted to all members of the Advisory Committee.
- Section 2. Adopted amendments shall take effect immediately upon adoption.

**ARTICLE XIII: Conflict of Interest**

- Section 1. Where a personal, professional, or financial conflict of interest may exist,

participation by members of the Advisory Committee, including engaging in tasks or duties of the Advisory Committee, shall be determined under this Section.

- (a) A conflict of interest means engagement in an official act or recommendation of the Advisory Committee, which may be influenced by a real or perceived direct benefit from an enterprise in which the member has a direct interest. A conflict of interest may also exist in circumstances where the member has a personal or professional interest that would interfere with participating objectively in an official act or recommendation.
- (b) A member must disclose the conflict of interest before the discussion begins or as soon thereafter as the conflict is perceived, and disclose to the Advisory Committee the basis of the conflict. The member can then either disqualify him or herself from any further participation or voting on the matter at hand, or upon disclosure of the conflict, the Chairperson will ask for comments from any members or any member of the public present. Except for the member disclosing the potential conflict of interest, the Advisory Committee shall vote on whether a conflict of interest exists, and the member disclosing the potential conflict of interest shall be bound by the Advisory Committee's vote.
- (c) If a conflict is found to exist, the member disclosing the conflict of interest may be disqualified from discussion and/or voting on the matter at hand depending on the degree of conflict of interest. Conflicts of interest may include, but not be limited to, a committee member being a principal investigator for a grant application, a writer or key partner in the writing of a grant application, or a part of an organization submitting an application and receiving a benefit from the application.
- (d) A conflict of interest may also be raised by other Advisory Committee members or any member of the public in attendance.
- (e) Any member wishing to abstain from voting shall notify the Advisory Committee according to the Advisory Committee's procedural policy.
- (f) Any Advisory Committee member wishing to disengage from a required task or duty of the Advisory Committee shall notify the Advisory Committee and give citation of possible conflict of interest to the Chairperson.
- (g) Dispensation from voting or duty shall pertain only to the specified vote or duty.

Bylaws adopted on November 14, 2006

Signed: \_\_\_\_\_

Attest: \_\_\_\_\_