



## **Florida HIV/AIDS Advocacy Network (FHAAN) Operating Agreement**

- I. INDIVIDUAL PARTICIPATION = FHAAN Member  
The minimum requirements to become a Member are:
  - A. Interest in HIV/AIDS education, policies, programs, funding & legislation in Florida; and
  - B. Reside in the state of Florida.
  
- II. ORGANIZATIONAL/PHARMACEUTICAL INDUSTRY PARTICIPATION = FHAAN Partner  
The minimum requirements to become a Partner are:
  - A. Significant and vested interest in providing HIV/AIDS services, programs, products and public policy advocacy;
  - B. FHAAN welcomes partner financial and/or in-kind gifts to support our work; and
  - C. Only a senior management representative can speak for a Partner organization.
  
- III. The minimum requirements to become a Member or Partner:
  - A. Must apply by completing a membership form;
  - B. Participate in FHAAN activities (calls/meetings, committees, votes, etc.);
  - C. Agree with FHAAN mission, goals and operating agreement; and
  - D. Must comply with appropriate conflict of interest policies.
  
- IV. CO-CHAIRS
  - A. Work with Administrative Organization representative running all FHAAN activities; and
  - B. FHAAN will hold an election annually to fill one of two Co-Chair positions, in alternating years. A nomination process will be held annually from the FHAAN membership. 30 days notice of the slate of nominees will be provided to the membership for election. Individual Members and Partner Organizations may cast one vote.
  
- V. ADMINISTRATIVE ORGANIZATION REPRESENTATIVE
  - A. Coordination of Co-Chairs, Members/Partners & Committees;
  - B. Official communication (FHAAN speaking collectively) will be coordinated by staff support;
  - C. Logistical operations;
  - D. Fiscal management of activities involving monetary funds; and
  - E. Convening and chairing meetings, if requested by Co-Chairs.
  
- VI. CONVENING GROUP
  - A. Consist of the Executive Committee and active Committee Chairs.
  - B. Executive Committee meets with Committee Chairs (meetings can be called by either) on a regular basis to:
    - Give feedback on committee work and its impact on FHAAN's progress; and
    - Establish full FHAAN meeting agendas.
  
- VII. COMMITTEES  
Standing and Ad Hoc Committees - staff support maintains a current roster of committees and can supply upon request.
  - A. Committees will be developed by Members/Partners in our full FHAAN meetings/calls;
  - B. Committees must be focused on statewide HIV/AIDS issues determined to be of significance to FHAAN;
  - C. Committee chair/s are selected by members of the committee or appointed by the Executive Committee; and
  - D. Committee Chair/s, or designees, will give committee reports at each full FHAAN meeting/calls.



VIII. EXECUTIVE COMMITTEE

- A. Standing Committee
- B. Lead by the FHAAN Co-Chairs and an Administrative Organization representative;
- C. Must have one Executive Committee member in attendance, who will chair meetings;
- D. Will meet via conference call or phone call at least once between each full FHAAN meeting;
- E. Will strive to include diversity of the HIV/AIDS community in membership;
- F. Vacancies of a co-chair that happen outside regular annual elections may be filled by the Convening Group, subject to Member/Partner approval; and
- G. Executive Committee quorum is defined as 60%.

IX. MEETINGS (including conference calls)

- A. FHAAN will meet on a regular basis, as requested by Members/Partners, or as determined by Executive Committee;
- B. The Executive Committee's Administrative Organization Representative will post meeting announcements to full membership at least seven days prior to each meeting with logistics and agenda;
- C. Must have one or both Committee Co-Chairs in attendance, who will chair meetings;
- D. In the absence of and as requested by the Co-Chairs, one or more members of the Executive Committee may chair the meeting;
- E. A quorum is defined as 33 percent of active Members/Partners (active means participated in at least 3 of the last 5 meetings/calls). Once quorum is established, it remains in effect for the entire meeting; and
- F. Executive Committee will arrange speakers, as requested by Members/Partners.

X. PROCESS

Modified consensus process used, unless otherwise stated in this Operating Agreement. FHAAN may operate by an alternative parliamentary system, as agreed/needed.

XI. CODE OF CONDUCT

To promote and maintain FHAAN as respectful, courteous, civil and effective, it is essential that this Operating Agreement be fair and clear and that the Members/Partners shall be held accountable to a fair and clear Code of Conduct. FHAAN Members/Partners shall:

- A. Demonstrate respect for fellow Members/Partners during FHAAN meetings/calls;
- B. Respect opinions of others, even if you disagree, & engage in open & productive discussions;
- C. Display appropriate behaviors and actions as any inappropriate behaviors or actions may result in removal proceedings by a 60% majority vote of a full active quorum of fellow FHAAN Members/Partners, with a right to appeal to the Executive Committee;
- D. Member/Partners may only speak on behalf of FHAAN as provided by staff support;
- E. Attend meetings/calls fully prepared to participate in FHAAN business;
- F. Arrive on time for meetings and stay until the conclusion of meetings;
- G. Take on and complete their fair share of the FHAAN work, as necessary;
- H. Ensure meetings are not taken off agenda inappropriately, and to take such issues off-the-table and to the Executive Committee outside the meeting for resolution; and
- I. Notify Executive Committee of any requests or issues, including agenda items or conflicts.

XII. AMENDMENTS

This Operating Agreement may be amended by a 50% majority vote of full quorum of active Members/Partners.

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**With my signature I understand and support the mission, goals, operating agreement, process and code of conduct as a Member/Partner of the Florida HIV/AIDS Advocacy Network (FHAAN).**

\_\_\_\_\_  
**Member/Partner Printed Full Name**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**