



Miami-Dade HIV/AIDS Partnership Bylaws: Workgroup Excerpts

Presented to the Integrated Plan Evaluation Workgroup
January 23, 2023

ARTICLE 3. Miami-Dade HIV/AIDS Partnership Composition

SECTION 3.4. Workgroups

A. Composition

1. The Partnership may have one or more workgroups.
2. Workgroups are appointed as needed by the Partnership to assist a standing committee and the Partnership with a specific issue or need.
3. The purpose of workgroups is to serve in an advisory capacity to the members of the Partnership.
4. Workgroups do not have the authority to bind the Partnership or the County. Accordingly, workgroups may only make recommendations and suggest motions that the Partnership and standing committees, where applicable, may consider.
5. Workgroups are expected to meet on a monthly basis and have a one-year term of existence or such other term as determined by the Partnership. Workgroups may request extensions of their term from the Partnership.

B. Membership

1. Each workgroup shall have a maximum of 16 members.
2. Pursuant to Section 2-1103 of the Code (“Code”), the size and membership composition of each workgroup shall be vested solely in the Partnership, and members may be appointed who are not Partnership members.
3. Under Section 2-1103 of the Code, workgroups are exempt from the requirement to strive to maintain no less than one-third (1/3) membership by representatives of the affected community.
4. Persons who are appointed to serve as members of workgroups must also meet the minimum requirements of Section 2-11.36 et seq. of the Code which sets forth the standards for County boards, including being a resident of Miami-Dade County and a qualified elector.
5. Quorum for each workgroup shall consist of one-third (1/3) plus one (1) of the current voting members.

SECTION 3.5. Dissolution

Upon a motion by the Partnership or upon a recommendation from a standing committee, subcommittee, or workgroup, the Partnership may consider the dissolution of such standing committee, subcommittee, or workgroup, upon completion of their assigned business or in the event their purpose for its existence no longer exists. A vote for dissolution must be carried by a two-thirds (2/3) majority at both the committee level and by the Partnership present at a properly constituted meeting.

ARTICLE 4. Membership

SECTION 4.4. Workgroups

A. Applications, Nominations, and Requirements

1. Workgroups shall maintain at all times a fair and open appointment process.
2. Workgroups are appointed as needed by the Partnership to assist a standing committee and the Partnership with a specific issue or need.
3. Membership Requirements
 - a. Pursuant to Section 2-11.36 et seq. of the Code, which sets forth the standards for County boards, all members of workgroups shall:
 - i. Be permanent residents of Miami-Dade County;
 - ii. Be electors of Miami-Dade County, unless the Board of County Commissioners, by a two-thirds vote of its membership, waives this requirement;
 - iii. Have reputations for integrity and community service;
 - iv. Possess the knowledge, skills and expertise relevant to the position for which they are applying; and
 - v. Be currently employed in the field of expertise they wish to represent (as applicable).
4. Workgroup Appointments
 - a. Partnership members who are not members of a committee, subcommittee, or workgroup shall be appointed to membership in a standing committee, subcommittee, or workgroup by the Partnership Chair.
 - b. All appointees shall be approved for membership by the Partnership.
5. Workgroups are exempt from the restriction to not have representation by more than one (1) representative from a Part A funded subrecipient or other organization.
6. Workgroups are exempt from the requirement to include a minimum number of persons from the affected community.

B. Term of Office (Workgroups)

1. Members may serve a maximum of six (6) consecutive years on one (1) or any combination of standing committees, subcommittees, or workgroups.
2. Any workgroup member who completes two consecutive term limits [totaling six (6) years] on one (1) or any combination of standing committees, subcommittees, or workgroups shall be excluded from reapplying for membership as a Partnership member or member of a standing committee, subcommittee, or workgroup for a period of (2) years, unless such term limit is waived by the Board of County Commissioners.
3. Change in Representative Status
 - a. If a member appointed to represent a category listed in Section 3.1 (B) above loses such representative status, fails to maintain the qualifications for membership set forth in Section 2-11.38, fails to maintain attendance requirements, voluntarily resigns, or for other good cause is removed, the member shall forfeit membership on the Partnership.

4. Exemptions

- a. Notwithstanding the above, for the purpose of continuity, a workgroup member's term may be extended beyond the six years specified in Section B.1, above, until the Mayor has appointed a replacement. Such persons may continue as members of the workgroup to which s/he had been appointed.
- b. Members serving an extended term may not stand for election for another term of office, nor may they stand for election as an officer of any committee, subcommittee or workgroup of which they are a member.
- c. Notwithstanding the above, members appointed to a subcommittee to fill government, Recipient, or other grantee seats may serve as members of the subcommittee for as long as they are designated by their respective agencies to serve in this capacity.

C. Duties and Responsibilities (Workgroups)

1. General Requirements
 - a. Be able to devote a minimum of two (2) hours per month to workgroup activities, including, but not limited to:
 - i. Replying to subcommittee meeting notices by confirming attendance with Partnership staff;
 - ii. Preparing for meetings by reviewing agendas, minutes, and other materials distributed in advance of a meeting by Partnership staff, in order to facilitate the business of the subcommittee;
 - b. Attending meetings; and, as appropriate
 - c. Submitting reports and providing feedback.
- b. Contribute professional and personal expertise to further the work of the Partnership.
- c. Uphold the goals, objectives, policies, and procedures of the Partnership.

- d. Comply with attendance and training requirements detailed in these Bylaws;
- e. Submit an annual Financial Disclosure Statement, required by Section 2-11.1(i) of the Code; and
- f. Adhere to all other federal, state, and local civil rights laws and regulations.

2. Attendance Requirements

- a. All members shall comply with attendance requirements in accordance with Sections 2-11.39 and 2-1102 (G) of the Code, as follows:
 - i. Five (5) absences from scheduled workgroup meetings in any County fiscal year (from October 1 of the current calendar year through September 30 of the year following) shall constitute grounds for removal.
 - ii. A member is counted as absent from a workgroup meeting if s/he attends the meeting for less than 75% of the scheduled or actual duration of the meeting, whichever is less;
 - iii. Absences which are due to Partnership business-related travel are not counted against the total of five (5) absences.

3. Training Requirements

- a. Workgroup members are exempt from the Partnership New Member Orientation and Training and Miami-Dade County Advisory Board Member Ethics Training requirements.
- b. Workgroup members shall comply with all other Partnership and/or Miami-Dade County Government training requirements, as required.

D. Vacancies (Workgroups)

1. All vacancies on workgroups shall be filled by qualified applicants as approved ; or may be filled by appointment by the Partnership Chair as described in Section 4.3 (A.3), of these Bylaws.
2. As vacancies arise, they shall be publicly advertised.
3. Workgroup members are selected on recommendation from the Partnership, standing committees, or subcommittees, as appropriate.

E. Removals (Workgroups)

1. Resignation
 - a. Any member may resign at any time by written notice delivered in person, sent by mail, or emailed to the relevant standing committee Chair or staff.
 - b. Any such resignation shall take effect at the time specified in the notice or, if not so specified, immediately upon receipt of the notice.
 - c. All resigning members are required to complete a Final Financial Disclosure Statement, as required by Section 2-11.1(i) of the Code.

2. Attendance Non-compliance
 - a. Five (5) absences in the County fiscal year (October 1 to September 30) shall constitute grounds for removal from the workgroup (see C.2, above). Members will be notified if their membership is at risk due to attendance non-compliance.
 - b. Members of the workgroups removed for attendance non-compliance shall receive written notice by mail or email of their membership termination, and their removal will be reported to the appropriate body.
 - c. Members terminated for attendance non-compliance are required to complete a Final Financial Disclosure Statement, as required by Section 2-11.1(i) of the Code.
3. Change in Position
 - a. At such time as a member changes their professional responsibilities so that they no longer represent the constituency for which they were originally appointed, that member shall immediately resign and their seat shall be filled in accordance with the provisions contained herein.
 - b. All resigning members are required to complete a Final Financial Disclosure Statement, as required by Section 2-11.1(i) of the Code.
4. Political Office Qualification
 - a. Pursuant to Section 2-11.38 of the Code, “No member of any County board shall become a candidate for elective political office during his or her term. Should any member of a County board qualify as a candidate for elective political office, such qualification shall be deemed a tender of resignation from such board.”
 - b. All resigning members are required to complete a Final Financial Disclosure Statement, as required by Section 2-11.1(i) of the Code.
5. Cause
 - a. If any member fails to maintain the qualifications for membership set forth in Sections 2-11.38 and 2-11-2 of the Code, fails to maintain attendance requirements, voluntarily resigns, violates the Partnership’s Code of Ethics (see Section 2.1), or for other good cause is subject to removal, the workgroup shall recommend removal of the member only after such member has been notified in writing and offered an opportunity to request a waiver by a two-thirds vote of the members in attendance.
 - b. Recommendations for removal shall also be made for other good cause. Good cause means any cause consistent with all applicable Federal laws and guidelines governing the Ryan White Program, or other state or local laws.
 - c. Members of a workgroup who fail to comply with the above requirements may be removed for cause upon majority vote by standing committee, subcommittee, or workgroup members, respectively, and without the Mayor's approval.
 - d. Workgroup members removed for cause shall receive written notice by mail or email of their membership termination.

- e. All members removed for cause are required to complete a Final Financial Disclosure Statement, as required by Section 2-11.1(i) of the Code.

ARTICLE 5. Officers

The Partnership, standing committees, subcommittees, and workgroups shall have an elected Chair and Vice-Chair (Officers).

SECTION 5.1. Officers

A. Standing Committees, Subcommittees, and Workgroups

1. Each standing committee, subcommittee, or workgroup shall elect a Chair and a Vice-Chair from among its members; they shall serve at the will of the standing committee, subcommittee, or workgroup.
2. Officers shall be full voting members.
3. At least one (1) officer of each standing committee must be a Partnership member who shall be designated to report committee activities to the Partnership.
4. Standing committees, subcommittees, and workgroups shall strive to elect at least one (1) officer who is a person with HIV.
5. No individual shall serve concurrent terms as an officer of the Partnership and an officer of a standing committee or subcommittee. The exception to this rule is for officers of workgroups, which may be led by the Chair or Vice-Chair of the committee under whose purview the workgroup was authorized.

SECTION 5.2. Officer Responsibilities

A. All Chairs

1. Preside at all meetings at which they are present;
2. Exercise their right to vote at their respective meetings;
3. Maintain decorum;
4. Ensure the participation of all members; and
5. Facilitate the enactment of business at all meetings.

B. The Vice-Chair

1. The Vice-Chair shall act as Chair in the Chair's absence or inability to conduct business.

SECTION 5.3. Term of Office

- A. Elected officers of the Partnership, standing committees, subcommittees, and workgroups shall serve a one (1) year term. No elected officer may serve more than two (2) consecutive one-year terms.
- B. The terms of office of elected Chairs of workgroups may be for less than one year depending on expiry date of such workgroup.
- C. Upon conclusion of the first one-year term in the month preceding election of new officers, elections shall be held in accordance with Section 5.4 of these Bylaws. If eligible, the current Chair of the Partnership, a standing committee, or a subcommittee may be nominated at this time to be elected for a second term. Other eligible members of the Partnership, standing committees or subcommittees, including but not limited to the Vice-Chair, may also be nominated regardless of whether the current Chair has elected to seek a second term.
- D. Approval of a second one-year term requires a majority vote.
- E. An individual who has served as an officer of a committee may reapply to be nominated as an officer of the same committee after a minimum of one (1) year following completion of the second term.

SECTION 5.4. Nominations and Elections of Officers

A. Workgroups

- 1. Elections of officers to workgroups shall be held at the first meeting of such workgroup.