

**BYLAWS OF THE  
ENDING THE HIV EPIDEMIC ADVISORY COUNCIL**

**Article 1: Establishment of the Council**

The Metropolitan Government of Nashville and Davidson County has an interest in engaging with individuals impacted by HIV, connecting them with treatment resources, limiting new diagnoses, and ultimately eradicating HIV in the Nashville area. HIV continues to be a major public health issue in Nashville that thrives in the face of stigma and discrimination. It is the city's obligation to reach those who are at risk, undiagnosed, or lacking care, because treatments are available today that create the opportunity for us to eradicate HIV in Nashville and change many lives for the better. Ending the Epidemic is a community-wide initiative to drive down new transmissions to pre-epidemic levels and, at the same time, drastically improve health outcomes for people living with HIV. In order to continue to build and maintain momentum across all involved agencies for Ending the Epidemic and to ensure specific actions are taken, the Ending the HIV Epidemic Advisory Council (hereafter referred to as the "Council") was established on May 30, 2019 by Mayor David Briley's Executive Order 009.

**Article 2: Responsibility and Authority**

The Council shall serve in an advisory capacity to the Mayor and is charged with:

- A. Guiding the implementation of the Ending the Epidemic Plan for Nashville including prioritization of the recommendations.
- B. Ensuring that principles of health equity and social justice are incorporated in the process and that the goals, objectives, and action steps involve conscious efforts to reach communities that are disproportionately impacted by HIV.
- C. Working to ensure that institutions that create, manage, and distribute resources that directly impacts the Nashville communities understand the responsibility of ensuring equitable resource allocation and that efforts and assets are directed towards populations that have historically been disproportionately impacted by HIV.
- D. Establishing strategic priorities and mobilizing collaborative and effective community initiatives to achieve the goals and objectives of the Ending the Epidemic plan.

**Article 3: Participation on the Council**

**Section 1: Membership and Vacancies**

- A. The Council shall be composed of a minimum of thirteen (13) and a maximum of twenty-five (25) members appointed by the Mayor.
- B. One of the members shall be the Director of Health or his/her designee.
- C. All Council members shall have equal voting rights and privileges.
- D. Candidates to fill vacancies shall be nominated by the Council and recommended to the Mayor.
- E. Membership shall be diverse, reflect the demographics of Nashville and include communities disproportionately impacted by HIV.
- F. Appointees to the Council shall include, but not be limited to, persons living with HIV, representatives of health care organizations, community organizations, and other interested community members.

## Section 2: Attendance

- A. It is expected that members appointed to the Council will regularly attend its meetings. Any member who fails to attend three (3) or more regular Council meetings within a calendar year will be contacted by a co-chair to discuss their service term and if a request for their replacement should be made to the Mayor.
- B. If for any reason a member is unable to fulfill his or her term, the replacement appointee will fill the remainder of the unexpired term.
- C. It is preferred that all members physically attend meetings, however, in the event of extenuating circumstances (i.e., travel out of county on day of meeting), arrangements may be made for a Council member to call into the meeting assuming the technology is available.

## Section 3: Terms

- A. With the exception of the Director of Health, Council members shall serve for a term of three (3) years and shall continue to serve as members until such time as they are reappointed, or their successors are appointed.
- B. However, of the initial membership of the Council, five (5) members will serve one (1) year, six (6) members will serve two (2) years, and the rest serve three (3) years so that the terms are staggered as to replace no more than one third (1/3) of the members each year.

## Section 4: Council Officers

- A. Co-Chairs, one (1) governmental and one (1) non-governmental, will be selected by the Council membership.
  - a. Co-Chairs shall serve for two (2) year terms with a maximum of two (2) consecutive terms or four (4) consecutive years, whichever is greater.
  - b. In the event of a Co-Chair vacancy of an unexpired term, nominations will be made at the meeting immediately following the vacancy or a specially called meeting, with the election at the subsequent meeting or a specially called meeting.
  - c. Co-Chair duties include: calling meetings, presiding over all meetings, setting the agenda, establishing quorum, calling votes and signing documents relative to the action taken by the Council.
- B. The Council may elect additional officers as it finds necessary and appropriate.

## **Article 4: Meetings**

### Section 1: Regular Meetings

The Council shall meet at least six (6) times per year and shall establish a regularly scheduled meeting time.

### Section 2: Minutes

The Council shall keep permanent minutes of its meetings. The minutes shall include the attendance of its members and its resolutions, findings, recommendations, and other actions. The minutes shall be recorded by Council staff and maintained in the Office of the Director of Health.

### Section 3: Quorum and Voting

A quorum for approving decisions made by the Council shall consist of a majority of the currently filled positions on the Council. All actions shall be decided by a majority vote of present and voting members and with a quorum being present. If a quorum is present and the early departure of a member results in the lack of a quorum, the member should notify the Co-Chairs of the need to depart early prior to the start of the meeting.

Section 4: Conduct of Meetings

Roberts Rules of Order Newly Revised shall govern the conduct of such meetings except where the rules are inconsistent with the provisions of these Bylaws.

Section 5: Special Meetings

A special meeting can be called upon the recommendation of the Co-Chairs with a minimum of ten (10) calendar day notice.

Section 5: Emergency Meetings

An emergency meeting can be called upon the recommendation of the Co-Chairs with a minimum of twenty-four (24) hour notice.

**Article 5: Committees**

The Council may establish such committees as it deems necessary for the conduct of the business of the Council. These committees shall include standing and/or ad-hoc committees.

**Article 6: Conflicts of Interest**

Council members will comply with conflict of interest provisions in the Metropolitan Code of Laws (Section 2.222) which is based upon state law restriction on conflicts of interest by public officials. Such provisions prohibit Council members from engaging in specific acts including, but not limited to: voting on a contractual arrangement if s/he will derive direct or indirect benefit from that arrangement; accepting a bribe; voting on a matter without disclosing a conflict of interest.

In situations that involve a non-profit or private organization for which a Council member is an employee, officer, board member, s/he shall be required to publicly disclose that association and shall not take part in any vote concerning the stated situation. If a Council member has a conflict of interest regarding an item to be considered by the Council member on the agenda of a meeting, the Council member shall disclose the conflict at the beginning of the meeting and abstain from voting on that item.

**Article 7: Compensation**

Members of the Council shall serve without compensation.

**Article 8: Amendments to Bylaws**

Any amendment to the Bylaws shall require a two-third (2/3) majority vote of the Council members present and voting. Any proposed amendment to the Bylaws shall be posted on Nashville.gov.