

Texas Council on Alzheimer's Disease and Related Disorders

Bylaws - DRAFT

1. Name and Legal Authority

The Texas Council on Alzheimer's Disease and Related Disorders (Council) is established in accordance Texas Health and Safety Code §101 (Texas Council on Alzheimer's Disease and Related Disorders).

Texas Government Code § 2110.008 (Duration of Advisory Councils) does not apply to the Texas Council on Alzheimer's Disease and Related Disorders. This Council is abolished when Texas Health and Safety Code §101, which created the Council, is repealed.

2. Purpose and Role

The purpose and tasks of the Council are to:

- A. advise the Texas Department of State Health Services (DSHS) recommend needed action for the benefit of persons with Alzheimer's disease and related disorders and for their caregivers;
- B. coordinate public and private family support networking systems for primary family caregivers;
- C. disseminate information on services and related activities for persons with Alzheimer's disease and related disorders to the medical and health care community, the academic community, primary family caregivers, advocacy associations, and the public;
- D. coordinate a volunteer assistance program primarily for in-home and respite care services;
- E. encourage research to benefit persons with Alzheimer's disease and related disorders;
- F. recommend to the department disbursement of grants and funds available for the Council; and
- G. facilitate coordination of state agency services and activities relating to persons with Alzheimer's disease and related disorders.

The Council submits a report as described below:

Before September 1 of each even-numbered year, the Council shall submit a biennial report of the Council's activities and recommendations to the governor, lieutenant governor, speaker of the house of representatives, and members of the legislature.

3. Definitions

Alzheimer's disease and related disorders support group: a local, state, or national organization that:

- (A) is established to provide support services to aid persons with Alzheimer's disease and related disorders and their caregivers;
- (B) encourages research into the cause, prevention, treatment, and care of persons with Alzheimer's disease and related disorders; and
- (C) is dedicated to the development of essential services for persons with Alzheimer's disease and related disorders and their caregivers.

Conflict of interest: A situation in which a member has a personal or private interest where they could benefit from actions or decisions made in their official capacity.

High Level of Integrity: For purposes of these bylaws, this means that the member is honest and behaves in a morally upright way, at a level above a normal or average level, such that the public's trust in the member is warranted. A high level of integrity includes disclosing conflicts of interest as required by HHS policy and these bylaws.

Immediate family: Relationships within the third degree by consanguinity or within the second degree by affinity. An adopted child is considered to be a child of the adoptive parent for this purpose. (Texas Government Code §§573.002, 573.022, 573.023, 573.024)¹

Personal or private interest: An interest that does not include the member's engagement in a profession, trade, or occupation when the

¹ Relationships within the third degree by consanguinity include a person's parent, child, brother, sister, grandparent or grandchild, great-grandparent, great-grandchild, aunt/uncle who is a sibling of that person's parent, or niece/nephew of the person's sibling. Relationships within the second degree by affinity include the person's spouse or spouse of one person is related by consanguinity to the other person.

member's interest is the same as all others similarly engaged in the profession, trade, or occupation, or if the member merely provides a personal experience, with no personal or private financial interest, in giving feedback on the subject matter.

Primary family caregiver: an individual who is a relative of a person with Alzheimer's disease or related disorders, who has or has had a major responsibility for care and supervision of the person, and who is not a professional health care provider paid to care for the person.

Reasonable Accommodation: Any change to the way the advisory Council typically conducts its business and how HHS supports the advisory Council, that allows a qualified person with a disability to enjoy equal access to benefits available to other advisory Council members, unless the change would impose an undue hardship to the agency. To the extent possible, these accommodations will be provided in compliance with the HHS Language Services Policy Circular C-013.

4. Council Composition

The Council is composed of 15 members, including 12 voting members appointed by the Governor, Lieutenant Governor, and Speaker of the House of Representatives, and 3 non-voting members from state agencies designated by their respective commissioners.

This membership includes:

- A. five public members, one of whom is an individual related to a person with Alzheimer's disease or related disorders but who is not a primary family caregiver, one of whom is a primary family caregiver, two of whom are members of an Alzheimer's disease and related disorders support group, and one of whom is an interested citizen;
- B. seven professional members with special training and interest in Alzheimer's disease and related disorders, with one representative each from nursing facilities, physicians, nurses, public hospitals, private hospitals, home health agencies, and faculty of institutions of higher education; and
- C. the representative from the commission, department, and Department of Aging and Disability Services designated by the

executive commissioner or commissioner of each agency, as applicable.

The governor shall appoint two public members and two professional members, the lieutenant governor shall appoint two public members and two professional members, and the speaker of the house of representatives shall appoint one public member and three professional members.

Voting members are those listed in 4A and 4B. Members that are agency representatives are non-voting members.

Appointments to the Council shall be made without regard to the race, color, disability, sex, religion, age, or national origin of the appointees.

5. Member Terms

A member appointed by the Governor, Lieutenant Governor, or Speaker of the House serves at the discretion of the Governor, Lieutenant Governor, or Speaker of the House. Regardless of the term limit, a member serves until his or her replacement has been appointed. This ensures sufficient, appropriate representation.

Appointed Council members serve for staggered six-year terms, with the terms of four members expiring August 31 of each odd-numbered year. If a vacancy occurs, the appropriate appointing authority shall appoint a person, in the same manner as the original appointment, to serve for the remainder of the unexpired term. A person who has served one full term is not eligible for reappointment.

6. Resignations and Vacancies

If any member of the Council wishes to resign, the member must contact, in writing, their appointing office (Office of the Governor, Lieutenant Governor, or Speaker of the House), the current Council Chair, and the DSHS Council Liaison. In the event of a vacancy for any reason, DSHS staff will notify the appropriate appointing office (Office of the Governor, Lieutenant Governor, or Speaker of the House) no later than five business days following the day after the resignation is received and request a replacement of the same membership category.

7. Presiding Officer: Chair and Vice-Chair

The Governor shall designate a member of the Council to serve as the presiding officer, or Chair, of the Council. The Chair serves at the will of the Governor. If the Chair is unable to complete his or her term for any reason, the Governor will appoint a new Chair. The Vice Chair shall be elected by the members of the Council every year by vote in the fall meeting of each year.

The role of the Chair and Vice-Chair in the Chair's absence is to:

- A. Serve as the Council liaison to the Governor and DSHS;
- B. Participate in agenda planning and preparation for Council meetings, including working with DSHS staff to determine whether a topic is within the purview of the Council or would best be delegated to a subcommittee;
- C. Provide leadership in conducting Council meetings;
- D. Promote, maintain, and encourage a participatory environment;
- E. Identify the need for, and work with the Council Liaison, to call meetings to accomplish the work of the Council;
- F. Ensure the Council adheres to its charge;
- G. Call for the establishment of subcommittees (if appropriate and with approval of agency staff); and
- H. Confer with DSHS staff to acquire the support needed for Council operations.

8. Council Operations and Meetings

A. Meetings

- 1. The Council meets during regular business hours at least twice each calendar year and at the call of the chair.
- 2. The Council is subject to Texas Government Code Chapter 551 (the Texas Open Meetings Act)

B. Quorum

A majority of voting members constitutes a quorum for the purpose of transacting official business. (To calculate a majority for a Council with an even number of members, divide the membership by two and add one; for a Council with an odd number of members, divide

the membership by two and round up to the next whole number.) If less than a quorum of the Council is present, members may not vote upon action items but may take testimony and public comments so long as the meeting is being conducted in accordance with the Texas Open Meetings Act.

C. Voting

1. Voting members have the right to vote on any subject that is listed on the agenda. However, members must abstain from deliberating or voting on issues that would provide monetary or other gain to the member, or the member's immediate family, or that could present, or reasonably appear to present, a conflict of interest.
2. The Council may determine procedural matters by majority vote of the members attending the meeting or may use Robert's Rules of Order as a guide to its operations and proceedings.
3. A member may participate and, if the member is a voting member, vote in person or by videoconference call as deemed necessary by DSHS staff. Other methods of participation and voting may be temporarily permissible if allowances to the OMA are provided.
4. A member, other than an ex officio or state agency representative member, may not authorize another individual to represent the member by proxy.
5. For all business except adopting or amending bylaws, a simple majority is needed on a motion duly made and seconded. (A simple majority is defined as more than half of the votes cast by persons entitled to vote who are in attendance with a quorum, excluding abstentions.)

D. Adoption and Revision to Bylaws

1. Bylaws will be adopted and amended pursuant to a two-thirds vote (of voting members attending the meeting) on a motion duly made and seconded.
2. Council members or DSHS staff may propose changes to these bylaws. All proposed changes from Council members, along with the rationale for the changes, should be submitted in writing to the DSHS Council Liaison at least 30 days before the next Council meeting. The DSHS Council Liaison will ensure an item

for bylaws discussion is included on the agenda to be posted on the Secretary of State's Open Meetings website. Proposed changes to the bylaws must be distributed to the members before the meeting for their consideration.

3. The Council will review the Bylaws by December 31 of every even-numbered year. Members may, in a meeting, consider and vote on Council-proposed amendments that occur as a result of the biennial review. Amendments may be passed and become effective based on a two-thirds vote of members attending the meeting. However, all amendments are considered pending until they are reviewed and approved by the Advisory Council Coordination Office (ACCO) and DSHS staff.
4. All proposed changes are subject to review and approval by ACCO and DSHS staff.
5. The Bylaws will become effective as of the date they are adopted or amended by the Council. The Council will make note of the date of the adoption or amendment of the Bylaws in its minutes. Members will sign the Statement by Members when bylaws are adopted or amended (see attached Statement).

9. Responsibilities of Members

A. Attendance

Members are expected to attend all meetings in person or by video conference call. A member unable to attend a meeting must notify the Council Liaison in advance, or in the event of an unforeseen emergency, as soon as practicable. The Council Liaison will notify the Chair and appropriate program staff. Members, other than ex officio or state agency representative members, may not send a substitute to attend a meeting in their place.

Except for ex officio members, the Governor, Lt Governor, or Speaker of the House may remove any member appointed by their respective office for missing two meetings within a one-year period with or without notice to the Council Liaison.

B. Member expectations:

1. Attend meetings in person or by video conference call ;
2. Participate in subcommittees as assigned;

3. Review agendas and other information sent by staff prior to each meeting;
4. Participate in discussions at meetings;
5. Submit travel expenses within 30 calendar days of the meeting;
6. Abstain from deliberating or voting on issues that would provide monetary or other gain to the member, or the member's immediate family, or that could present, or reasonably appear to present, a conflict of interest;
7. Attend/participate in an orientation session for the Council;
8. Complete the Texas Open Meetings Act Training, Ethics Training, and Public Information Act Training within 90 days of appointment and submit the Certificates of Completion to the Council Liaison. A member who has taken the trainings within the last five years may submit a copy of the Certificates of Completion to the Council Liaison in lieu of retaking the trainings;
9. Sign and submit to the Council Liaison the Statement by Members document (attached) within 30 days after appointment. This document includes a Conflict of Interest Statement and a Nondisclosure Agreement to which Council members must agree;
10. Notify the Council Chair and Council Liaison if a change of status alters the category of membership that the member was filling or if any circumstance occurs that prevents the member from being able to discharge his or her duties;
11. Maintain a high level of integrity that warrants public trust, including complying with all applicable ethics guidance provided by HHSC's Ethics Office and all aspects of the Texas Open Meetings Act and Public Information Act; and
12. Hold and maintain in strictest confidence all confidential information and all agency-generated information, including information in draft form, until such time as the information or document is released and made public, the HHS Executive Commissioner has approved the release in writing, or the HHS Ethics Policy permits release. This requirement survives the member's tenure on the Council. In addition, the member must confirm that he or she will require the member's interpreters, attendants, or other support persons if any, to comply with this requirement. For purposes of these bylaws and the Nondisclosure Agreement, the term "confidential information"

includes all information protected by the Health Insurance Portability and Accountability Act (HIPAA), information that has commercial value or use, such as trade secrets, and information communicated in confidence by the HHS System.

The HHSC Council Liaison will notify the Governor, Lieutenant Governor, and Speaker of the House of any member who fails to comply with member expectations numbers 6-12 above by a voting member is grounds for dismissal and may result in removal from the Council.

If a non-voting member does not comply with expectation numbers 6-12, the HHS Executive Commissioner may request the agency that designated the member to appoint another individual to the position.

C. A Council member may not:

1. Claim or appear to represent HHSC, DSHS or the Council in any legislative or advocacy activity without written approval from the Council Chair and the HHS Ethics Office in coordination with the HHSC Government and Stakeholder Relations Office and the Council Liaison. A member is not prohibited from discussing a report that has been formally adopted by this Council, so long as he or she does not purport to represent HHSC, DSHS or the Council. A member is not prohibited from representing him- or herself or another entity in the legislative or advocacy process.
2. Accept payment for any services offered to the member because of his or her position on the Council.
3. Disclose confidential information or draft information (from any source including grants, requests for proposals, and contracts) acquired through his or her participation on the Council until such time as that information or document is released and made public, the HHS Executive Commissioner has approved the release in writing, or the HHS Ethics Office permits release. Members cannot disclose confidential information using any form of communication including written, digital, verbal, and social media.
4. Fail to require the member's interpreters, attendants or other support persons, if any, to keep confidential information or draft information (from any source including grants, requests for proposals, and contracts) acquired through the member's participation on the Council until such time as that information

or document is released and made public, the HHS Executive Commissioner has approved the release in writing, or the HHS Ethics Policy permits release. This includes all forms of communication including written, verbal, and social media.

The DSHS Council Liaison will notify the Governor, Lieutenant Governor, or Speaker of the House of any member who violates any of these items.

10. Subcommittees

Unless otherwise noted in statute, the Chair, with the approval of agency staff, may establish subcommittees that meet at other times for purposes of studying and making recommendations on issues the Committee determines appropriate to the charge of the Committee. A subcommittee may be created for a limited period of time and will cease to exist when the assigned tasks are completed or upon determination of the Chair or DSHS Commissioner, or it may be a standing subcommittee. The Chair and agency staff will evaluate the need for all existing subcommittees annually.

Subcommittee Operations and Meetings

- A. Unless otherwise noted in statute or required by a grant document, members of subcommittees are required to be members of the Council.
- B. Except as set out in Section D below, subcommittee(s) will follow the general rules of the Council as applicable.
- C. Subcommittee(s) must keep minutes of the meetings and report back to the full body.
- D. Recommendations developed by a subcommittee must be voted on by the subcommittee members with a simple majority needed on a motion to move the recommendations forward to the full body duly made and seconded.
- E. The presence of a quorum of the full Council at a subcommittee meeting:
 - 1. Constitutes a full Council meeting that requires posting appropriate notice of the meeting as a full Council meeting in accordance with the Texas Open Meetings Act; and

2. Requires the subcommittee meeting to be held in compliance with the Texas Open Meetings Act, including posting appropriate notice of the subcommittee meeting.

11. Subject Matter Experts

DSHS recognizes the value of subject matter experts (SMEs) to provide information to the Council and subcommittees as it develops recommendations and initiatives relative to its charge(s). The primary role of a SME is to provide objective, independent information and analysis for consideration by the Council. SME participation will be subject to the request of voting Council members and will fall within the following guidelines:

- A. Voting Council members, the Chair or Vice-Chair, and DSHS staff may invite a SME to provide information on specific subjects and topics;
- B. Staff, the Council Chair, or Vice-Chair may recognize an invited SME to provide information or analysis during allotted time periods at a specified Council or subcommittee meeting;
- C. Staff, the Council Chair, or Vice-Chair may request the SME participate in questions and answers at the direction of the staff, Council Chair, or Vice-Chair;
- D. All SMEs will participate and serve at the pleasure of the Council;
- E. SMEs do not hold any official capacity on the Council or subcommittees and do not have rights of deliberation or the right to vote on any Council activities or decisions;
- F. SMEs should only take part in discussion on the topic for which they are invited to the meeting. Comments on any other topic should be restricted to public comments with the same restrictions as the general public;
- G. SMEs must sign a Subject Matter Expert (SME) Statement and provide it to the Council Liaison;
- H. SMEs should disclose any conflicts of interest they may have prior to providing information to the Council; and
- I. None of the information or guidance contained in this section shall prevent any individual from participating in or providing comments to the Council as allowed under the Texas Open Meetings Act.

12. Responsibilities of Support Staff

DSHS will be present at and will provide reasonable administrative and technical support and coordination for all Council and subcommittee activities. DSHS will coordinate as needed to provide reasonable accommodations and supports needed by a Council member requiring accommodations to enable them to fully participate in Council and subcommittee meetings and activities.

Staff is expected to perform the following tasks:

- A. Develop effective working relationships with Council members;
- B. Coordinate with the Governor's Office or appropriate appointment office regarding all changes in membership;
- C. Solicit nominations for membership in accordance with the appropriate Governor's Office procedures;
- D. Facilitate completion of Council legislative reports. DSHS staff may provide project management services such as developing timelines and milestones, providing an accessible report template and other report development tools, coordinating work by Council members to draft the report, obtaining requested data and information from agency programs, and tracking progress. However, Council members are responsible for authoring the content of the report and approving the report, which does not reflect the views of DSHS or its staff.
- E. Serve as liaison between members and operating agencies' staff; and
- F. Plan, coordinate, and organize Council and subcommittee meetings and activities, including:
 - 1. Schedule meeting dates and ensure meeting sites are set up;
 - 2. Notify members of upcoming meeting dates, times, and locations;
 - 3. Develop the agenda in collaboration with presiding officers and members as well as support materials for each meeting;
 - 4. Prepare and submit the final agenda, including statutorily required notices for firearms, etc., to the HHS Office of Chief Counsel to be posted on the Secretary of State's Open Meetings website and on the HHS website in a timely manner;
 - 5. Link accessible public meeting materials to the meeting agenda posted on the HHS website;
 - 6. Serve as point of contact for the public, including ensuring that contact information, agendas, and meeting support materials are easily accessible on the HHS website;

7. Prepare and distribute information and materials for member review;
 8. Prepare and maintain Council records and documentation, including member training certificates, signed Statements by Members and signed Statements by SMEs, in accordance with the DSHS records retention policy; and
 9. Assist eligible members with travel arrangements and reimbursement.
- G. Coordinate as needed to provide reasonable accommodations and supports required for a Council member who has a disability to enable the member to fully participate in Council meetings and activities; and
- H. Perform other duties within staff discretion provided the necessary resources are available.

13. Compensation and Travel Reimbursement

To the extent permitted by the current General Appropriations Act, a member of the Council may be reimbursed for their travel expenses to and from Council meetings if funds are available and in accordance with the HHS Travel Policy.

Members eligible for travel reimbursement are subject to rates established in the General Appropriations Act. Staff will help members in making reservations and requesting reimbursement. Council members are responsible for providing the required information (as per instructions provided) within 30 calendar days of the meeting.]

A member who would like to seek travel reimbursement must:

- A. Keep accurate record of allowable travel expenses (per the HHS Travel Policy) during travel to attend Council meetings; and
- B. Submit receipts and appropriate documentation to the Council Liaison within 30 calendar days.
- C. State agency members must submit receipts and appropriate documentation to their agencies in accordance with their agency's policy.

Bylaws approved/amended on _____ by a two-thirds vote of members attending the meeting.

Chairperson
Printed Name

Signature

HHSC
Printed Name

Signature

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Statement by Members

- DSHS and the Texas Council on Alzheimer's Disease and Related Disorders (Council) are not bound in any way by any statement or action on the part of any Council member except when a statement or action is in pursuit of specific instructions from DSHS or the Council.
- The Council and its members may not claim or appear to represent HHSC, DSHS or the Council in any legislative or advocacy activity without approval from the Council Chair and the HHS Ethics Office in coordination with the HHSC Government and Stakeholder Relations Office. Council members are not prohibited from discussing a report that has been formally adopted by this Council, so long as members do not purport to represent HHSC, DSHS or the Council. Council members are not prohibited from representing themselves or other entities in the legislative or advocacy process.
- A Council member may not accept payment for services that are requested because of the members' title or position on this Council.
- A Council member shall not accept or solicit any benefit that might reasonably tend to influence the member in the discharge of the member's official Council duties.
- A Council member shall not knowingly solicit, accept, or agree to accept any benefit for having exercised the member's official powers or duties in favor of another person.
- A Council member shall complete the Texas Open Meetings Act Training and the Public Information Act Training within 90 days of appointment and submit the Certificates of Completion to the Council Liaison. A member who has taken the training within the last five years may submit a copy of the Certificate of Completion to the Council Liaison in lieu of retaking the training.
- Nondisclosure agreement. A Council member may not disclose confidential information or agency-generated information, including information in draft form, acquired through his or her Council membership, unless HHSC has released and made public the information or document, the DSHS Commissioner has approved the release in writing, or the HHS Ethics Office permits release. This requirement survives the member's tenure on the Council. In addition, the member must confirm that he or she will require the member's interpreters, attendants or other support persons, if any, to comply with this requirement. For purposes of the Nondisclosure Agreement, the term "confidential information" includes all information protected by the Health Insurance Portability and Accountability Act (HIPAA), information that has commercial value or use, such as trade secrets, and information communicated in confidence by the HHS System.
- Conflict of Interest Statement. A Council member agrees to disclose any personal or private interest that the member or their immediate family have in a measure, proposal, or decision pending before DSHS. ("Personal or private interest" does not include the member's engagement in a profession, trade, or occupation when the member's interest is the same as all others similarly engaged in the profession, trade, or occupation, or if the member merely provides a personal experience, with no personal or private financial interest, in giving feedback on the subject matter.) If there is a direct personal or financial interest in a motion under consideration, the member further agrees to disclose that fact in a public meeting and will recuse themselves from any Council deliberations or decisions on that matter.

I have been provided a copy of the Texas Council on Alzheimer’s Disease and Related Disorders Bylaws. I understand that as a member of the Council I must adhere to the bylaws.

Advisory Board Member Signature

Date

Printed Name

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Revisions Tracking Page

Document Version #	Revision Date	Revisions / Purpose	Author
1	<<Date original bylaws were adopted>>	Bylaws developed	
2	<<Date bylaws were 1 st amended>>	General summary of changes (updated wording, added SME section, etc.)	PA/AC <<ACCO if amendments were due to template>>