

BYLAWS

Approved 11/21/16

Effective 1/1/17

Article I. Name

The name of this Association shall be the California Sexually Transmitted Disease and Human Immunodeficiency Virus Controllers Association (CSTD/HIVCA).

Article II. Purposes

The purpose of this Association shall be to:

- A. Act in an advisory capacity to the California Conference of Local Health Officers (CCLHO) in the establishment of recommended goals, standards and priorities for prevention and control of sexually transmitted diseases (STDs), including HIV.
- B. Consult with, advise, and make recommendations in establishing standards on matters affecting the control of STDs, including HIV, to the organizational entities within the California Department of Public Health with responsibility for STD and HIV prevention and control.
- C. Promote dissemination of knowledge concerning STDs and HIV, including causes, prevention, treatment, control, and reporting.
- D. Act as consultants on issues of STD and HIV control and prevention to community and professional organizations.
- E. Recommend and promote uniform high standards for STD and HIV control and prevention among various health jurisdictions in California.
- F. Promote improved communication between health jurisdictions in California.
- G. Encourage STD and HIV research and professional training.
- H. Advocate for adequate resources for STD and HIV prevention, control and treatment in California.

Article III. Membership

This Association shall consist of Active, Associate and Advisory members:

- A. Active – An active member is a voting representative for the local health department on all issues and for election of officers. Each health jurisdiction may have up to two (2) active (voting) members, one of whom may be the STD Controller for that jurisdiction, and the other the HIV and/or STD Program Manager or other equivalent representative specifically designated by the Health Officer or Public Health Director to oversee and/or coordinate STD and/or HIV services in their jurisdiction. In the event a jurisdiction designates only one active member to the Association, that jurisdiction's member's vote shall be counted as two (2).
- B. Associate – Associate members shall be non-voting members from the local health jurisdictions who are active in STD and HIV care, control and prevention efforts. A local health jurisdiction may have an unlimited number of Associate members.

- C. Advisory – Advisory members shall be those persons representing the State of California, academia or other groups with interest in STD and HIV care, control and prevention.
- D. Appropriate representatives from the California Department of Public Health may serve as non-voting ex-officio members of the Executive Committee. These members will serve with the approval of the Executive Committee.

Article IV. Officers

The officers of the Association shall be President-Elect, President, Past-President, and Secretary/Treasurer.

- A. President-Elect. The role of President-Elect is preparatory to assuming the presidency of the Association. The duties of this position include:
 - 1. Serves as President pro tempore in the absence of the President
 - 2. Serves as an ex-officio member of all committees
 - 3. Serves as liaison for legislative issues for the Association
 - 4. Shall participate in statewide meetings as directed by the President
 - 5. Shall perform such other duties as are necessary and customary for the office of the President-Elect.
- B. President. The role of President is to lead and represent the Association. The duties of this position include:
 - 1. Provides the central leadership role and is the official spokesperson for the Association.
 - 2. Ensures that the Association fulfills its responsibilities and roles in matters related to STD and HIV prevention and care in accordance with the bylaws approved by the membership.
 - 3. Represents the broad interests and input of STD and HIV prevention and care community from all regions of the state in accordance with the values outlined in the bylaws by the membership.
 - 4. Represents the Association at appropriate meetings or functions (such as Office of AIDS, STD Control Branch, CCLHO, and others).
 - 5. May delegate authority or appoint, at his/her discretion, another officer or member to represent the Association at specific functions and/or meetings when official representation of the Association is requested or desired at affiliated organizations, meetings, or when liaison is requested with other agencies.

6. Presides at annual meeting and shall be ex-officio member of all committees.
 7. Acts as chair of the Executive Committee.
 8. Invites guests and presenters to the annual meeting.
 9. Appoints committees and chairs as designated by the membership or Executive Committee.
 10. Approves expenditures of available funds consistent with the Association's mission and activities.
- C. Past President. The Past-President facilitates the transition process for the new President. The Past President provides a historical continuity for the President and serves in a mentoring capacity. The duties of this position include:
1. Advises the newly installed President of all Association activities that were carried out during their term of office and the present status or disposition of these actions.
 2. At the request of the Executive Committee and/or the President, draft position statements to California Department of Public Health/Office of AIDS (CDPH/OA), California Department of Public Health/STD Control Branch, elected policy-makers and others on issues of importance to the general membership.
 3. At the request of the Executive Committee and/or the President, represents the Association at meetings of CCLHO, CDPH/OA, CDPH/STD Control Branch, and others when the President OR President-Elect is unable to attend.
 4. Participates in Executive Committee conference calls and meetings.
 5. Assists with the planning and development of general membership meetings.
 6. At the request of the Executive Committee and/or President, participates or leads task forces or work groups on projects of importance to the Association.
- D. Secretary/Treasurer. The role of the Secretary/Treasurer is to facilitate communication among Executive Committee members and the general membership, and provide oversight for all fiscal issues. The duties of this position include:
1. Maintains the Association bank account, notices members, collects annual membership dues, pays invoices and provides annual treasury reports.
 2. Maintains the Association membership roster and contact information.
 3. Assists in registering delegates at the annual meeting, and prepares and distributes the minutes of the annual meeting and Executive Committee meetings.
 4. Acts as a conduit for communication from affiliate organizations to the Association membership.

5. Conducts and analyzes surveys as deemed appropriate by the Executive Committee.
 6. Performs an annual review and proposes revisions (as appropriate) of the Association bylaws.
 7. Assists the Executive Committee with business meeting agenda development and meeting logistics before, during and after Association and Executive Committee business meetings.
 8. Acts as Parliamentarian per the most current edition of Robert's Rules of Order.
 9. Obtains reports, and/or resolutions from committees prior to the annual meeting for the purpose of presentation to the membership.
 10. Maintains all archived documents of the Association in a catalogued fashion.
 11. Oversees the Association website.
 12. Serves as the chair of the Election Committee which is charged with soliciting nominations for Executive Committee officers and at-large members on an annual basis, preparing ballots, conducting elections, tabulating balloting and providing the President with the results of these elections.
 13. Serves on Ad Hoc Committees as necessary.
- E. The term of office for all officers shall be one year. In the case of the President-Elect, that individual serves one year as President-Elect, one year as President, except as provided in Section IV. G., and one year as Past-President.
- F. If an officer position other than President-Elect or President becomes vacant during their term of office, the Executive Committee shall appoint a person to fill the office until the next election is held.
- G. If the office of President becomes vacant during the term of office, the President-Elect shall immediately assume the office of President, and shall serve the balance of the term as President as well as the term of office as President that they would have otherwise have served.
- H. If the office of President-Elect becomes vacant during the term of office, the President shall call for a special election by the membership to fill the vacancy.

Article V. Governance

- A. The Executive Committee is empowered to act on behalf of this Association between meetings, and may conduct emergency votes of active members. Emergency votes may be electronic, telephonic or mail-in.

1. Active members shall elect an Executive Committee of eight active members, four of whom will be officers, and four of whom will be members-at-large. The officers shall be President, President-Elect, Past-President, and Secretary/Treasurer. To the extent possible, Executive Committee members-at-large should be nominated and elected by the membership to represent the diversity of local health jurisdictions, including large/small jurisdictions, county/city health departments, and urban/rural communities. Members-at-large serve two-year terms, with two (2) members-at-large elected each year.
 2. Officers and members-at-large of the Executive Committee will be elected by a simple majority of active members voting.
 3. A quorum of Executive Committee members is required to conduct regular business. A quorum being 50% plus 1 of the Executive Committee members.
 4. Each member of the Executive Committee is entitled to vote in any matter voted on by the Executive Committee, except that the President shall only vote to break a tie. A member of the Executive Committee, other than the President, may, if they are unable to attend an Executive Committee meeting, designate another member of the Executive Committee to serve as their proxy at the meeting. Proxy votes will be counted toward the formation of a quorum. The proxy designation is to be given in writing or electronically to the Secretary/Treasurer, including the name of the proxy, start date and end date for the proxy's designation as a proxy.
- B. Active members may call an emergency vote at any time by petition of one-third of active members. An emergency vote must receive a majority vote of all active members to pass. Failure to receive a majority vote shall defer the matter to the Executive Committee.
- C. For general membership and other committee meetings, a quorum for purposes of decision-making shall be 33%+1 of all active members or all committee members, respectively.
- D. Policy statements and letters of support adopted by an Executive Committee vote shall indicate that the statement or letter was approved by the CSTD/HIVCA Executive Committee. Policy statements and letters of support adopted by the general membership shall indicate that the statement or letter was approved by the CSTD/HIVCA.
- E. Prior to each general membership meeting, a local health jurisdiction that will not have an active member in attendance may, at the discretion of the active member, designate an associate member from the same jurisdiction or an active member from another jurisdiction to serve as a proxy at the meeting. Proxy votes will be counted toward the formation of a quorum. The proxy designation is to be given in writing or electronically to the Secretary/Treasurer, including the name of the proxy, start date and end date for the proxy's designation as a proxy.

Article VI. Conflict of Interest

- A. Whenever a voting member has an actual or perceived financial interest in any matter coming before the Association, the Executive Committee, or any other committee of the Association:
 - 1. The affected person shall fully disclose the nature of the actual or perceived interest.
 - 2. If an actual conflict exists, the voting member will withdraw from the discussion and/or lobbying, and abstain from voting on the matter.
- B. The Association may accept funds and/or other items from pharmaceutical companies or other commercial entities if it can be demonstrated that acceptance of the funds or other items does not create a conflict of interest. The determining criteria will be delineated in the acceptance or rejection of the funds or other items.

Article VII. Committees

This Association shall have standing and ad hoc committees necessary to fulfill its purposes.

- A. The Executive Committee is a standing committee of eight active members, including the Association officers, elected by the active members. The Executive Committee shall meet at least quarterly, and these meeting shall be announced and made open to all members. Executive Committee minutes shall be distributed for all Association members to access.
- B. Standing committees can be created by a vote of the general membership. Each committee shall have a stipulated area of responsibility which is on-going in nature. Standing committee members will have a term not to exceed two years, unless otherwise determined by the Executive Committee. Each standing committee will have a chair responsible for moving the business of the committee. All standing committees will report to the Executive Committee and at least annually to the general membership.
- C. Ad hoc committees can be created by a vote of the general membership or the Executive Committee. Each ad hoc committee shall have a stipulated mission and task, and be of a limited duration. These ad hoc committee members will have a term not to exceed one year, unless otherwise determined by the Executive Committee. Each ad hoc committee will have a chair responsible for moving the business of the committee. All ad hoc committees will report to the Executive Committee and at least annually to the general membership.

Article VIII. Meetings

The general membership shall meet at least once annually. The Executive Committee shall determine the time, place and any fees for general membership meetings.

Article IX. Dues

Dues and benefits for members shall be recommended to the general membership by the Executive Committee. Dues, if any, shall be determined by vote at a general membership meeting.

Article X. Amendment to Bylaws

Proposed amendments to these bylaws shall be made available to members at least 14 days prior to any vote that would amend the bylaws. The vote to amend the bylaws requires the approval of two-thirds of those active members voting at a general membership meeting or by electronic vote. Amendments to bylaws are within the sole authority of active members, and may not be approved by the Executive Committee alone.