

**PATERSON – PASSAIC COUNTY – BERGEN COUNTY  
HIV HEALTH SERVICES PLANNING COUNCIL**

**BY-LAWS**

**ARTICLE I – DEFINITIONS**

Section 1.1 [Revised 9-24-96][Revised 10-6-98][Revised 8-12-05][Revised 7-1-08][Revised 7-13-10][Revised 2-7-17]

- A. “Administrative Mechanism” – the method of carrying out activities by the Recipient (e.g., disbursing program funds, developing reimbursement and accounting systems, developing Request for Proposals [RFPs], monitoring contracts, etc).
- B. “Affiliated” or “Affiliation” describes the existence of a relationship of a Planning Council commissioner, or employee of the Planning Council or person employed on behalf of the Planning Council, or a Consultant retained by or on behalf of the Planning Council or the Recipient with an HIV/AIDS agency, sub-recipient or Ryan White funded entity within Bergen or Passaic County that includes, but is not limited to: being an employee, board member, consultant or volunteer providing services to the entity or on behalf of the entity as well as a consumer participating in a consumer advisory board for an agency. These terms do not include a relationship as a client or recipient of services from an entity or agency.
- C. “CEO” – the Chief Elected Official for Recipient of the Bergen-Passaic TGA, in this case, the Mayor of the City of Paterson.
- D. “Conflict of Interest” – an actual or perceived interest in an action that results in or has the appearance of resulting in personal, organizational, or professional gain. This actual or appearance of bias in the decision making process is based on the dual role played by many Planning Council commissioners and their alternates who, in addition to serving on the Council, are often affiliated with other organizations, either as an employee, a member or in some other capacity. The phrase “conflict of interest” shall also have any other meaning given to it by

- Title XXVI of the Public Health Service (PHS) Act, as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009).
- E. “Council” or “Planning Council” – the Paterson-Passaic County-Bergen County HIV Health Services Planning Council.
  - F. “Council Member” or “Commissioner” – A person sworn in by the CEO to act as commissioner of the Planning Council and who has fulfilled the Planning Council member requirements.
  - G. “Eligible Area” (see Eligible Metropolitan Area)
  - H. “EMA” (Eligible Metropolitan Area) – a geographic area highly-impacted by HIV/AIDS that is eligible to receive Part A Title XXVI of the Public Health Service (PHS) Act, as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009) funds.
  - I. “Recipient” is the City of Paterson, which is the entity receiving the Part A grant funds from the federal government for this TGA.
  - J. “HIV Disease” – a spectrum of illness with a diagnosis ranging from infection with HIV to AIDS.
  - K. “HIV-Related Services” – treatment and services provided to individuals with HIV Disease/AIDS which include primary medical care as well as other supportive services.
  - L. “HRSA” (Health Resources and Services Administration) is the agency of the U.S. Department of Health and Human Services that administers various primary care programs for the medically underserved, including the Title XXVI of the Public Health Service (PHS) Act, as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009).
  - M. “Metropolitan Statistical Area” (see Eligible Metropolitan Area)
  - N. “Mayor” – the Mayor of the City of Paterson is the Chief Elected Official (CEO) of the Bergen-Passaic TGA.
  - O. “Member of the Public” – a person who is present at a Planning Council meeting of Planning Council Committee meeting, including an invited guest or other visitor, who is neither a commissioner nor an alternate serving on behalf of a

commissioner during the commissioner's absence. Members of the public are permitted to speak during certain allocated times during meetings and have NO voting rights.

- P. "Bergen-Passaic TGA" - the geographic area in which the Planning Council exists which receives Part A Title XXVI of the Public Health Service (PHS) Act, as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009) funds.
- Q. "Program Director" or "Director of Ryan White Grants Division" – an employee of the City of Paterson who will coordinate the Ryan White Part A Act on behalf of the Recipient. The Program Director shall not be a commissioner of the Council, but shall be a City of Paterson employee whose salary shall be paid from administration funds of the Ryan White Act. The Program Director may serve as an alternate for the Recipient commissioner of the Planning Council.
- R. "PLWHA" – Persons Living with HIV Disease or AIDS, referred to as PLWH
- S. "Ryan White Act" – The Ryan White HIV/AIDS Treatment Modernization Act of 2006 and it may be amended from time to time.
- T. "TGA" (Transitional Grant Area) – a geographic area highly-impacted by HIV/AIDS that is eligible to receive Part A Title XXVI of the Public Health Service (PHS) Act, as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009) funds. TGAs are metropolitan areas with between 1,000 to 1,999 new cases of AIDS reported in the past five (5) years and at least 1,500 cumulative living cases of AIDS as of the most recent calendar year.

## **ARTICLE II – NAME, AREA OF SERVICE AND OFFICE**

### **Section 2.1 Name**

The name of the Council shall be the Paterson-Passaic County-Bergen County HIV Health Services Planning Council.

## **Section 2.2 Service Area**

The area served by the Council shall be Bergen and Passaic Counties.

## **Section 2.3 Office Address** [Amended 10-6-98][Revised 7-12-05][Revised 6-15-10]

The mailing address for the Council shall be any address designated by the Planning Council as its office at any given time.

### **ARTICLE III – LEGAL AUTHORITY**

## **Section 3.1 Creation** [Revised 7-12-05][Revised 2-7-17]

The Planning Council was created by and functions pursuant to the requirements of Part A of the Title XXVI of the Public Health Service (PHS) Act, as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009) [Section 2602 (b)(1)] and an Intergovernmental Agreement between the City of Paterson, County of Passaic and County of Bergen. It was originally established in 1994 and its first commissioners were appointed by the Honorable William J. Pascrell, Jr., Mayor of the City of Paterson, New Jersey, the Chief Elected Official of the EMA.

### **ARTICLE IV – PURPOSES**

## **Section 4.1** [Revised 9-24-96][Revised 11-13-01][Revised 7-12-05][Revised 7-13-10] [Revised 2-7-17]

The purposes of the Council shall be to:

- a. Determine the size and demographics of the population of individuals with HIV/AIDS;

- b. Facilitate in the development of a system of care designed to increase access and retention in primary medical care.
- c. Determine the needs of such population, with particular attention to:
  - 1. Individuals with HIV/AIDS who know their HIV status and are not receiving HIV/AIDS-related services.
  - 2. Disparities in access and services among affected sub-populations and historically underserved communities.
- d. Establish priorities for the allocation of funds within the eligible area, including how best to meet each such priority and additional factors that the Recipient should consider in allocating funds under a grant based on the:
  - 1. Size and demographics of the population of individuals with HIV/AIDS (as determined under subparagraph {a}) and the needs of such population (as determined under subparagraph {c})
  - 2. Demonstrated (or probable) cost effectiveness and outcome effectiveness of proposed strategies and interventions, to the extent that data are reasonably available.
  - 3. Priorities of the communities with HIV/AIDS for whom the services are intended.
  - 4. Coordination in the provisions of services to such individuals with programs for HIV prevention and for the prevention and treatment of substance abuse, including programs that provide comprehensive treatment for such abuse.
  - 5. Availability of other governmental and non-governmental resources, including, the State Medicaid Plan under Title XIX of the Social Security Act and the State Children's Health Insurance Program under Title XXI of such Act to cover health care costs of eligible individuals and families with HIV/AIDS and
  - 6. Capacity development needs resulting from disparities in the availability of HIV/AIDS related services in historically underserved communities.

- e. Develop a comprehensive, integrated plan for organizing and delivering HIV/AIDS health and support services along with prevention services that is compatible with existing State or local plans regarding the provisions of HIV/AIDS-related prevention and care services.
- f. Assess the efficiency of the administrative mechanism in rapidly allocating funds to areas of greatest need within the Transitional Grant Area; and
- g. Issue an annual report of its activities.
- h. Nothing herein shall be construed as granting to the Planning Council the power to become directly involved in the administration of the Part A grant (i.e. managing sub-recipient contracts) or the power to designate particular entities as recipients of any amounts of Part A funding (i.e. naming or approving particular entities to receive funding), as these powers are exclusively held by the Recipient.

## **ARTICLE V – MEMBERSHIP**

### **Section 5.1 Number of Commissioners** [Revised 11-13-01][Revised 7-12-05]

The Council shall consist of commissioners appointed by the mayor of the City of Paterson in accordance with the Intergovernmental Agreement between the City of Paterson, County of Passaic and County of Bergen.

### **Section 5.2 Membership Categories and Eligibility** [Revised 5-6-97][Revised 11-13-01][Revised 7-12-05][Revised 7-01-08][Revised 7-13-10]

- A. The Planning Council strives to maintain the number of commissioners specified in the Intergovernmental Agreement. At a minimum, membership shall include the congressionally mandated categories of membership, plus thirty-three (33%) percent of unaligned consumers, and shall resemble, as closely as possible, the race, ethnicity, gender and geography of the local

epidemic. Membership shall include representatives (at least one (1) person) of the following groups:

1. Health care providers including federally qualified health centers;
2. Community-based organizations serving the affected population and AIDS service organizations;
3. Social service providers, including providers of housing and homeless services;
4. Mental health and substance abuse providers;
5. Local public health agencies;
6. Hospital planning agencies or health care planning agencies;
7. Affected communities, including individuals with HIV Disease or AIDS members of a Federally recognized Indian tribe as represented in the population, individuals co-infected with Hepatitis B or C and historically undeserved groups and subpopulations;
8. Non-elected community leaders;
9. State government (including the State Medicaid agency and the agency administering the program under Part B);
10. Recipients under subpart II "Categorical Grants" of Part C;
11. Recipients under Section 2671 (titled "Grants for Coordinated Access to Research for Women, Infants, Children and Youth"), or, if none are operating in the area, representatives of organizations with a history of serving children, youth and families living with HIV and operating in the area;
12. Recipients under other Federal HIV programs, including providers of HIV prevention services;
13. Representatives of individuals who formerly were Federal, State or local prisoners, who were released from the penal system during the preceding three (3) years and had HIV Disease on the date on which the individuals were so released;
14. Representatives from the field of HIV Prevention; and
15. One (1) representative from the Recipient's office (City of Paterson)

- B. Not more than two (2) persons affiliated with any single entity or agency shall be eligible for commissionership on the Planning Council.
1. Commissioners of the Planning Council on the effective date of this provision shall not be subjected to immediate removal based upon this section and Section 5.6, but may lose their eligibility for reappointment at the expiration of the commissioner's current term.
  2. Following the effective date of this section, at the expiration of a commissioner's term of office, if more than one (1) other Planning Council commissioner is affiliated with the same agency or entity as the commissioner whose term is expiring, the expiring commissioner shall not be eligible for reappointment.
  3. Ineligibility for appointment pursuant to this section shall not bear upon future eligibility for commissionership if the excess affiliation ceases to exist at a later date.
  4. Individuals who are eligible for commissionership on the Planning Council pursuant to this section shall not be eligible for membership on a committee, if more than two (2) members of the committee are affiliated with a single entity or agency.
- C. **Any consultants retained to provide services to the Recipient or to the Planning Council shall be prohibited from being commissioners of the Planning Council. However, this prohibition does not include non-aligned consumer commissioners of the Planning Council.**
- D. The Planning Council shall adopt, and amend as needed, a "Code of Conduct" to be adhered to by commissioners at all times.

**Section 5.3 Term of Office** [Amended 10-6-98][Revised 7-12-05]

The term of office for each Council commissioner shall be for three (3) years with the option of reappointment by the Mayor of the City of Paterson, provided the commissioner remains eligible for appointment pursuant to Section 5.2 above.

**Section 5.4 Limitations on terms** [Amended 10-6-98][Revised 7-12-05][Revised 11-9-06][Revised 7-1-08]

There shall be no limits imposed upon the number of terms a Planning Council commissioner may serve on the Planning Council. Planning Council commissioners shall be appointed and serve pursuant to this Article.

**Section 5.5 Alternates** [Revised 8-12-97][Revised 10-6-98][Revised 7-12-05][Revised 2-7-17]

- A. Alternates will be accepted as substitutes for commissioners who plan to be absent from a given meeting. Each commissioner, except as set forth below, must designate in writing to the Chairperson and Planning Council Staff, within 30 days of being appointed to the Council, the identity of his or her alternate who will attend meetings in the commissioner's absence.
- B. In the event that a commissioner is unable to attend a meeting of the Council or Standing Committee, that commissioner may designate his or her alternate to attend. An alternate must represent the same category (as set forth in 5.2 above) as the appointed commissioner for whom they are appointed to represent.
- C. Pool Alternates.
  - 1. There shall be a panel of six (6) PLWH who shall be appointed as alternates to the commissioners serving in the PLWH category of the Planning Council. These alternates, hereafter, referred to as "pool alternates" shall be present at all meetings, and shall be available to act in the absence of any PLWH commissioner of the Council at any given meeting.

2. If a commissioner serving in the PLWH category of the Planning Council does not desire to be represented by a member of the alternate pool, it shall be that commissioner's obligation to designate an alternate as specified in subsection 5.5(B) above. In such case, if both the commissioner and his/her designated alternate are not present at a meeting, the commissioner may be represented by a "pool" alternate.

3. Pool Alternates shall be appointed as such by the Chief Elected Official of the Recipient in the same manner as regular commissioner of the Council, except that pool alternates shall serve one (1) year terms, without limitation on reappointment to subsequent terms.

4. To be eligible to vote at any meeting, the pool alternate shall have attended the most recent prior Planning Council meeting and have completed a new commissioner orientation program.

5. In the event there are more pool alternates than PLWH absences at a meeting, the names of the pool alternates eligible to vote shall be selected by random drawing by the Chair of the meeting.

E. When representing the commissioner, the alternate shall have all voting rights accorded to commissioners. If both commissioner and alternate are present, the alternate shall be considered a member of the public (See Section 7.4). In instances however, where both the commissioner and his or her designated alternate are members of a committee, both shall have voting rights when present together at the committee meeting.

**Section 5.6 Removal** [Revised 6-7-94][Revised 12-5-95][Revised 7-12-05][Revised 8-8-05][Revised 11-9-06][Revised 6-15-10][Revised 1-8-13][Revised 5-3-16][Revised 5-24-16][Revised 5-26-17]

A. Removal of Planning Council Commissioners.

1. Automatic Removal for Cause if:

- i. A commissioner fails to maintain membership qualifications pursuant to Section 5.2 above, whether for membership category or entity

affiliation or fails to maintain the qualifications for membership set forth in The Ryan White Comprehensive AIDS Resources Emergency Act, the commissioner shall automatically forfeit commissionership on the Council and cease to be a commissioner of the Council.

2. A commissioner shall be considered for removal if:
  - i. The commissioner is absent from and unrepresented by an alternate for three (3) meetings during a consecutive 12 month period, or
  - ii. The commissioner is absent and is represented by an alternate for more than six (6) of the Council's meetings during a consecutive 12 month period.
3. The commissioner violates the Code of Conduct adopted by the Planning Council described in Appendix A.

B. Procedure for removal pursuant to paragraph A(2) above:

Following the Planning Council meeting after which a commissioner's eligibility for removal pursuant to paragraph A (2) above has been met, a telephone call followed by a written notification shall be sent via certified mail, hand delivery, facsimile or other electronic transmission (including e-mail) to the Commissioner to advise the Commissioner that they shall be considered for removal at the next regularly scheduled Community Development Committee (CDC) meeting according to the following steps.

**Step One: Community Development Committee (CDC)**

1. The CDC, along with the Planning Council Administrator, will be responsible for monitoring each commissioner's attendance at the monthly meetings.
2. The CDC Chair, along with the Planning Council Administrator will schedule a meeting with the CDC and any commissioner that has missed multiple meetings in violation of Section 5.6 Removal A(2).
3. The CDC will give the commissioner the opportunity to explain why **they** should not be removed.

4. The CDC will decide if the commissioner should be recommended for removal, by a majority vote of commissioners present.
5. If the CDC decides that the commissioner should be recommended for removal, they will provide all pertinent information in regards to said recommendation to the Steering Committee.
6. However, the commissioner's name is deleted from the removal list if the CDC decides that the commissioner should not be removed from the council. The Steering Committee will not get the recommendation and the commissioner's attendance record will be restored to zero absences.
7. The committee's **removal** recommendations will be submitted with their monthly report to the full Council.

### **Step Two: Steering Committee**

1. Upon receipt of the recommendation, from CDC, that a commissioner be removed from the council, the Steering Committee will schedule a meeting with the commissioner.
2. Said commissioner will have a second opportunity to explain their reasons for why they should not be removed, pursuant to Section 5.6 Removal A(2).
3. The Steering Committee will decide if the commissioner should be recommended for removal, **by a majority vote of commissioners present.**
4. If the Steering Committee decides that the commissioner should be recommended for removal, they will make the recommendation to the full Planning Council.
5. If the Steering Committee votes not to remove the commissioner, their name will not be added to the Planning Council's agenda for removal, and their attendance record will be restored to zero absences.

### **Step Three: Planning Council**

1. Upon receipt of the recommendation, from the Steering Committee, that a commissioner be removed from the council, the commissioner will have a third opportunity to explain to the full Planning Council why they should not be removed, pursuant to Section 5.6 Removal (2).

2. The minutes from the CDC meeting and the Steering Committee meeting will be added on the agenda of the next Planning Council meeting to give the Planning Council commissioners an opportunity to hear the history and circumstances surrounding the recommendation.
  3. The Planning Council will vote, by secret ballot, on the recommended removal of the commissioner.
  4. If the next regularly scheduled Planning Council meeting is the Annual Meeting, the vote for removal shall be postponed until the next Planning Council scheduled meeting thereafter.
  5. If the Planning Council votes to remove the commissioner, said commissioner will be recommended to the CEO for removal.
  6. However, if the Planning Council Commissioners vote not to remove the commissioner, said commissioner will remain on the council, and their attendance record will be restored to zero absences.
- C. Procedure for removal if Commissioner is removed from meeting for violation of Code of Conduct or other policies.

Following the meeting after which a Commissioner's eligibility for removal for violation of Code of Conduct or other policies, a telephone call followed by a written notification shall be sent via certified mail, hand delivery, facsimile or other electronic transmission (including e-mail) with confirmed receipt of notification to the Commissioner to advise the Commissioner that they shall be considered for removal at the next regularly scheduled Community Development Committee (CDC) meeting according to the steps stated in Section 5.6B. The commissioner will be suspended from Committee participation while the request for removal is pending.

**Section 5.7 Open Nominations** [Adopted 5-6-97][Revised 7-12-05][Revised 11-9-06][Revised 6-15-10][Revised 7-13-10] [Revised 2-7-17]

- A. Goals. As set forth in Subsection 5.2 herein, the Planning Council shall include commissioners from all legislatively mandated categories of persons. Additionally, membership, to the extent possible, should reflect the epidemic and the geography of the TGA (subject to the requirements of the intergovernmental agreement between the governmental entities of the TGA).
- B. Review. The Community Development Committee shall review the composition of the Council's commissionership when vacancies arise, but not less than quarterly, to ensure compliance with all legislative mandates and the intergovernmental agreement between the governmental entities of the TGA.
- C. Vacancies/Opening in Commissionership. Upon the vacancy of any Council seat, the Community Development Committee shall be responsible to broadly announce the opening by advertisements and announcements in local newspapers, cable television, press releases, notification to service providers, and/or through targeted outreach.
- D. Information to Nominees. Any application or nomination forms utilized for obtaining information from potential Planning Council commissioners shall include the following:
  - 1. A statement specifying the time requirements associated with commissionership on the Planning Council.
  - 2. A statement indicating the Council's policy with regard to each commissioner having representation by an alternate for any absence from a meeting.
  - 3. A statement as to the conflict of interest requirements which include the following: "Individual Planning Council members who are members of, employees of, or who have a financial interest in an organization seeking Title XXVI of the Public Health Service (PHS) Act,

as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009) funds cannot participate in the Recipient's process of selecting entities to receive those funds."

4. A statement as to the requirement to attend new commissioner orientation.
  5. A statement as to the HIV disclosure requirements.
  6. A statement as to the processing procedure of the application.
- E. The Planning Council shall adopt an application form to be used by all applicants to the Planning Council. The application form, at a minimum, shall include a portion which allows applicants to respond to open ended questions to capture information about the nominee's experience and background.

#### **Section 5.8 Vacancies** [Revised 2-7-17]

Any vacancies on the Council shall be filled according to Planning Council Procedures, pursuant to Section 5.2. Any appointment to fill a vacancy shall be for the unexpired term of the Council commissioner whose vacancy is being filled.

#### **Section 5.9 New Commissioner Requirements** [Added 7-12-05][Revised 6-15-10] [Revised 2-7-17][Revised 2-7-17]

All persons who are to be appointed as Planning Council commissioners or alternates must attend a new commissioner orientation program and must attend two (2) Planning Council meetings prior to being appointed to the Planning Council. An appointment by the CEO shall not be effective until these requirements are met and the proposed commissioner is sworn in.

## ARTICLE VI – OFFICERS

### **Section 6.1 Titles and Duties** [Amended 5-6-03][Revised 7-12-05][Revised 11-9-06][Revised 7-13-10] [Revised 2-7-17]

- A. There shall be one (1) Chairperson and one (1) Vice-Chairperson elected by the Council.
- B. The Chairperson and Vice-Chairperson shall be Planning Council commissioners who live or work in the TGA.
- C. The Chairperson shall preside over all the meetings of the Council, shall serve as a liaison to the Planning Council Staff and the Mayor of the City of Paterson and shall perform all other duties necessary or incidental to the position.
- D. The Vice-Chairperson shall act in the absence of the Chairperson.
- E. In the absence of both the Chairperson and the Vice-Chairperson, the following committee chairpersons shall act in the place of the Planning Council Chairperson and preside over any Planning Council meeting or Steering Committee meeting in the following order, according to their availability:
  - 1. Chairperson of the Planning & Development Committee; or upon the absence of or refusal to act by this chairperson, then the
  - 2. Chairperson of the Community Development Committee.
  - 3. If none of the above chairpersons are present at the meeting, the meeting shall be adjourned.

### **Section 6.2 Election of Officers** [Revised 8-29-94][Revised 7-12-05]

Election of Chairperson and Vice-Chairperson shall take place at the Annual meeting of the Council. A nominations Committee shall be established at the Planning Council Meeting in the month of September and the "Nominations Committee" shall also be added to the September meeting agenda, in order for commissioners to submit their nominations prior to the Annual Meeting held in December. The report of the Nominations Committee,

presented by the Planning Council Administrator, shall take place at the November Planning Council Meeting, but shall not preclude nominations from the floor at the December annual meeting. The Chairperson and Vice-Chairperson shall be elected by secret ballot, by a majority vote of a quorum of the Council. The term of officers shall be for one (1) year and shall commence at the conclusion of the annual meeting at which the regular election took place. In the case of a special election pursuant to Section 6.3 below, the term of office shall be for the unexpired term of the said officer, and shall commence at the conclusion of the meeting at which the election took place.

**Section 6.3 Vacancies of Chair or Vice-Chair [Revised 7-12-05]**

In the event of a vacancy in any office, a special election to fill the remainder of the term shall be held at the next following regular meeting of the Planning Council from nominations made from the floor. Notice of the election shall be sent to the commissioners with the meeting notice pursuant to Section 7.2.

**ARTICLE VII – MEETINGS**

**Section 7.1 Annual Meeting [Revised 6-7-94 and 8-29-94][Revised 7-12-05]  
[Revised 11-9-06][Revised 2-7-17]**

- A. The annual meeting of the Council shall be held at a time and place to be determined by the Council. The Steering Committee shall ensure that all the elements of the Annual Meeting are complied with.
- B. At the Annual Meeting:
  - 1. The Planning Council Chair shall present a final oral and written report on the Council’s activities and progress to the CEO and the public.
  - 2. The Recipient shall give an account of the funding allocation.
  - 3. The Recipient shall present an evaluation of the effectiveness of the activities funded in meeting that Part A of the Title XXVI of the Public

Health Service (PHS) Act, as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009) mandates.

4. The public may speak concerning work and activities of the Council.
5. Elections for Chairperson and Vice-Chairperson shall be conducted.
6. Such other business or activities as may be necessary shall be conducted.

**Section 7.2 Regular Meetings** [Revised 12-5-95][Revised 7-12-05][Revised 7-13-10]  
[Revised 2-7-17]

Meetings of the Council shall be held on an as needed basis at such times and places as may be determined by the Chairperson, but not less than quarterly. Each meeting shall include, as a minimum, the following business: roll call, approval of minutes, report of chair, reports of committees, and such other items in the discretion of the Chairperson, which may be submitted by Council commissioners to be included on the agenda. The agenda shall include the Planning Council's Mission Statement.

Not less than 10 calendar days prior to the date fixed for each meeting, notice of each meeting of the Council, together with agenda and attendance record shall be sent to each commissioner at their last known address as carried on the records of the Council. Regular mail, hand delivery, facsimile or other electronic transmission (including email) of the meeting notice are acceptable forms of notice. Public notice of the meetings shall be posted at least 5 calendar days prior to the meeting.

**Section 7.3 Special Meetings** [Revised 7-12-05]

Special or emergency meetings may be held on the call of the Chairperson or at the request of any ten commissioners of the Council. Should such a meeting be called, notice shall be provided to all commissioners by telephone, facsimile, other electronic means, or hand delivery at least 24 hours prior to the specified meeting time. The call or notice for a

special meeting must state specifically the subject matter of the meeting. No other subject matter shall be introduced or considered at the meeting.

**Section 7.4 Public Meetings** [Revised 6-7-94] [Revised 12-5-95][Revised 7-12-05]  
[Revised 5-26-17]

All meetings of the Council shall be open to the public and accessible to persons with disabilities. Notices of meetings shall contain the date, time and location of the meeting and shall be posted in accordance with the Open Public Meetings Act and in news media including in print and, optionally, on the Internet. The Council shall ensure that notices are accessible to persons with disabilities including the hearing or speech impaired. Information of a confidential nature shall be excluded from this documentation. Written minutes will be made available to the Commissioners in accordance with Section 7.8 and shall become a public document. The right of commissioners of the public to speak at any meeting of the Council shall be in accordance with any procedures adopted by the Council.

**Section 7.5 Quorum**

A quorum of the Council must be present at any meeting in order for the Council to engage in formal decision-making (voting). A quorum is defined as more than one-half of the membership, and shall include duly designated alternates, as defined in Section 5.5. In computing a quorum, vacant seats on the Council shall not be counted.

**Section 7.6 Voting** [Revised 6-7-94][Revised 7-12-05][Revised 7-13-10]

Formal action of the Planning Council and its Committees shall be taken by voting on motions made from the floor or through committees. At any meeting of the Council, each commissioner of the Council, including the Chairperson and Vice-Chairperson, and each alternate duly designated pursuant to Section 5.5 is entitled to one (1) vote on any question

provided that a quorum is then present. Voting upon any question before the Council shall be by show of hands. The vote shall be recorded. Secret ballots shall be permitted for the election of officers, removal for cause and for other matters approved by motion adopted by a majority of the commissioners present.

**Section 7.7 Attendance** [Revised 8-29-94][Revised 11-9-06]

Council Commissioners are required to attend or be represented by a designated alternate at all regular Council meetings. A Council Commissioner who is absent from three (3) or more Council meetings in a consecutive 12 month period, or a Council Commissioner who is represented by an alternate for more than six (6) of the Council's meetings in a consecutive 12 month period shall follow the removal process pursuant to Section 5.6 A (2). All Council Commissioners are appointed by, and serve at the pleasure of the Chief Elected Official of the City of Paterson.

**Section 7.8 Minutes** [Revised 10-6-98][Revised 11-13-01][Revised 7-12-05][Revised 7-13-10]

The Council staff shall prepare a draft of the minutes of each meeting which shall include the action taken at the meeting, and shall submit them to commissioners as expeditiously as possible for their review. The approved minutes and any other records, reports, transcripts, agendas or documents which were made available to or prepared by or for the Council shall be available for public inspection and copying at such location as may be designated by the Planning Council. Any commissioner wishing to propose correction to the minutes shall make the appropriate motion at the meeting when the minutes are being considered for approval.

## **Section 7.9 Parliamentary Procedures**

The rules of Parliamentary practice, as set forth in Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters not specifically covered by these Bylaws and shall govern all meetings of the Council except as otherwise provided.

## **Section 7.10 Order of Business [Revised 12-5-95]**

The order of business for regular meetings of the Planning Council shall be set by the Chairperson and shall be set forth in the agenda.

## **ARTICLE VIII – COMMITTEES**

### **Section 8.1 Standing Committees [Revised 12-5-95][Revised 10-6-98][Revised 5-6-03][Revised 7-12-05][Revised 11-9-06][Revised 7-13-10] [Revised 2-7-17]**

- A. The standing committees of the Council shall be the Steering Committee, Planning & Development Committee, Community Development Committee, and such other committees as shall be established as standing committees of the Council from time to time by the Chairperson with the approval of the Council by two-thirds vote.
- B. Each standing committee shall have a chairperson and a vice-chairperson who are elected annually, each February, from among the committee members by a majority vote of the committee members. The committee chairperson and vice-chairperson shall be Planning Council commissioners.
  - 1. Removal of Committee Chair or Vice-Chair (Officers). The Chairperson and/or Vice-Chairperson of a Committee can be removed from office for the following reasons: absence, misconduct or neglect of duty, no confidence, taking actions that are detrimental to the TGA, the

Committee or the Planning Council, behavior that does not allow for participation from the Council commissioners, failure to follow duties set forth herein.

2. Procedure for Removal.

- a. A motion to remove the Chairperson or Vice-Chairperson of the Committee may be made at any committee meeting. Such motion must include the basis for removal.
- b. Upon a majority vote of a quorum of the Committee, the Committee Agenda for the following meeting shall include as the first order of business, the motion for removal of the Committee Chair or Vice-Chair.
- c. If the person being sought to be removed is the Chair, then the Vice-Chair shall preside over that portion of the meeting.
- d. The Officer shall have the right to appear at the meeting, which may be an executive (closed) session pursuant to the Open Public Meetings Act, at which time they may speak and present evidence in opposition to his or her removal from office.
- e. The removal of an Officer may only take place upon an affirmative vote of 2/3 of the full committee membership. The vote for removal shall be by secret ballot.
- f. Following a vote in favor of removal, the removal of the officer shall be immediate.
- g. The removal of an officer does not affect his or her status as Council Commissioner or Committee Member.

C. Unless otherwise set forth herein, each standing committee shall be comprised of at least three (3) members. Committee membership is open to commissioners of the Planning Council as well as non-Planning Council members.

D. Planning Council commissioners who volunteer to serve on a committee may be appointed to the committee by the Planning Council Chairperson. Non-Planning Council commissioners may be appointed to a committee by the

Committee Chairperson for one (1) year terms which are renewable each February, following the election of the Committee Chairperson.

E. General Responsibilities and Duties of Committees.

1. Each committee shall operate in accordance with Title XXVI of the Public Health Service (PHS) Act, as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009) legislation and in conformity with the responsibilities and obligations set forth in the Integrated HIV Prevention and Care Plan 2017-2021.
2. Each committee shall develop and enforce an attendance policy to be followed by committee members.
3. Upon the request of the Steering Committee, each committee shall submit a proposed annual budget to the Steering Committee, which shall be submitted to the Recipient's Office.

F. Specific Responsibilities and Duties of Committees

1. The Steering Committee:
  - a. Shall have seven (7) members and be comprised of the Chairpersons of the Planning & Development Committee and the Community Development committee, the Chair and Vice-Chair of the Council, and three (3) at-large members appointed by the Planning Council Chairperson. Four (4) members shall constitute a quorum of the Steering Committee. The terms of the at-large committee members shall run concurrently with the term of the Planning Council Chair. The Recipient shall not be a member of the Steering Committee. Non-Planning Council members shall not be eligible for membership on the Steering Committee;
  - b. Shall act for the Council whenever action of the Council is required under circumstances making it impossible to assemble the Council in a timely manner;

- c. Shall transact routine business between scheduled meetings of the Council subject to the limitations imposed below;
- d. Shall consider other matters as are necessary for the orderly discharge of the business of the Council;
- e. Shall submit to the full Council for ratification at its next regularly scheduled meeting, all actions that require full Planning Council approval that have been taken by the Steering Committee between regularly scheduled Planning Council meetings;
- f. Shall be responsible to supervise the Planning Council staff;
- g. Shall be responsible for monitoring and assessing the activities and duties of any consultants in fulfilling its contractual obligations to the Planning Council;
- h. Shall be responsible for monitoring and assessing the Administrative Mechanism of the City of Paterson, Department of Human Services in rapidly allocating funds to the areas of greatest need in the TGA;
- i. Shall meet with the City of Paterson's Director of Human Services or his or her designee not less than quarterly to discuss the procedures and mechanisms used in allocating funds in a rapid fashion;
- j. Shall prepare a Planning Council budget on an annual basis, which shall be submitted to the Recipient's Office;
- k. Shall have such other duties and responsibilities as may be determined by the Council from time to time, and which may be included in the Integrated HIV Prevention and Care Plan 2017-2021 approved by the Council; and
- l. Shall act in accordance with Article V – "Commissionership" of these By-Laws in carrying out its responsibilities.

2. Planning & Development Committee:

- a. Shall collect and analyze statistical data required by HRSA for the Needs Assessment;
  - b. Shall collect data and analyze the environmental forces affecting the changing epidemic and service delivery;
  - c. Shall develop a process for ongoing client surveys;
  - d. Shall be responsible for the oversight of the Integrated HIV Prevention and Care Plan 2017-2021;
  - e. Shall review the provision of care and treatment services, emergent supportive services entitlement, and other related supportive services for persons affected or infected by HIV/AIDS and make recommendations for the continuum of care;
  - f. Shall prepare and update minimum standards of care as needed;
  - g. Shall prepare a budget on an annual basis;
  - h. Shall report its activities and provide copies of any work product to the Steering Committee at each Steering Committee meeting and to the Planning Council at each Planning Council meeting; and
  - i. Shall have such other duties and responsibilities as may be determined by the Council from time to time, and which may be included in the Integrated HIV Prevention and Care Plan 2017-2021 approved by the Council.
3. Community Development:
- a. Shall be responsible for recruiting (with assistance of all council commissioners) and interviewing individuals to be recommended to the CEO or his/her designee as replacements for vacancies on the Planning Council;
  - b. Shall submit all candidates for appointment to the Planning Council to the CEO, to be appointed at the discretion of the CEO as required under Title XXVI of the Public Health Service (PHS)

Act, as amended by the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87, October 30, 2009);

- c. Shall consider all nominees to the Council, regardless of their source;
- d. Shall act in accordance with Article V – “Commissionership” of these By-Laws in carrying out its responsibilities;
- e. Shall be responsible for planning and organizing the “Day of Capacity Building” to be held annually;
- f. Shall conduct orientation sessions for new commissioners and alternates; and
- g. Shall maintain and manage attendance records and removal process for the planning council.
- h. Shall be responsible for conducting an appropriate ceremony at each annual meeting to honor Planning Council commissioners who have left the Planning Council during a given year;
- i. Shall be responsible for developing and implementing a public relations program focused on image enhancement by showcasing Council activities;
- j. Shall develop a series of awareness programs targeted toward community and regional governmental leaders that would demonstrate the Council’s work and tangible benefits realized by Ryan White funding;
- k. Shall be responsible for meeting with individuals and organizations representing the affected and infected communities of this TGA;
- l. Shall act as a liaison between the aforementioned individuals and groups in order to encourage and facilitate their participation in the Council; and
- m. Shall develop a marketing plan that identifies local media and acquaints them with Council activities;

- n. Shall prepare a budget on an annual basis;
- o. Shall report its activities and provide copies of work product to the Steering Committee at each Steering Committee meeting and to the Planning Council at each Planning Council meeting; and
- p. Shall have such other duties and responsibilities as may be determined by the Council from time to time, and which may be included in the comprehensive plan approved by the Council.

### **Section 8.2 Special Committees** [Revised 7-12-05]

Such special committees, as may be appropriate, may be created from time to time by the Chairperson with a majority vote of the Council. Any Special Committee shall have such powers and duties, and its membership shall be constituted as the chairperson may determine. The Planning Council chairperson shall designate a chairperson for each of the Special Committees as same are created.

### **Section 8.3 Committee Meetings** [Revised 7-12-05] [Revised 2-7-17]

- A. Notice of times and dates of all regularly scheduled committee meetings of the Planning Council shall be set forth in the Planning Council Web Site.
- B. Resignations from a committee must be in writing and submitted to the committee chair.
- C. Each committee shall meet at such time and place as it may determine and may act at any meeting at which quorum is present.
- D. Committees shall be self-governing. Committee members shall, within the above parameters, structure committees and leadership as they see fit.

- E. Committee attendance is mandatory and committee members may be removed in accordance the correspondent committee attendance policy.
- F. Committee members may participate in a committee meeting telephonically or by web cam.

**Section 8.4 Task Forces** [Revised 12-5-95][Revised 7-12-05][Revised 11-9-06][Revised 7-13-10]

- A. Standing Committees shall have the authority to create Task Forces for specific purposes/projects vital to the members of the Council chosen by the committee chairperson, and will consist of interested and/or qualified individuals or agencies who may or may not be Council commissioners.
- B. The chairperson and vice-chairperson of the Task Force must be a member of the Standing Committee and shall be appointed by the Standing Committee Chairperson.
- C. Membership on a task force shall not automatically confer membership in the Standing Committee that created the task force.
- D. A task force created pursuant to this section shall exist for the duration of the purpose/project for which it was created and shall dissolve thereafter. The Standing Committee, upon the creation of the task force, shall set a date for dissolution of the task force.
- E. The creation and purposes of task forces, together with dates set for task force dissolution shall be reported by the Standing Committee to the Council at the Council meeting following the creation of any task force.
- F. The task force, at the conclusion of the projects, shall submit a written report to the Standing Committee. The Standing Committee which created the task force shall submit the written task force report to the Steering Committee and the full Planning Council.

## **ARTICLE IX – NON-DISCRIMINATION**

### **Section 9.1** [Revised 8-9-05]

The officers, directors, employees (if any), and committee members of the Council shall be elected, selected and/or employed entirely on a non-discriminatory basis with respect to age, gender, sex, race, religion, disability, sexual orientation, HIV status, national origin, economic status or incarceration history.

## **ARTICLE X – AMENDMENTS**

### **Section 10.1 Amendments** [Revised 8-9-05][Revised 11-9-06][Revised 11-9-10]

These Bylaws may be amended by the Council at any regular, properly constituted, meeting by a two-thirds vote of the entire commissionership, provided that the amendment has been submitted in writing to the commissioners with the meeting notice as provided in Section 7.2. Any proposal for a by-laws amendment shall be presented to the Steering Committee for review and action. Following the adoption of proposed bylaws modifications, any bylaws revisions are to be sent to the CEO for review and approval. Upon approval by the CEO, the revised bylaws shall immediately become effective.

### **Section 10.2 Dissolution** [Revised 8-9-05]

Upon dissolution of the organization of the Council, the Chairperson calls a special meeting to advise the commissionership of the dissolution and to take such action as may be necessary to dissolve the Planning Council and its by-laws. Thereafter, the Chairperson shall notify the CEO and the Program Director of all liabilities of the Council in such manner as is consistent with the Ryan White Act.

## ARTICLE XI – CONFLICTS OF INTEREST

### **Section 11.1** [Revised 8-9-05]

None of the budget or income of the Council shall inure the profit of, or be distributed to, any commissioner, alternate, pool alternate, employee, independent contractor, Ryan White service provider or its employees, board members or officers, or any other private person, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purpose.

### **Section 11.2** [Revised 9-24-96][Revised 8-9-05][Revised 7-13-10]

- A. The Planning Council cannot direct the funding to a specific entity. Therefore, pursuant to 2602(b)(5)(B), Planning Council commissioners, alternates and pool alternates are prohibited from voting on the direct award of funds to a specific agency or entity in which they have an interest.
- B. It is the policy of the Paterson-Passaic County-Bergen County HIV Health Services Planning Council that any voting commissioner, alternate or pool alternate who also serves as a director, trustee and/or salaried employee, maintains any ownership or control of any portion of a firm, association, partnership or corporation or otherwise materially benefits from association with any entity which seek Part A funding from the Passaic-Bergen TGA, is deemed to have an “interest” in said agency or entity. The term “materially benefit” is not meant to include services received by an individual as a client that are within the normal realm of services provided by the provider agency.
- C. It is a conflict of interest for a Planning Council commissioner (and their alternate) to take action on matters that may affect entities or service categories with which they are affiliated. Planning Council commissioners

who have an affiliation as defined herein are therefore prohibited from voting on matters that relate to the service categories for which the affiliated entity is funded. Moreover, commissioners with affiliations shall not lead discussions on service categories with which the commissioner has an affiliation. Commissioners of the Planning Council may participate in discussion and debate about community needs, service priorities, allocation of funds to broad service categories, and the process from and results of evaluation of service effectiveness. Individual members are expected to draw upon their lay and professional experiences and knowledge of the HIV/AIDS delivery system.

- D. It is a conflict of interest for an employee of the Planning Council or person employed on behalf of the Planning Council, or a Consultant retained by, or on behalf of the Planning Council or the Recipient, to have an affiliation (as defined herein) with an entity that receives Part A funding. Such conflict cannot be cured and cannot be permitted to exist.
- E. It is a conflict of interest for an employee of the Recipient who is a member or alternate member of the Planning Council to take action on priority setting matters. Such conflict cannot be cured and cannot be permitted to exist.
- F. All commissioners of the Planning Council are expected to assist in keeping the Council focused on directing funds to meet the needs of individuals affected by the HIV epidemic, and to further prevention and education efforts, in the most expeditious manner possible without undue regard to the benefit to specific agencies or programs.

### **Section 11.3 Investigation of Apparent Conflicts** [Revised 9-24-96][Revised 11-9-06]

The Steering Committee shall, upon the request of any Council commissioner or group of Council commissioners, investigate and make recommendations to the Council concerning any Council commissioner's conflict of interest or appearance thereof. The final determination of whether a true conflict exists with regard to a proposed action shall be accomplished by a majority vote of the Council with a quorum seated. Every opportunity

shall be given to the commissioner in alleged conflict to recuse him or herself from voting on the proposed action in question. Any commissioner, not recused, who is found in conflict by the Council under this Article shall not participate in the proposed action in question and any vote cast by him/her shall be null and void.

**Section 11.4 Disclosure Statement** [Revised 9-24-96]

In order to avoid potential conflicts of interest, each commissioner shall disclose any and all professional and/or personal affiliations with agencies or entities, which may pursue funding. Each Planning Council commissioner and alternate shall file an organizational affiliation disclosure statement which shall be kept on record by the Council Staff. Such disclosure statements shall be filed upon becoming a Planning Council commissioner, and at least annually thereafter, unless there are affiliation changes which would necessitate a modification of the previously submitted form, in which case the form shall be submitted as needed.

**Section 11.5 Political Activities** [Revised 08-09-05]

Ryan White funds shall not be used for lobbying or other attempts to influence legislation. However, the Council may provide information to legislators at their request. The Council shall not participate in or intervene in any political campaign on behalf of a candidate for public office, including the publishing or distribution of statements.

**ARTICLE XII – MANAGEMENT**

**Section 12.1 Reports to CEO** [Revised 08-09-05][Revised 11-9-06]

The Planning Council shall present to the CEO on an annual basis, a written report describing the Council's activities and the Chairperson shall appear as needed before the Mayor to present any matters pertinent to the Council and shall report any such activities to the Steering Committee as such activities occur.

**Section 12.2 Planning Council Assistance** [Revised 08-09-05][Revised 7-13-10]

The Council shall have assistance from the Department of Human Services or such other entity designated by the Mayor of the City of Paterson and legal representation through the City of Paterson Corporation Counsel's office or an attorney approved by the Planning Council. Payment for these administrative functions shall be made from the funding provided through the Ryan White Part A grant funding as provided for in the Ryan White Act.

**Section 12.3 Planning Council Staff** [Revised 9-24-96][Revised 08-09-05][Revised 11-9-06][Revised 7-13-10]

- A. The Recipient's designee shall maintain and keep the records of the Council, and the Recipient shall retain staff to provide services to the Planning Council.
- B. The Steering Committee shall interview candidates who will provide Planning Council staff services. Interviews will be conducted from a list of persons and/or entities that have submitted a proposal for such services as part of the Recipient's procurement process.
- C. The Steering Committee shall provide the Recipient with its recommendation following the completion of all interviews.
- D. Planning Council Staff shall prepare, in cooperation with the Chair, the agenda for each meeting; be responsible for the preparation of such reports, minutes, documents, resolutions or correspondence as the Council or Chair or Steering Committee may direct, and generally administer the business and affairs of the Council, subject to budgetary limitations. All such documents shall be maintained at the City of Paterson Department of Human Services and same shall be the property of the Planning Council.

**ARTICLE XIII – GRIEVANCES [Revised 8-12-97]**

**Section 13.1. Policy Statement.**

Although the Planning Council has enacted these by-laws which serve to a large extent as a pre-dispute mechanism by defining the rights, responsibilities and obligations of Planning Council commissioners, the Council acknowledges that disputes may arise dealing with funding and internal Council operations which must be resolved efficiently and effectively.

**Section 13.2 Subjects which may be grieved.**

Decisions related to the Council's process and resource allocations process or the subsequent changes to priority or allocation established by the Council may be grieved. Since the Council does not award contracts to specific providers, such awards are not grievable through this Planning Council process.

**Section 13.3 Standing to Grieve [Revised 08-09-05]**

- A. Grievances related to the Council's process for Priority Setting and Resource Allocations Process may only be grieved by any of the following: commissioners of the Planning Council (either individually or collectively), alternates and pool alternates; non-Planning Council members who are members of Planning Council committees; service providers; or consumer groups/PLWH coalitions and other affected entities or individuals, as determined locally, who are affected by a process of the Council.
- B. Grievances related to internal Planning Council operations may only be grieved by any of the following: commissioners of the Planning Council (either individually or collectively), alternates, pool alternates, or non-Planning Council members who are members of Planning Council committees.

**Section 13.4 Grievance Procedure** [Revised 8-9-05][Revised 11-9-06][Revised 11-9-10]  
[Revised 2-7-17]

- A. Written grievances, relating to the subjects specified in Section 13.2 above, shall be presented to the Planning Council Staff within 60 days of the event which is being grieved.
  1. The written grievance must include the following information:
    - a. Name of the grievant;
    - b. Date of the occurrence;
    - c. Statement of the basis for the grievance under Section 13.3 above; and
    - d. Summary of the grievance or complaint in specific factual detail, including the identities of parties involved.
  2. The Planning Council Staff shall immediately forward a copy of the grievance to the CEO, Chairperson and Steering Committee and shall provide copies of the by-laws which set forth the grievance procedures, together with the American Arbitration rules, and any necessary forms to the grieving party, and shall assist the grievant with procedural questions as may be necessary throughout the grievance process to the grieving party.
  3. The Chairperson shall create a Grievance Committee within 5 days following the receipt of the grievance by the Planning Council Staff. The Chairperson may create this special committee without the approval of the full Planning Council.
  4. The Chairperson shall advise the full Planning Council that the grievance process has been initiated at the next regular Planning Council meeting,
  
- B. The Grievance Committee:

1. The committee shall have a minimum of three (3) commissioners, and a maximum of seven (7) commissioners, all of whom shall be commissioners of the Council, who would not have a conflict of interest, which shall be defined as follows:
  - a. an individual with a close personal and/or professional relationship to the grieving party;
  - b. an individual who is the subject of the grievance; or
  - c. an individual with a direct interest in the outcome.
2. The Committee's investigation shall include a meeting which shall take place no later than 35 days after the Planning Council Staff's receipt of the grievance. The Committee may conduct an informal hearing at this meeting at which the grieving party is invited to attend.
3. Within 5 days of the Grievance Committee's meeting, a determination shall be sent by the Planning Council Staff via certified mail, return receipt requested, or hand delivered, to the grieving party, with a copy provided to the Steering Committee. This determination shall specify whether the Committee found the grievance is within the scope of these by-laws and therefore eligible to initiate the non-binding process, and if so, whether it is meritorious, and if so, the proposed remedy.
  - a. The proposed remedy shall be subject to the approval of the full Planning Council at the next regularly scheduled meeting, and therefore shall not be binding upon the Planning Council until such approval is given.
  - b. In the event the next regular Planning Council meeting is scheduled to occur in less than 10 days, this action may be added to the agenda without providing notice to the members in accordance with the required notice provisions specified in these by-laws.

- c. Within 5 days of the Planning Council meeting at which the grievance settlement was presented, the grieving party may request mediation of the dispute.

C. Mediation:

1. Requests for mediation shall be presented in writing to the Planning Council Staff of the Planning Council, who shall immediately notify the CEO, Steering Committee and City of Paterson Corporation Counsel and provide a copy of the request.
2. Appointment of the Mediator:
  - a. Within 10 days of receiving the request, the Corporation Counsel for the City of Paterson shall submit names to the Planning Council Steering Committee and the grievant of at least 10 third parties, who shall not be members of the Planning Council, and will be available to serve as mediators.
  - b. Within 10 days of receiving the list, the grievant and the Steering Committee shall cross off any unacceptable names, with the remainder considered acceptable.
  - c. If one (1) name remains on the list, that individual shall be designated as the mediator.
  - d. If more than one (1) name remains on the list, the remaining names shall be submitted to the Corporation Counsel and the Corporation Counsel shall select the mediator from the list of acceptable names.
  - e. If after three (3) lists, no third party has been selected, the matter shall be submitted to the American Arbitration Association Mediation Program, under the commercial mediation rules of the AAA.
3. The mediator shall conduct a mediation session within 30 days after the final selection of the mediator. The purpose of the mediation is to

negotiate an equitable settlement between the Planning Council and the grieving party.

4. The Steering Committee shall designate a commissioner of the Council who shall represent the Council during the mediation process. This Council representative shall report on the progress of the mediation process at each Steering Committee meeting.
5. Mediation sessions may be held on more than one (1) date and continue from day to day with the consent of all parties. However, mediation must be concluded within 45 days of the first mediation session, unless the parties agree to extend this time period.
6. Any agreement reached shall be placed in writing and shall be forwarded to the Steering Committee. The Agreement shall be subject to approval of the full Planning Council at the next regularly scheduled meeting.
7. Costs and Fees: Fees for mediation services shall be paid at a rate of not less than \$50.00 per hour, nor more than \$100.00 per hour, with the fees divided equally between the parties to the grievance, unless otherwise determined by the grievance committee pursuant to Subsection B3 above. Other cost, such as legal expenses, experts or witnesses, shall be paid for by the party who calls the witness or uses the service. The expenses of mediation and representatives, expenses of any witness, and the cost of any professional or expert advice, at the direct request of the mediator, shall be borne equally by the parties, unless they agree otherwise.

D. Arbitration.

1. If no resolution can be reached by way of mediation or if the full Planning Council fails to accept the agreement/settlement reached via mediation, the aggrieved party may seek arbitration through the American Arbitration Association by filing the appropriate request for arbitration with the Association at 220 Davidson Avenue, Somerset,

New Jersey 08873-4159, telephone number (732) 560-9560.

2. Arbitration shall be binding upon all parties, and shall be conducted by the American Arbitration Association. Any proceedings shall be held pursuant to the commercial arbitration rules governing the American Arbitration Association. Forms shall be those used and adopted by the American Arbitration Association.
3. Any correspondence or notices with regard to the arbitration shall be directed to the Planning Council Staff.
4. The arbitration shall be conducted within 90 calendar days after the filing of the demand for arbitration with the American Arbitration Association, so as to not adversely impact the decision making process of the Council. The arbitrator shall fix the date of the arbitration hearing, and provide 10 calendar days notice of same to the parties.
5. The decision of the arbitrator shall be made within 30 calendar days of the date of the closing of the hearing.
6. All parties agree to be bound by the determination of the arbitrator.
7. Costs and Fees. Costs and fees shall be paid in accordance with the American Arbitration Association fee schedule (when the AAA is used) as to both mediation and arbitration which shall be made available to grievants upon initiation of the grievance process. Initial fees are due at the time of filing and are payable by the party filing the demand for arbitration, subject to Subsection B3 above. Other costs, such as, legal expenses, experts, witnesses, shall be paid for by the party who calls the witness or uses the service. The expenses of arbitration, including requested travel, other expenses of the mediation and representatives, expenses of any witness, and the cost of any professional or expert advice, at the direct request of the mediator, shall be borne equally by the parties, unless they agreed otherwise.

**Section 13.5 Conflict of Interest.** [Revised 08-09-05]

Any person who participates in the grievance process as a Grievance Committee member, mediator or arbitrator shall not have a conflict of interest as it relates to any issue relevant to the grievance or with the grievant. All said persons shall sign a conflict of interest form, which certifies that no conflict exists.

**Section 13.6 Confidentiality Statement.**

All information that is disclosed between the parties and/or the mediators or arbitrators by the party or the witnesses during the grievance process will be considered confidential, and will not be divulged without the expressed, written consent of all parties.

**Section 13.7 No Stay of Actions of the Planning Council**

The Ryan White Part A Grant requires that certain timetables be adhered to with regard to each step of the process. If the filing of a grievance should cause a delay in the process, there could be a negative impact on the delivery of services in the community. Therefore, the filing of a grievance shall not stay or otherwise delay the continuation of the Planning Council's work or the implementation of its decisions. However, nothing herein shall preclude the Planning Council from voluntarily withholding action or implementation of prior actions pending the outcome of the grievance process.

Revision Dates:

06/07/94    02/07/17

08/29/94    05/26/17

12/05/95

09/24/96

05/06/97

08/12/97

10/06/98

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