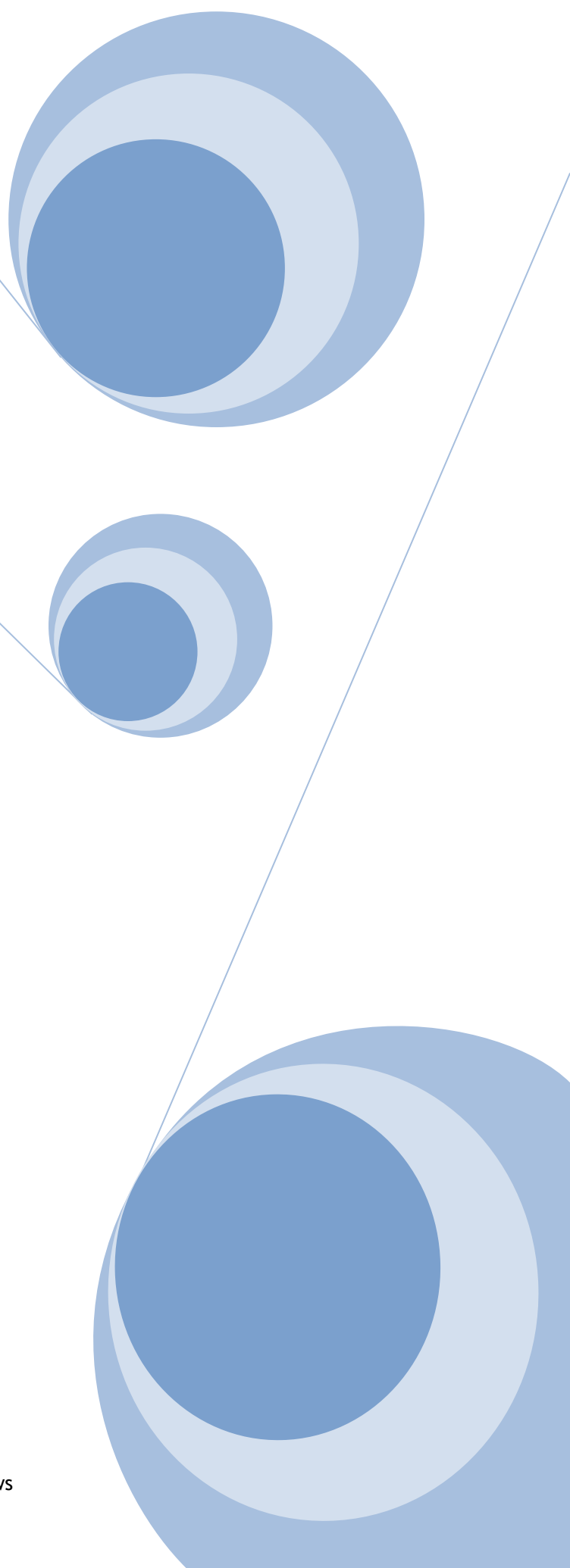


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**BYLAWS OF THE
NASSAU-SUFFOLK HIV
HEALTH SERVICES
PLANNING COUNCIL**

[Last Amended November 2016]

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DEFINITION OF TERMS

SECTION 1: THE FOLLOWING TERMS WHEN USED IN THIS DOCUMENT SHALL MEAN:

- A. **IGA** – Intergovernmental Agreement- a written agreement between the Counties of Nassau and Suffolk that defines the process of applying for and awarding Ryan White Part A funds. The agreement designates Nassau County as the Grantee for the Nassau-Suffolk region and provides for the services of a support agency
- B. **“Support agency”** - the agency chosen pursuant to the Intergovernmental Agreement between Nassau and Suffolk Counties to administer the Part A (formerly Title I) grant and disburse funds thereunder.
- C. **“Technical Support Agreement”** - the Agreement between the support agency and the Counties of Nassau and Suffolk, executed pursuant to the Intergovernmental Agreement.
- D. **“Commissioners”** - The commissioner of the Nassau County Department of Health and the commissioner of the Suffolk County Department of Health Services.
- E. **“Council”** – The HIV Health Services Planning Council, established by the Intergovernmental Agreement, pursuant to Part A.
- F. **“Executives”** - Nassau and Suffolk County Executives.
- G. **“Part A”** – Part A (formerly Title I) of the “Ryan White Comprehensive AIDS Resources Emergency Act of 1990”, P.L.101-381, August 18, 1990, 104 Stat. 576, and the Ryan White CARE Act Amendments of 1996, Amendments of 2000 and the Ryan White HIV/AIDS Treatment Modernization Act of 2006, and the Ryan white HIV/AIDS Treatment Extension Act of 2009.
- H. **“HRSA”** – the Health Resources and Services Administration which administers the Ryan White Parts listed in the legislation on behalf of the federal government.

ARTICLE I

Name

The Planning Council shall be known as the Nassau-Suffolk HIV Health Services Planning Council. As used in these Bylaws, the words ‘Planning Council’ or ‘Council’ mean and refer to the Nassau-Suffolk HIV Health Services Planning Council.

ARTICLE II

Description of the Planning Council

SECTION 1: MISSION STATEMENT

The mission of the Nassau-Suffolk HIV Health Services Planning Council is to provide effective planning for the Nassau-Suffolk EMA and promote development of HIV/AIDS health services, personnel, and facilities which meet identified health needs in a cost effective manner, reduce inefficiencies, and address the needs of uninsured and underinsured HIV infected individuals.

SECTION 2: SERVICE AREA

The Council is established by the County Executives of Nassau and Suffolk Counties pursuant to public law 101-381, the Ryan White Comprehensive AIDS Resource Emergency Act of 1990, the Ryan White CARE Act Amendments of 1996, Amendments of 2000, the Ryan White HIV/AIDS Treatment Modernization Act of 2006, and the Ryan White HIV/AIDS Treatment Extension Act of 2009.

The area served by the Council shall be Nassau and Suffolk Counties, New York.

SECTION 3: DUTIES OF THE COUNCIL

The purpose of the Council is to provide effective planning for the area and promote development of HIV/AIDS health services, personnel, and facilities which meet identified health needs in a cost effective manner, reduce inefficiencies, and address the needs of uninsured and underinsured HIV infected individuals.

The duties of the Council shall be:

- A. Establish priorities for the allocation of funds within the eligible area including how best to meet each such priority and additional factors that the grantee should consider in allocating funds under a grant based on the:
 1. Documented needs of the HIV infected population;
 2. Cost and outcome effectiveness of proposed strategies and interventions, to the extent that such data are reasonably available (either demonstrated or probable);
 3. Priorities of the HIV infected communities for whom the services are intended;
 4. Availability of other governmental resources; and
 5. Other duties as mutually agreed by Nassau and Suffolk Counties.
- B. Develop, adopt, and publish a comprehensive plan for the organization and delivery of:
 1. Outpatient and ambulatory health and support services, including case

- management and comprehensive treatment services, for individuals and families with HIV disease; and
2. Inpatient case management services that prevent unnecessary hospitalization or that expedite discharge from inpatient facilities.

The plan shall be compatible with existing New York State and local plans regarding the provision of health services to individuals with HIV disease. The Council will participate in the development of the Statewide Coordinated Statement of Need initiated by the State public agency responsible for administering grants under Part B.

- C. Evaluate services for which grant funds have been provided.
- D. Evaluate how well Nassau & Suffolk Counties manage to get funds to providers and all entities and mechanisms it uses for this purpose. This includes but is not limited to reviewing how quickly contracts are executed with providers; as well as ensuring that funds are used to pay only for services that were identified as priorities.
- E. Issue periodic reports of the Council's activities to the County Executives, the New York State AIDS Institute and the federal government.
- F. Conduct a nominations process to make recommendations for Council membership to the Counties of Nassau and Suffolk.
- G. Establish methods for obtaining input on community needs and priorities which may include public meetings, conducting focus groups and convening ad-hoc panels.

SECTION 4: DURATION

The Planning Council will remain in existence pursuant to federal guidelines of the Ryan White HIV/AIDS Treatment Extension Act of 2009.

ARTICLE III

Membership of the Planning Council

SECTION 1: MEMBERSHIP CATEGORIES

The Council shall consist of the following members:

1. A range of no less than 20 and no more than 36 individual members including a Chair and a Vice-Chair;
2. The two Health Commissioners (Ex-Officio voting members);

3. Organizational members (As defined in Article IV, Section 3 sub-section A).

- A. Appointments shall be made from nominations submitted by the Council pursuant to federal regulations and guidelines. The nomination process shall be an open process.
- B. The Nassau and Suffolk County Executives shall each appoint within a range of 10 to 18 individual voting members to the Council with the caveat that they strive to maintain balance between Nassau and Suffolk county appointees. All members shall be appointed as individuals, rather than as organizations.
- C. At least 33% of the membership shall consist of “non-conflicted” individuals who are HIV positive or who are parent of, or caregiver for a minor child under age 18 who is HIV positive.
- D. Council members shall serve without compensation. Necessary and reasonable expenses, as authorized in the Council budget, shall be paid by the technical support agency.

The Council individual membership shall contain representatives of all of the following groups:

- A. Health Care Providers;
- B. Community-Based and AIDS Service Organizations;
- C. Social Service Providers;
- D. Housing/Homeless Service Providers;
- E. Mental Health Care Providers;
- F. Local Public Health Agencies;
- G. Hospital Planning Agencies or Health Care Planning Agencies;
- H. Non-Elected Community Leaders;
- I. Substance Abuse Care Providers;
- J. Prevention Providers;
- K. Affected Communities, including
 - a. Individuals infected with HIV disease;
 - b. Caregiver for or parent of HIV infected minor child;
 - c. Formerly incarcerated PLWHA or their representatives;

- d. Members of a Federally recognized Indian tribe as represented in the population;
- e. Individuals co-infected with Hepatitis B or C; and
- f. Historically underserved groups and subpopulations.

SECTION 2: ORGANIZATIONAL MEMBERS

Organizational members do not serve as individuals and are not subject to the attendance provisions on the Bylaws or of the Intergovernmental Agreement. The following voting seats shall be represented:

- A. New York State Department of Health AIDS Institute, as Grantee under Part B of the Ryan White HIV/AIDS Treatment Extension Act of 2009;
- B. The lead agency of any HRSA adult and pediatric (Ryan White HIV/AIDS Treatment Extension Act of 2009, Part D) HIV related care demonstration project operating in the area to be served;
- C. The New York State Medicaid Agency, or successor agency;
- D. The lead agency for the federal Housing Opportunities for Persons with AIDS (HOPWA) Project in the region;
- E. The regions federally funded AIDS Education and Training Center;
- F. The lead agency of any HRSA Early Intervention Services Grants (Ryan White HIV/AIDS Treatment Extension Act of 2009, Part C) operating in the area to be served;
- G. Any organizations required by HRSA to be members of the Council.

SECTION 3: HEALTH DEPARTMENT MEMBERS

The Commissioner of the Nassau County Department of Health and the Commissioner of the Suffolk County Department of Health Services shall be voting members of the Council. These members are ex-officio members, and shall serve without restriction during their tenure as Health Commissioner.

SECTION 4: COUNCIL CHAIR AND VICE CHAIR

One County shall designate the Chair while the other County designates the Vice Chair from the current Council membership pool. The Council Chair and Vice Chair shall be voting members of the Planning Council and shall each be appointed for a two year term. This term will start at date of appointment to the new position and expire in two years.

In the event that Chair or Vice Chair cannot complete his or her two year term, the County that made the original appointment shall have the opportunity to appoint a person to complete the remainder of the existing two year term. This arrangement shall alternate between the Counties every two years. The County scheduled to appoint the Chair, however, may waive this right in favor of the other County and appoint the Vice Chair instead.

SECTION 5: INDIVIDUAL MEMBERS

Term of Individual Members:

1. Individual members shall be appointed for a three-year term
2. No Individual member may serve more than two consecutive terms. Such members may be reappointed following a one year hiatus. Exceptions may be granted or requirement may be waived when necessary or advisable in order to fulfill representation requirements or increase/maintain diversity.

ARTICLE IV

Replacement and Removal of Members

SECTION 1: VACANCIES

In the event of a vacancy, the County Executive who made the initial appointment shall fill the position for a new three year term.

SECTION 2: REMOVALS

Individual members may be removed for cause by the Executive Committee upon recommendation of the Planning Council. Such recommendation for the removal of a member whose behavior is counterproductive to the purposes of the organization may be made only upon an affirmative vote of two-thirds of the Executive Committee by written ballot. Such vote shall be held upon written notice of the vote to membership.

The Chair, Vice Chair and Individual members may also be removed based upon an absence from three consecutive meetings without notice or more than one-half of the meetings in a year by a majority vote of the members present at the meeting where the question is considered.

ARTICLE V

Attendance Policy of Members

Nassau-Suffolk HIV Health Services Planning Council Bylaws

Any Individual Council member absent from three (3) consecutive Council meetings, or more than half the meetings in a year, must request of the Council, in writing, not to be dropped from membership on the Council.

SECTION 1: PROCEDURE

In the event that a member has been absent from three (3) consecutive meetings, without notice, the Planning Associate will send out an absence notification letter and member(s) will be given directions on how to proceed. See Article IV- Section 2 for procedure for removal of Council members for attendance.

SECTION 2: PROXY

Representatives from the infected/affected community serving on the Council may, if unable to attend any meeting of the Council, designate a Council member as a proxy with voting privileges to represent them at Council functions. Such designation must be given in advance in writing to the Chair of the Council.

1. Prior to an upcoming Council meeting, the Planning Associate will distribute a proxy voting form to members of the infected/affected community.
2. Members will be asked to return the proxy vote, designating two representatives to vote on their behalf in the case of an absence, prior to the meeting date.
3. This proxy shall count towards a quorum.

ARTICLE VI

Officers

SECTION 1: COMPOSITION

The Officers of the Council shall be individual members of the Council and shall consist of a Chair and a Vice-Chair.

SECTION 2: TERMS

The Officers shall have terms concurrent with their appointments to the Council.

SECTION 3: DUTIES

The duties of the Officers shall be those which usually apply to such Officers and in addition other duties that may be designated by the Council. The Chair will serve as the Liaison of the Council with elected officials.

ARTICLE VII

Nominations

Nominations to the Council will be an open process and managed through the efforts of the Quality Assurance and Membership (QAM) Committee. This nominations process will be ongoing and recruitment will be conducted through solicitation in the community and will adhere to HRSA guidelines. Individuals who are interested in joining the Council are required to complete an application. Applications are accepted throughout the year and can be found on the Council webpage www.longislandpc.org or by contacting the current Planning Associate.

SECTION 1: MEMBERSHIP APPLICATIONS

The Nassau-Suffolk HIV Health Services Planning Council membership application collects demographic information, areas of interest/expertise and interest in committees. In addition, applicants are required to submit a resume/biography and letter of character reference.

SECTION 2: APPLICATION PROCEDURES

Any new or amended membership application forms are reviewed and approved by the Quality Assurance and Membership Committee.

1. Council staff collects all new applications and enters information from the application into a secure database. The potential new member is sent a letter of receipt, calendar of upcoming meeting dates and invited to all upcoming Planning Council and subcommittee meetings.
2. Once an application packet is complete, the information is forwarded to the QAM Committee for review. The application is reviewed along with the current composition of the Council including all priority member slots that need to be filled. Once reviewed, upon approval, each applicant will be notified if an interview is requested. Interviews normally follow currently scheduled QAM meetings; however exceptions may be made in certain approved circumstances.
3. Once interviewed, the applicant's information is brought back to the QAM Committee for a final review prior to sending that applicant to the Planning Council for a final vote on membership. If an applicant is not approved at this time for an interview by the QAM Committee, he/she will be notified via mail and his/her application will be put on hold for up to one year.
4. Once the application is approved by the Council, the information is sent to the County Executive's office, where he/she will need to then be appointed by the County Executive. A letter of appointment will be mailed out to the applicant and to the Planning Associate who will then notify the new member in writing of the next steps.

Announcements of the nomination process will specify required representation groups and categories (including the required legislative group, reflectiveness of the epidemic and geographic areas of the Eligible Metropolitan Area). Information will be gathered through the use of membership applications which will include open-ended questions to capture information about nominee experience and background.

ARTICLE VIII

Planning Council Meeting Procedures

SECTION 1: MEETING TIMES

The Council shall meet six times a year or at least once each calendar quarter. Special meetings may be called by the Chair or upon petition of any seven (7) members of the Council. Where a meeting is scheduled at least one week in advance, at least one week written notice shall be given to the members. Notice of all other meetings shall be given at a reasonable time prior thereto. Minutes and final reports of the Council and its committees are public information.

SECTION 2: PUBLIC

There shall be a public portion of each regularly scheduled meeting during which members of the public may comment on any item on the agenda for that meeting. The Council may set the duration of the public portion of the meeting as well as a limit on the number of speakers and the time allotted to each.

SECTION 3: QUORUM

A quorum for Council meetings shall consist of no less than fifteen (15) people, at least one of whom is HIV positive and present at the meeting. Proxies may count toward the quorum requirement. If a quorum is not present, then those present can conduct the meeting, but all decisions are 'pending' until ratified by a quorum at a subsequent meeting.

- A. In so far that the committees don't make final decisions with all recommendations going to the Planning Council, no quorum will be needed at the committee level. This will stand for all committees with the exception of the Executive Committee with respect to reallocation; in this case, a vote may proceed by polling members.
- B. Actions shall be taken only by a vote of the majority of the Council members present and voting at a properly constituted meeting.
- C. Meetings shall be open to the public. Attendance of Council members and guests shall be taken. Records and data shall be made available to the public under applicable laws.

ARTICLE IX

Planning Council Committees

SECTION 1: TERMS

The Council shall have standing and ad-hoc committees. All committees shall be chaired by a member of the Council appointed by the Council Chair and Vice Chair, upon recommendation of the committee. Committee members are expected to serve at least one year on their respective committee. A majority of committee members shall be members of the Council. The region shall endeavor to appoint an infected or affected individual as chair of each standing committee.

SECTION 2: STANDING COMMITTEES

The standing committees shall be the Executive Committee, Strategic Assessment and Planning Committee, and Quality Assurance and Membership Committee. There are two standing subcommittees. The Finance Subcommittee shall report to the Strategic Assessment and Planning Committee. The Consumer Involvement Subcommittee shall report to the Quality Assurance and Membership Committee.

SECTION 3: AD-HOC COMMITTEES

The ad-hoc committees, when determined to be necessary, shall be established by the Chair.

SECTION 4: COMMITTEE REQUIREMENTS

All members of the Council shall serve on at least one committee, and no more than three (3) committees. Each committee shall have consumer representation.

SECTION 5: COMMITTEE DESCRIPTION

The composition and functions of the Standing Committees shall be as follows:

- A. The Executive Committee shall be composed of the Chair, Vice Chair and Chairs of all standing committees/subcommittees, two County Health Commissioners or their designees, plus four (4) additional members selected by the Chair and Vice Chair. The four (4) additional members shall be approved by the Council. All Executive Committee members shall be members of the Council. At least two members of the committee shall be from the infected/affected community. The responsibilities of the Executive Committee shall be to act on behalf of the Planning Council to handle administrative functions as authorized by the Council when it is not in session or on an emergency basis, including but not limited to reallocation of funds. Meetings shall be held every other month in conjunction with Council meetings via teleconference call unless otherwise notified.

Duties shall include but not be limited to:

1. Development of the agenda for Planning Council meetings;
2. Coordination of the activities of the other committees to ensure Council responsibilities under the Ryan White Part A legislation are met;
3. Provide input to the Grantee on necessary funds for Planning Council support such as consumer travel and needs assessments.
4. Periodically review Bylaws and provide the Council with proposed amendments as needed.

- B. The Strategic Assessment and Planning Committee shall consist of no fewer than nine (9) members. The chair shall be elected every two (2) years, Members of this committee who work for or are affiliated with any agency that is a recipient of Ryan White Part A funds shall abstain from votes allocating funds to that priority. Meetings shall be held on an every other month basis unless otherwise notified.

Duties shall include but not be limited to:

1. Overseeing the Needs Assessment process;
2. Recommending priorities based upon the needs assessed;
3. Guiding the development of the Comprehensive Service Plan;
4. Receiving, reviewing and recommending the report of the Finance Subcommittee to the Planning Council

- C. The Finance Subcommittee shall report to the Strategic Assessment and Planning Committee. It shall consist of no fewer than five (5) members. No member of this committee can work for or be affiliated with any agency that is a recipient of Ryan White Part A funds (this includes executives or employees of contracted agencies). Meetings shall be held at a minimum of two times a year or on an as needed basis.

Duties shall include but not be limited to:

1. Allocation of funds to the priorities established by the Strategic Assessment and Planning Committee.

- D. The Quality Assurance and Membership Committee should be chaired by a consumer and shall consist of no fewer than nine (9) members. The Chair shall be elected every two (2) years. Each member will be asked to sign a statement which indicates that he/she will not vote on potential nominees who are affiliated with any agency/institution of which the member is an employee or serves on the board of directors. Meetings shall be held every

other month unless otherwise notified.

Duties shall include but not be limited to:

1. Conducting annual assessment of administrative mechanism;
 2. Evaluating how well services meet community needs; including development of Service Standards and Quality Improvement projects.
 3. Managing the established Council grievance process;
 4. Identifying, reviewing and recommending members to the Council based upon Ryan White legislatively mandated membership requirements.
- E. The Consumer Involvement Subcommittee may select its own chair, notwithstanding the language in Section 1 Article IX requiring that all committees shall be chaired by a member of the Council appointed by the Council Chair and Vice Chair. The chair shall be elected every two (2) years. The Consumer Involvement Subcommittee shall report to the Quality Assurance and Membership Committee. It shall consist of no fewer than seven (7) members who are either infected/affected or a direct caregiver of an infected individual or child. A simple majority shall be non-conflicted (Part A) members of the Planning Council. This committee shall endeavor to increase participation of infected/affected communities in Planning Council activities. Meetings shall be held every other month, unless otherwise notified.

Duties shall include but not be limited to:

1. Assist the Council in recruitment of PLWHA members to the Council and the committees;
2. Increase public awareness of important community issues related to the epidemic;
3. Provide a place for consumers of Ryan White services to share their experiences of living with HIV/AIDS.

ARTICLE X

Conflict of Interest- An interest by a Planning Council member in an action that may result in personal, organizational, or professional gain or give the appearance of such gain.

SECTION 1: COMPLIANCE

Members of the Council and its committees shall comply with federal, state and local laws and regulations of the County by which they were appointed.

No member of the Council or its committees shall knowingly take action to influence the conduct of the Council in such a way as to confer any financial benefit on such member, his or her family members, or any corporation in which he or she is an employee or has a significant interest as stockholder, director or officer.

SECTION 2: OCCURRENCE OF CONFLICT

In the event that a matter which raises a potential conflict of interest comes before the Council or a committee for consideration, recommendation or decision, the member shall disclose the conflict of interest as soon as he or she becomes aware of it, and the discloser shall be recorded in the minutes of the meeting.

No member of the Council or a Council Committee who is aware of a potential conflict of interest with respect to any matter coming before the Council or the Committee shall vote in connection with the matter.

SECTION 3: PROVISIONS

These provisions shall not be construed to prevent or discourage any member of the Council or its committees from disclosing relevant information or stating a position with respect to any matter.

1. No member of the Council shall engage in any activity which is contrary to and in conflict with the goals and purposes of the Council.
2. The Planning Council may not designate (or otherwise be involved in the selection of) particular entities as recipients of any awards provided through Ryan White Part A funding.

ARTICLE XI

Grievance Process

SECTION 1: GRIEVANCE

Any individual affected by a Planning Council process may submit a Grievance to the Planning Council. This specifically includes provider's eligible to receive Part A funding and individuals eligible to receive services funded through Part A (i.e., consumers and consumer groups).

SECTION 2: SUBMISSION

Grievances may be submitted regarding deviations from established, written processes related to Planning Council decisions regarding funding, including those established for priority setting and resource allocations and those established for subsequent changes to priorities or allocations.

SECTION 3: PROCEDURE

Grievances will be handled according to the Grievance/Complaints procedure.

ARTICLE XII

Confidentiality

SECTION 1: POLICY

No member of the Council or its committees shall disclose confidential information acquired in the course of his/her official duties, nor shall he/she use such information to further the financial or other private interests of himself/herself or others, except to the extent that disclosure is necessary to fulfill a responsibility under the Intergovernmental Agreement between Nassau and Suffolk Counties or is required by law.

SECTION 2: CONFIDENTIAL INFORMATION

Confidential information shall include but not be limited to:

- A. Information concerning the medical condition, substance abuse history, sexual orientation, or gender identity of any individual, whether a member of the Council or its committees, or the recipient of a service provided with Part A funds.
- B. Any records, reports or other documents of the Ryan White Council, the support agency, the parties hereto or their departments or agencies, or any documents created as a part of this Agreement shall remain the property of the parties herein and shall be kept confidential in accordance with applicable laws, rules and regulations.
- C. Any other confidential information of an official nature.

ARTICLE XIII

Amendments

SECTION 1: POLICY

These Bylaws may be amended or repealed by a two-thirds vote of the current Council membership at a properly constituted meeting with concurrence of either County Executives or their respected designees.

SECTION 2: PROPOSED AMENDMENTS

Council members will be notified of all proposed amendments at least seven (7) days prior to the meeting at which time such amendments are to be considered for adoption.

ARTICLE XIV**General Provisions**SECTION 1: TIME FRAME

The fiscal year for the Council shall begin on March 1st and end on February 28th or February 29th in a leap year.

SECTION 2: PROCEDURES

When parliamentary procedures are not covered by these Bylaws, 'Roberts Rules of Order' shall prevail.

SECTION 3: CONFLICT

Whenever there is a conflict between these Bylaws and the Intergovernmental Agreement between Nassau and Suffolk Counties, the Intergovernmental Agreement shall prevail.

ARTICLE XV**Date of Effectiveness**

These Bylaws shall be effective immediately upon completion of the process listed in Article XIII.