

Policies and Procedures Manual

I. MISSION STATEMENT

ATAC shall pursue the following goals:

- 1. To encourage greater and more effective involvement of people with HIV/AIDS in the decisions that affect their lives by identifying, mentoring and empowering treatment activists in all communities affected by the epidemic.*
- 2. To develop within all communities affected by HIV/AIDS and related co-infections, the leadership to provide the knowledge and skills needed to advocate for improved research, treatment and access to care.*
- 3. To enable treatment activists to speak with a united, powerful voice to provide meaningful input into issues concerning HIV disease and related complications and co-infections.*
- 4. To facilitate communications and set agenda items:*
 - a. between HIV/AIDS treatment activists and government, industry and academia in matters affecting research, treatment and access;*
 - b. among HIV/AIDS treatment activists and the larger HIV community in keeping up to date with the latest developments in research, treatment and access.*

II. MEMBERSHIP

A. Becoming a Member

1. Any person who wants to become a Member of ATAC is invited to complete a membership application and send it to the Membership Committee of the Board of Directors. The Membership application is available on the ATAC Web Site and at ATAC Information Tables at various conferences and meetings.
2. Prospective Members will be expected to be able to demonstrate some commitment to AIDS treatment activism, and must have no “Conflict Of Interest” with ATAC. A prospective Member has a “Conflict Of Interest” if that prospective Member is:
 - a. a direct employee of a drug company, pharmaceutical trade association, medical device manufacturer, health insurer, pharmaceutical benefits manager and those acting as direct agents thereof; or
 - b. an indirect employee of a drug company, pharmaceutical trade association, medical device manufacturer, health insurer, pharmaceutical benefits manager and those acting as direct agents thereof, i.e., engaged in rendering services to any such entity, including without limitation public relations firms.

3. An individual who has been denied membership in the organization by the Membership Committee shall have the opportunity to appeal the decision by submitting a written request to the Board of Directors. Such an appeal should include all facts relevant to the individual's appeal and full contact information, including address and telephone. If warranted, a hearing may be set by the Board of Directors to review the appeal. Final decision on membership applications rests with the Board of Directors.
4. Once the application of a prospective Member has been accepted, the prospective Member must join a Working Group or Resource Committee in order to complete the process of becoming a Member of ATAC and enjoy the full privileges of membership. Prospective Members are welcome to subscribe to the ATAC-DISCUSS e-mail list but will not be entitled to any other privileges of membership, including without limitation voting rights, unless and until they complete the process of becoming Members.
5. At the end of every second quarter of the fiscal year all members of ATAC, inclusive of all working groups and resource committees, shall be required to fill out an annual membership form as provided at the organization's website at <http://www.atac-usa.org>. If an annual application is not received and approved within thirty days time, the member shall be no longer considered an active member and their voting rights shall be suspended until their reapplication is approved. The Membership Committee shall work with each existing member and new applicants to ensure that all members have a reasonable opportunity to renew their membership. Those who do not respond to the annual membership re-application shall not be considered voting nor non-voting members of ATAC, nor shall they have access to any listservs or groups of the organization

B. Membership Status

1. Members can lose their membership status through inactivity, a violation of any of the organization Codes of Conduct or for other good cause.
2. Removal For Inactivity:
 - a. Each Working Group and Resource Committee has one or more Chair Persons charged with the responsibility for maintaining the list of active the members in such Working Groups or on such Resource Committees.
 - b. In the event any Member becomes "inactive" on that Working Group or Resource Committee, the Chair Person is responsible for forwarding the name of said Member to the Membership Committee.
 - c. As used herein, "inactive" means not making reasonable efforts, as determined by a Member's corresponding Working Group or Committee

Chair, to effectuate the goals listed in ATAC's By-laws and Policies and Procedures.

- d. A representative of the Membership Committee and the Chair Person of the Working Group or Resource Committee in question will jointly send a communication, in the form of an e-mail or telephone call, to the Member stating that the Member has been designated "Inactive" and that the Member must become active within three (3) months in order to maintain their membership status.
 - e. In the event the Member remains inactive for three (3) months after receiving a notice of inactivity, the designation as "Inactive" shall become final.
3. Removal for Violation of any Code of Conduct:
- a. Each person who becomes a Member of ATAC shall be deemed to have agreed to abide by the following General Code of Conduct:
 - i. I reserve the right to disagree with others but not to attack their point(s) of view or to make personal attacks against others, either verbal or physical.
 - ii. I will respect the confidentiality of others (ATAC members or not).
 - iii. I have read the Mission Statement, By-Laws and the Policies & Procedures of ATAC documents and agree to abide by the rules and regulations set forth therein.
 - iv. I will abide by ATAC's Non-Discrimination Policy; and
 - v. I believe HIV is the cause of AIDS

C. Code of Conduct and Communication

Rules of conduct and communication shall apply to all ATAC-related communications, meetings, and functions including communications and conduct that occur between members outside ATAC e-mail list and meetings.

These rules are generally outlined below.

1. I will respect the opinions of others and will refrain from engaging in personal attacks, especially if I disagree with their views.
2. I will respect the confidentiality of others.

3. I will respect people's gender, ethnicity, sexual orientation, religion, HIV and co-infection status, political affiliations, and socio-economic class. Further, I will not judge people based on their risk factors for HIV infection.
4. I will not respond to perceived infractions of the Code in a way which may also cause infraction or contribute to further conflict with the code, but will rather make a formal report to the ATAC Board of Directors.
5. I have read the mission statement of ATAC and the ATAC Working Groups and Committees to which I belong, and I will only post messages relevant to the e-mail list. I will not use e-mail lists to routinely publish the bulk or large segments of information from another website or list.
6. I will not cause representation or directly represent ATAC policy in any public forum which has not been vetted properly as fully described in ATAC Policy and Procedures.
7. I will not spam e-mail lists with for profit information.
8. I believe HIV is the cause of AIDS.

D. Infractions of ATAC rules will result in two types of disciplinary action.

1. Immediate termination of ATAC membership and access to ATAC e-mail list.
2. Issuance of a private warning to the offending party with a copy to the offended party or group. Three warnings will result in termination of ATAC membership.
3. Determination (adjudication) will be made by the Executive Committee of the Board of Directors.

E. Cause for immediate removal from ATAC:

1. Use of slurs (epithets) in direct communications that refer to the recipient's gender, ethnicity, sexual orientation, religion, HIV status, political affiliations, socio-economic class, or their risk factors for HIV infection. Direct communications can be made through ATAC e-mail list, private e-mail regarding ATAC, during or around ATAC meetings or functions. The offended party or witnesses may report the offence to members of the Board of Directors, but the offended party must acknowledge that the offense occurred and the slur was objectionable to the offended party. The level of mean spiritedness will be considered when evaluating each case.
2. Sexually harassing language in direct communications with the recipient through ATAC e-mail list, private e-mail regarding ATAC, during and around ATAC

meetings or functions. The offended party or witnesses may report the offence to members of the Board of Directors, but the offended party must acknowledge that the offense occurred and the language and/or message was objectionable to the offended party.

3. Unsolicited and unwanted physical contact during or around ATAC meetings or functions. The offended party or witnesses may report the offence to members of the Executive Committee, but the offended party must acknowledge that the offense occurred and the physical contact was objectionable to the offended party.
4. Member's acceptance of payment or employment from industries or organizations whose goals conflict with ATAC goals. The exception is honoraria provided by industry for participating as a consultant which may offset either loss of work income or individual overhead and expenses. Some may donate or have this honoraria forwarded directly to not-for-profit corporations.
5. Members who knowingly provided false information on their ATAC membership applications.
6. Making statements that deny or posting information supporting the denial that HIV is the cause (etiology) of AIDS. It should not be construed that members who post information about but not supporting HIV/AIDS denialism are in conflict with this rule.

F. Private Warnings will be issued for the following infractions or offenses.

1. The use of slurs or epithets made to a second party(ies) that refer to the recipient's gender, ethnicity, sexual orientation, religion, HIV status, political affiliations, socio-economic class, or their risk factors for HIV infection.
2. The use of slurs or epithets not covered in item 1 of this section that are made directly to the recipient or second parties.
3. Threatening, harassing, intimidating, or demeaning other ATAC members through e-mail list, at or around ATAC meeting, or through private communications regarding ATAC business.
4. Sexually suggestive language that does not rise to the level of harassment or sexually suggestive language not directly addressed to the person referred to by the language.

5. The posting of irrelevant messages or re-posting significant portions of messages from other websites or list.
6. Spamming e-mail list with for profit information.

In less certain situations, for example where a member is being disruptive to ATAC or potentially damaging ATAC's credibility through inappropriate representation or communication, the Executive Committee may confer with the ATAC Board of Directors on whether or not to remove that particular member from ATAC. The member shall be given the right to appeal the decision to the membership, and shall have access to e-mail lists until that appeal is made unless the member is deemed to have given cause for immediate removal during such an appeal.

G. Guidelines for electronic communication.

With the rapid changes in the technology of electronic media, no policy can cover every eventuality. However, this statement outlines the general standard policies and procedures for electronic mail usage by ATAC members.

ATAC electronic mail should only be used for transmission of information and communications related to legitimate and allowable ATAC work and related activities. Professional and respectful demeanor and language appropriate to the topic of communication must be used at all times when utilizing ATAC electronic mail communication systems. Electronic mail messages are considered public communications, and users should always bear in mind the possibility that any message could be read by someone other than the intended recipient. In replying to electronic messages, users should be cautious in the use of the REPLY ALL function or responding to the e-mail group rather than the individual, as responses may not always be appropriate for all recipients.

ATAC electronic mail systems should not be used to create or send messages that may be construed to be offensive, insulting, harassing, or threatening. Such messages could be attributed to ATAC and could result in embarrassment or loss of credibility to ATAC. Generating or forwarding chain letters of any type is prohibited. Chain letters are forbidden on the internet, and a user should notify group co-chairs if any are received.

H. Other Reasons For Removal For Cause

Any Member may lose their status as Members of the organization by reason of engaging in any of the following activities:

1. speaking for or representing ATAC without authorization or just cause;
2. applying for and attaining ATAC membership under false pretences (lying about eligibility);

3. accepting and misusing ATAC funds or support (for example, receiving support from ATAC to attend meetings or events and not showing up or participating). Appeals processes for certain situations are described in Article V of the ATAC Bylaws; or
4. any other action which is deemed by the Board of Directors as good cause for removal.

Written appeals from any such removal to any such removal can be brought by the member in question to the Board or Directors, which shall either confirm or reverse the decision of the Membership and Working Group Committee within thirty (30) days of receipt of such written appeal.

I. Voting Rights Of Members

1. Members shall have the right to elect At-Large Representatives to the Board of Directors not less frequently than annually in accordance with the provisions herein.
 - a. Each Voting Member shall be entitled to one (1) vote for each At-Large Representative position being determined in any given election. The candidates receiving the greatest number of votes will be elected.
 - b. The Board of Directors shall have the authority to put any other matter it may deem appropriate to a vote of the Voting Membership, in accordance with the By-Laws.
 - c. Any Member may bring any matter before the membership for a vote as set forth in the By-Laws.

III. WORKING GROUPS

A. Forming A Working Group

1. Any two (2) Members can submit an application to the Board of Directors for the formation of a Working Group on the form prepared for that purpose by the Membership and Working Group Committee.
2. Working Group proposals shall include, without limitation, a statement of goals, objectives and resource needs.
3. The Board of Directors will review all Working Group proposals submitted by the membership, and may assist the submitting Members in amending the proposal to address any perceived weaknesses.

4. The Board of Directors will determine whether or not ATAC shall recognize any proposed new Working Group.
5. Working Groups may be either ad-hoc or standing in nature, depending on their mandate, and may be content-based (i.e., AIDS Drug Assistance Program, drug development advocacy) or task-based (i.e., treatment education, mentoring).
6. In the event the Board of Directors determines that ATAC shall recognize a new Working Group, the Board of Directors in its sole discretion will determine:
 - a. whether the Working Group shall have the authority to send a voting representative to the Board of Directors. Not every Working Group will send a voting representative to the Board of Directors, ad hoc and temporary Working Groups will not have representatives to the Board of Directors.
 - b. the appropriate level of resources to devote to that Working Group; i.e., money for conference calls, mailings, separate e-mail lists and travel stipends. Different Working Groups may receive different levels of support, such determination to be based on the number of Working Group members (actual and potential), the expressed needs set forth in the Working Group proposal and such other factors as may be identified by the Board of Directors.

B. Rights Of Working Groups.

Once a Working Group proposal has been accepted by the Board of Directors, that Working Group shall have the authority to:

1. Generate sign-on letters in the name of the Working Group.
2. Issue public statements in the name of the Working Group with the concurrence of the Board of Directors. When a Working Group wishes to release a press release or policy statement, it shall be reviewed by a member designated by the Board of Directors—usually the Secretary—to ensure that the statement is in conformity with ATAC’s policies and procedures. This review shall take place within 24 to 48 hours. Each Chair of the Working Groups and Resources Committees shall be notified of the appointment or change of designated reviewer or second reviewer.
3. Set its own agendas, schedules, and meetings.
4. Voting structures, membership criteria and codes of conduct for its individual e-mail list(s), subject to review by the Board of Directors.
5. Coordinate with outside organizations and individuals.

6. As a general rule, policy decisions are reserved to Working Groups.
7. All Working Group materials shall be considered open and available to that Working Group's members and the Board of Directors except where signed confidentiality agreements with outside parties exist.

C. Duties of Working Groups

1. Each Working Group shall have a contact person for new Members.
2. Each Working Group shall provide a list of active members to the Board of Directors no less frequently than annually for the purpose of determining voting eligibility, or as otherwise requested by the Board of Directors.
3. Each Working Group shall provide an activity report to the Board of Directors no less frequently than quarterly, or as otherwise requested by the Board of Directors.
4. Each Working Group which is entitled to representation (2 persons) on the Board of Directors. The Working Group shall elect a representative each year for a staggered two (2) year term at the same time as At-Large Representatives are elected to the Board of Directors

D. Loss of Working Group Status

1. The Board of Directors reserves the right to revoke the recognized status of any Working Group deemed by the Board of Directors to be no longer active or for other good cause.
2. All decisions regarding the termination of a Working Group shall be made by the Membership and Working Groups Committee. Written appeals (paper or electronic) from any such termination can be brought to the Board of Directors, which shall either confirm or reverse the decision of the Membership and Working Group Committee within thirty (30) days of receipt of such written appeal.

IV. BOARD OF DIRECTORS

A. Becoming a Board Member

1. At least sixty (60) days prior to each Annual Meeting, the Administration and Communication Committee shall form a Nominating Committee, such Nominating Committee to be constituted of not less two (2) Board of Directors members and not less than three (3) Members, none of which Members may be Board of Directors members.
2. At least thirty (30) days prior to each Annual Meeting, the Nominating Committee shall poll the membership for nominations, and may add to the list of names submitted by the membership any additional names it deems appropriate.
3. There shall be no maximum number of nominations.
4. The number of available At-Large Representative positions shall be determined in accordance with By-Laws.
5. At least five (5) days prior to the Annual Meeting of the membership, the Nominating Committee shall publish a ballot of candidates for At-Large Board of Directors Representative positions by such means as deemed appropriate by the Board of Directors.
6. Each Voting Member shall be entitled to one (1) vote for each At-Large Representative position being determined in any given election. The candidates receiving the greatest number of votes will be elected.

B. Duties of Board Members

1. The Board of Directors shall select from its members a supervisor for ATAC's staff. Although any Board of Directors member can be selected as supervisor for staff, he or she must be able to complete the tasks and responsibilities described here. Past experience in staff supervision is desirable. Geographic proximity is also a consideration, although not a limiting factor in the decision of who is selected as staff supervisor. The supervisor will be responsible for ensuring that the staff is in compliance with ATAC's Employee Handbook. In most situations, the supervisor will work closely with the staff on projects, policies, etc. as they arise. The supervisor and staff should have calls or in-person contact at least once every two (2) weeks. In addition, the supervisor must review the staff's monthly reports, as well as forward these reports to the Board of Directors e-mail list with the addition of any input or suggestions. The supervisor must also write an annual performance review of the staff, along with the assistant supervisor, after receiving input from the Board of Directors during a call or meeting in which the staff is not present. This review usually occurs in November or

December during a face-to-face review meeting of the staff, supervisor, and assistant supervisor.

2. The Board of Directors must also select an assistant supervisor, who will perform the duties of the supervisor at the supervisor's request or in his or her absence (including during any period when the supervisor is unable to perform his or her duties). The assistant supervisor shall assist with the preparation of the staff performance evaluations and sit in on the review sessions whenever possible.

C. Losing Board of Directors Membership

1. Board of Directors members must comply with all of ATAC's Codes of Conduct, and are also bound to an additional duty to maintain the confidentiality of any and all information pertaining to the organization to which the Member becomes privy by operation of the Board of Directors.
2. Any Board of Directors member may be removed by a majority vote of the Board of Directors for inactivity or neglect of duties without justification (including without limitation lack of participation on monthly conference calls, not following through on assigned duties and responsibilities, and not answering correspondence or messages necessary for the Board of Directors to conduct its work and fulfill its mandate) or for other good cause.
3. Prior to removing an individual from the Board of Directors for failure to perform his or her duties, the President or Vice President will attempt to provide at least one (1) verbal consultation to the individual outlining the Directors' concerns, and allowing the individual to state his or her response to those concerns. If the individual needs assistance in completing his or her duties, a written agreement including a mutually acceptable work plan and timeline will then be set forth to ensure that appropriate actions are taken to fulfill those duties. If the individual's performance does not improve according to standards set forth in the written agreement, a written notice will be sent to the individual warning of his or her removal from the Board with specific reasons outlined.
4. Board of Directors members may request to take a leave of absence (of not more than ninety [90] days) for reasons of illness or other hardship. The Board of Directors may decide (depending on the level of work to be done) to provide a temporary alternate until the Board of Directors member on leave is able to return to duty. This decision will be at the discretion of the President or Vice President.

D. General Provisions Pertaining To The Board of Directors.

1. ***Quorum.*** At least one-half (1/2) of the members plus one of the Board of Directors must be present at any meeting for any vote taken at such meeting to be binding.
2. ***Proxies.*** Any Board member may authorize another Board member to vote on his or her behalf, provided the member so granting a proxy instructs an officer of the Board of Directors and the existence of the proxy is recorded in the official minutes.
3. ***Approval of Letter Sign-On Requests.*** Sign-ons on behalf of ATAC shall be approved by a majority of the Board of Directors.

V. Additional Policies and Procedures.

1. ***Check Request Policy.*** There is to be only one signature needed for ATAC checks. For expenditures over \$5,000.00 there will be an internal procedure whereby a check request is submitted to the Board of Directors and the signatures of two Directors will be required needed to ratify the request.
2. ***Travel Policy.*** *To be determined.*
3. ***Non-Discrimination Policy.*** ATAC will not limit or hinder membership based on serostatus, gender, race, sexual orientation, class or ability/ disability; in fact, ATAC will prioritize the establishment and maintenance of a membership which reflects the diversity of the U.S. HIV-positive population. Towards that end, members will not be required to disclose serostatus, gender, race, sexual orientation, class or ability/ disability. However, ATAC will encourage its members to share whatever information each deems necessary and appropriate to support and promote.
4. ***Statement of ATAC Affiliation.*** Members may freely declare an affiliation with ATAC as long as it is clear that any statements or actions made on their behalf are personal, and do not represent an official ATAC policy, position or statement. The following exceptions apply:
 - a. Declaring ATAC affiliation for the purpose of participating in coalition groups/meetings. All members seeking to participate in a coalition group and/or meeting as an affiliate of ATAC must submit a notice of participation to the ATAC Board of Directors.
 - b. Declaring ATAC affiliation for the purpose of registering for conferences/meetings. This includes all scholarship applications. To ensure that all members have an equal opportunity to participate in

various meetings and conferences, members seeking to declare an organization affiliation via ATAC, for the purpose of participating /registering for a conference and/or meeting, must submit an application for approval to the ATAC Board of Directors. As many conferences limit registrants or scholarships by organizational affiliation, approvals will be granted on a first-come, first-serve basis (until further guidelines regarding scholarship affiliation are released).

- c. To act as an ATAC Representative, individuals must obtain approval from the ATAC Board of Directors. Representatives, unlike affiliates, are empowered to articulate ATAC positions or policies to members of the public, and speak on behalf of the organization. To obtain approval, individuals should submit a proposal, indicating the scope of discussion where appropriate. If representation includes the publication of written material, such material should be included.
5. **Scholarships.** It is denoted that a scholarship to NATAF in Joel Martinez's name is to be set up. It will be called the "Joel Martinez Memorial Scholarship" and the Center for AIDS may select a new advocate to attend NATAF with these funds. The scholarship will be for \$1,000.