

## By-Laws of the AIDS Funding Collaborative

### SECTION 1. NAME OF ORGANIZATION

- 1.1 This body shall be known as **AIDS Funding Collaborative (AFC)**

### SECTION 2. PURPOSE, MISSION AND GOALS

#### 2.1 Mission / Goal

The AIDS Funding Collaborative (AFC) strengthens the community's response to HIV/AIDS as a public/private partnership providing coordination, leadership, and funding in Greater Cleveland.

### SECTION 3. MEMBERSHIP

3.1 **Definition of a Member.** Members are defined as those organizations and individuals who have been invited or who petition for membership and are accepted by a majority (51%) affirmative vote of the AFC. There shall be voting and non-voting members. For organizational members, representatives of those organizations as described below (see Sections 3.2.a, 3.2.b, and 3.3.a) shall act on behalf of the organization and be listed on the AFC's Advisory Committee membership roster.

3.2 **Voting Members** shall be (a) funding partners, (b) designated organizations that are not funders and (c) community-at-large.

- a. **Funding Partners** are organizations that contribute a minimum of \$50,000 annually to the AFC's funding pool and must have a grantmaking interest as determined by the AFC in HIV/AIDS programming, services, and/or advocacy in Northeast Ohio. *Each funding partner shall have two representatives on the AFC.* One shall be a staff representative from the funding organization, and the second representative shall be a volunteer board member, or board-appointed representative, of the funder.
- b. **Designated Organizations** are organizations that do not contribute funds to the AFC's funding pool but are invited to be a member of the AFC because they bring other identified resources to the AFC. *Designated organizations shall have one representative on the AFC.* There shall be a very limited number of non-funder, designated organizations.
- c. **Community-at- Large** shall be individuals who are community representatives identified by the AFC and must include community representatives and people living with HIV/AIDS and must be located in and have an interest as determined by the AFC in HIV/AIDS programming, services, and/or advocacy in Northeast Ohio.

- d. **Number of Voting Members and Representatives.** The total number of voting members and representatives on the AFC shall be no less than ten (10) and no more than 26 with three of those slots designated for community-at-large members.

3.3 **Non-Voting Members** may participate in discussions of the AFC but cannot vote. Non-voting members shall be (a) representatives of the fiscal sponsor, and (b) other individuals identified by the AFC.

- a. **Fiscal Sponsor.** Given that the AFC is an unincorporated association, the AFC shall have a fiscal sponsor. Two non-voting representatives of the fiscal sponsor may be present at AFC meetings.
- b. **Other Non-Voting Members** shall be individuals located in and with a special interest or expertise as determined by the AFC in HIV/AIDS programming, services, and/or advocacy in Northeast Ohio. The number of other non-voting members shall not exceed two (2).

3.4 **Donors.** The AFC may accept unrestricted financial or in-kind contributions from organizations, agencies, corporations, individuals or other entities choosing to support the mission of the AFC. Such donors, however, are not members of the AFC solely by virtue of their contribution. See Definition of a Member in Section 3.1 above.

3.5 **Responsibilities of Members and Representatives.** In addition to the financial contribution requirements of Funding Partners described in Section 3.2.a above, members and representatives are required to:

- a. attend a minimum of four of the six regular meetings of the AFC unless there are extenuating circumstances. The chair of the Membership and Nominating Committee shall review the status of members with extenuating circumstances and make their recommendation to the AFC;
- b. demonstrate a commitment to the mission of the AFC; and,
- c. disclose in writing to the chair of the Membership and Nominating Committee conflicts of interest as outlined in Section 9.

3.6 **Removal of Members and Representatives.** Members and representatives who fail to fulfill their responsibilities as described in Section 3.5 above, and after appropriate discussion, may be required to resign their membership or position of representative if recommended by the Membership and Nominating Committee and affirmed by a 2/3rds vote of the AFC membership. A notice about the intention to vote on the removal of a member or representative must be sent to the full AFC at least one week in advance of the vote. The replacement of members or representatives removed according to the above process is as follows:

- a. Removal of Funding Partner representatives. In the case of the removal of an individual representative of a funding partner organization, the funding partner organization shall appoint a replacement representative.
- b. Removal of Designated Organization representatives. In the case of the removal of an individual representative of a designated organization, the designated organization shall appoint a replacement representative.
- c. Removal of Funding Partner organizations and Designated Organizations. In the case of the removal of funding partner organizations or designated organizations, the tenure of their individual representative(s) on the AFC is automatically terminated and the organization is no longer a member of the AFC.
- d. Removal of Community-at-Large members. In the case of the removal of Community-at-Large Members, the Membership and Nominating Committee shall seek and make recommendations for their replacements.
- e. Removal of Fiscal Sponsor representatives. In the case of the removal of an individual representative of the fiscal sponsor, the fiscal sponsor shall appoint a replacement representative.
- f. Change in Fiscal Sponsor. In the case of a change in the fiscal sponsor, the representatives of the former fiscal sponsor are no longer members of the AFC and the new fiscal sponsor shall appoint two representatives.
- g. Removal of Other Non-Voting members. In the case of the removal of an Other Non-Voting member, the Membership and Nominating Committee shall assess the gap, if any, left by the removal and make recommendations for a replacement, if suitable.

**3.7 Membership Vacancies.** In the event of a vacancy due to a member organization or fiscal sponsor representative's death or resignation, funding partners, designated organizations, or the fiscal sponsor respectively shall appoint representatives to fill those vacancies. The Membership and Nominating Committee shall make recommendations to the AFC on candidates to fill Community-At-Large or Other Non-Voting member vacancies.

**3.8 Terms of Members.** Terms of members shall be as follows:

- a. **Funding partners'** terms are for as long as they meet the definition of membership for funding partners.
- b. **Designated Organizations'** terms are for three years. Designated organizations can serve as many consecutive terms as the AFC requests their participation.

- c. **Community-at-large** members' terms are for three years. Community at-large members can serve for two consecutive three-year terms. Each community-at-large member must then go off the AFC for one year before consideration is given for him or her to return.
- d. **Fiscal Agent's** terms are for as long as they are the fiscal agent of the AFC.
- e. **Other Non-Voting Members'** terms are for three years. Other non-voting members can serve for two consecutive three-year terms. Each other non-voting member must then go off the AFC for one year before consideration is given for him or her to return.

## **SECTION 4. MEETINGS**

- 4.1 **Quorum of the AFC.** A majority (51%) of the voting members of the AFC constitutes a quorum. Decision-making and voting requires a quorum unless otherwise noted herein. Members who are unable to attend a meeting in person may join the meeting via conference call, and in such cases will be counted toward the quorum.
- 4.2 **Number of Meetings.** There shall be six regular meetings of the AFC to be held each calendar year. Regular meetings of the AFC shall be at a time and day designated by the membership. Any meeting can be cancelled at the discretion of the executive committee. Notice will be provided to the board.
- 4.3 **Special Meetings.** The Chair or a quorum of the voting members of the AFC may call special meetings with a minimum of one (1) week's notice.

## **SECTION 5. VOTING**

- 5.1 **Voting Eligibility.** Each funding partner representative, designated organization representative and community-at-large member has one vote. Some AFC members are non-voting members. See Non-Voting Members in Section 3.3.
- 5.2 **Voting at Meetings.** If the required quorum exists (see Section 4.1), an affirmative vote by a majority (51%) of voting members in attendance is required for any action or recommendation put before the AFC to pass. If a member is not eligible to vote on a particular item because of a conflict of interest (see Section 9) the required majority is determined based on the number of eligible voting members in attendance.
- 5.3 **Email Votes.** Email voting may take place between meetings when it is deemed necessary. An affirmative vote by a majority (51%) of the total number voting members of AFC is required for approval on email votes. Members who do not respond to email will be alerted by phone. Copies of all responses shall be kept for the record. If a member is not eligible to vote on a particular item because of a conflict of interest (see Section 9) the required majority is determined based on the total number of eligible voting members of the AFC.

5.4 **Absentee Voting.** Absentee voting is not permitted but members who will not be present for a vote may provide input and comments on issues at hand through another AFC member or in writing.

5.5 **Voting on Grant Recommendations.** All grant award recommendations over \$5,000 must be voted on by the AFC membership. The Chair gives final approval on discretionary grants that are not to exceed \$5,000 each. Staff shall review discretionary grant requests and provide a written recommendation to the Chair. If the Chair is not available, the Vice-chair shall give final approval on discretionary grants. See separate AFC discretionary grant policy for additional information. See also Section 9.2 regarding conflict of interest in grant decision-making.

## SECTION 6. OFFICERS

6.1 **Roster of Officers.** The AFC shall have a Chair and Vice-chair.

a. **Chair.** The Chair shall convene the meetings and set the agenda and shall have general executive supervision over the affairs of the AFC.

b. **Vice-chair.** The Vice-chair shall serve in the capacity of the Chair in the Chair's absence.

6.2 **Selection of Officers.** In the year an officer's term ends, the Membership and Nominating Committee shall recommend a slate of officers from the membership to present to the AFC at the last regular meeting of the calendar year for a vote. If a quorum exists (see Section 4.1), each officer will be elected by a majority (51%) affirmative vote of voting members in attendance. If a quorum does not exist, voting will take place by email before the end of the year.

6.3 **Term of Officers.** Terms of office are two years and shall begin at the start of the calendar year after the vote. Officers can serve two consecutive two-year terms in a position. Each officer after serving two consecutive terms must wait one year before they can be elected to serve again in that same position.

6.4 **Removal of Officers.** Any officer may be removed by the AFC membership at any time for any reason by a 2/3rds affirmative vote of the full voting membership of the AFC. A notice about the intention to vote regarding the removal of officer(s) must be sent to the full AFC a minimum of one (1) week in advance of the vote.

6.5 **Office Vacancy.** Any vacancy in an office (whether caused by death, resignation, or removal) shall be filled for the remainder of that term by a majority (51%) affirmative vote of the full voting membership of the AFC. The Membership and Nominating Committee shall recommend to the AFC candidates to fill vacancies.

## **SECTION 7. COMMITTEES**

7.1 **Internal Committees.** With the exception of those standing committees defined below, committees shall be ad hoc and shall be identified, formed and terminated as the need is identified by the AFC.

7.2 **Membership and Nominating Committee** shall be confirmed by the Chair to (a) research and make recommendations to the AFC regarding new members and the removal of members or representatives, (b) conduct ongoing review of membership and membership needs of the AFC, (c) make recommendations of a slate of candidates for officer positions, and (d) oversee other membership related issues.

7.3 **Grant Review Committee** shall be confirmed by the Chair to assess funding priorities and focus, facilitate the review of funding proposals, and make recommendations to the membership.

## **SECTION 8. AMENDING BY-LAWS**

8.1 **Modification of the By-Laws.** The AFC members may alter, repeal, adopt and amend these by-laws by a majority (51%) affirmative vote of the voting members of the AFC in attendance, if a quorum exists for the meeting.

## **SECTION 9. CONFLICT OF INTEREST**

9.1 No officer, member, representative, volunteer or employee of the AFC, or their immediate family members, shall have or acquire any interest, direct or indirect, in any project which the AFC is operating or promoting or in any contract relating to any such project of the AFC without making written disclosure to the AFC, through the chair of the Membership and Nominating Committee, of the nature and extent of his or her interest. No member who has had such interest shall participate in the vote on any matter relating to it. Furthermore, no officer, member, representative, volunteer or employee of the AFC shall violate the conflict of interest regulations as established by funding sources or as established by Ohio State Law.

9.2 Collaborative members who serve on Boards of or are employees of any entity that requests funds from the AFC, or have immediate family members in those roles, shall not be involved in voting regarding grant awards for those entities.

9.3 All AFC members will complete a Conflict of Interest Certificate annually. See separate Conflict of Interest Certificate for additional details about managing conflicts of interest in AFC decision-making.

***Approved and adopted on January 18, 2006***  
***Amended July 21, 2015***  
***Amended November 26, 2019***