

ACT UP Governing Document (Bylaws)

I. Introduction

- A. What follows is a revised version of the ACT UP governing document. This version was approved by the Floor of ACT UP on April 17, 2023, with hopes to bring out the most pertinent aspects of how ACT UP operates.
- B. This governing document serves as reflecting the “living” bylaws. The governing document is a dynamic text, which has been amended and reinterpreted as the need has surfaced over the years.
- C. There is only one body of authority within ACT UP, and that is the general Floor at the weekly Monday night meetings. It is the sole legitimating and financial authority. The Floor can, by majority vote, decide whatever it wishes within the confines of state and federal laws.

II. Who We Are

- A. This organization shall be named the AIDS Coalition to Unleash Power (ACT UP).
- B. We are a diverse, nonpartisan group of individuals, united in anger, and committed to direct action to end the AIDS crisis.
- C. We protest and demonstrate; we meet with government and public health officials; we research and distribute the latest medical information; we are not silent.
- D. We do not have a corporate office, instead meeting in community centers and spaces in New York City.
- E. Most in-person meetings take place at The Center, 208 W 13th St., New York, NY 10011.

III. Membership and Voting Rights

- A. Becoming a Member
 1. Anyone may become a member of ACT UP by attending a meeting.
 2. Members do not pay any dues or fees. ACT UP accepts donations at meetings to help defray costs.
 3. In the interest of more-informed group decisions, and considering the variable attendance of the meetings, new members should be encouraged by the Facilitators to immediately participate in working groups and Floor discussions.
- B. Attendance and Voting Rights
 1. New members must attend three meetings in order to be eligible to vote.
 2. A list of names of all voting members in attendance is not formally recorded, with voting members being referred to only in the context of specific contributions to a given meeting.
 3. However, new members are noted until they have attended three meetings and become voting members.
 4. Whether the number of voting members in attendance at a Floor meeting met the voting quorum of 10 must be noted.
- C. Expulsion and Suspension
 1. Members may be expelled immediately only in the case of direct physical violence.
 2. All other concerns about interpersonal behavior shall be reported to the Harassment Grievance Team for investigation and remedy, as described in the relevant section below.

3. Theft or misuse of funds results in immediate loss of access to funds, accounts, social media logins, cash boxes, passwords, etc., and removal from any elected positions held. Other remedies are considered on a case-by-case basis.

IV. Meeting Procedures

- A. Regular meetings shall be held each Monday from 7-9PM unless otherwise determined by a Floor vote.
 1. A Floor meeting can have any number of participants. However, a quorum consisting of at least ten (10) voting members is required for a vote to take place.
 2. Guest speakers may ask to present during a meeting with advance notice and choose a time to present with the Facilitators.
 3. Except in an emergency, meetings should not exceed two hours.
 4. The Floor may vote to adjourn early if the end of the Agenda is reached.
- B. Minutes shall be taken by a Facilitator, or other designated notetaker, at each meeting.
 1. If the Floor splits into working groups during a general meeting, each group must provide notes from their discussion to the Facilitators for inclusion in the Minutes.
 2. Minutes from a given meeting shall be shared with members via listserv before the following meeting.
 3. Minutes are automatically archived on the listserv.
- C. It is recommended that the Facilitators order the Agenda as follows:
 1. "Welcome to ACT UP" and introductions.
 2. Housekeeping announcements
 - a) This may include rent donation envelope, incentive procedures, facilitation guidelines, new member engagement, signup sheets, etc.
 3. HIV/AIDS-related urgent medical, housing, birth, or death announcements, or requests from members.
 4. General announcements. a) Recommended: 90 seconds each aloud, or members can simply post them where they are visible to all during the meeting.
 5. Report back on previous events. (Recommended: 3-5 minutes each.)
 - a) Treasurers/Finance Committee will provide a finance report on a monthly and quarterly basis during this portion of the meeting.
 6. Collect last-minute topics to finalize new business agenda.
 - a) The Floor may decide to stay together as one body or to split into working groups to discuss new business.
 - b) Before new business discussions begin, Facilitators should set time limits for agenda items, and a volunteer timekeeper should monitor the time of each topic (or speaker). The Floor must vote on whether to extend time limits on a specific agenda item.
 - c) The Floor should, whenever possible, allocate 20-30 minutes to plan and brainstorm for campaigns and activities during the course of the month or quarter.
 7. Discuss new business items, either as one body or in working groups, as the Floor prefers or as time allows.
 8. Proposals, including Actions, Zaps, and Finance Requests, are presented to the full Floor for voting.
 - a) Recommended time: less than 10 minutes.

- b) If the Floor had split into working groups to discuss new business pertinent to a proposal, the groups must summarize what was discussed during the meeting to the rest of the Floor.
 - c) Anything involving an endorsement, participation, or fiscal ask requires a vote, even if it is broadly in line with ACT UP's past activities. Each instance of participation and/or spending requires a separate discussion and vote, with the exception of routine monthly operational expenses.
9. Any other business.

V. Voting Procedures

A. Voting

- 1. Members who have attended at least three meetings can vote on Floor proposals. The Facilitator(s) should note how many eligible voting members are present at the time of the vote. A quorum of ten (10) voting Floor members is required for any vote to take place.
- 2. Members have three options:
 - a) Yes/For
 - b) No/Against
 - c) Abstention from a proposal

B. Abstentions

- 1. Members may abstain from voting if, for example, they believe there is insufficient information or they cannot decide.
- 2. In ACT UP, an Abstention means a member chooses the Abstention option when voting. Those members who do not choose any of the above three options will not have their vote recorded.

C. Totaling Votes

- 1. A simple majority Yes/For vote is required for a proposal to pass.
- 2. A simple majority No/Against vote means a proposal does not pass, and cannot be repropose without substantive changes.
- 3. If there is a majority of Abstentions, the proposal does not pass, and is instead tabled until additional information is presented. It may then be proposed again at another meeting. For example, 5 Yes/For + 4 No/Against = 9, with 10 Abstentions. Nine is less than ten, so the proposal does not pass. It is not rejected, either. In this case, the proposal is tabled.
- 4. If there is a tie between total votes and number of Abstentions (e.g. 5 Yes/For + 4 No/Against = 9 with 9 Abstentions) the proposal passes.

D. Conflicts of Interest and Recusal

- 1. See relevant section below.

VI. Conflicts of Interest

A. Purpose

- 1. The purpose of the conflict-of-interest policy is to protect ACT UP's interest as a tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions

1. Interested Person

- a) Any Floor member, officer, or member of a committee with Floor-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b) Any member involved in an interpersonal conflict that has been formally referred to the Harassment Grievance Team for remedy is an interested person during discussions of proposed remedies on the Floor.

2. Financial Interest

- a) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- b) A financial interest isn't necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if Floor decides that a conflict of interest exists, as described in the following section.

3. Compensation

- a) Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial.

C. Procedures

1. Duty to Disclose

- a) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Floor or committee considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

- a) After disclosure of the financial interest and all material facts, and after any discussion with the interested person(s), the interested party shall leave the Floor or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the Floor or committee meeting, but after the presentation, the person is recused and shall leave the meeting during the vote on the transaction or arrangement involving the possible conflict of interest.
- b) An interested person does not automatically have to recuse themselves from Floor discussion, as they may be needed to efficiently answer pertinent questions that arise. The Floor may vote that a member with a conflict of interest must leave the discussion, however.

- c) The Floor shall, if appropriate, appoint a disinterested person or working group to investigate alternatives to the proposed transaction or arrangement, following standard procedures.
 - d) After exercising due diligence, the Floor or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - e) If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the Floor shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
- a) If the Floor has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Floor or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
5. A note shall be made of the recusal in the Minutes and recusals shall not be counted in the number of voting members.
6. This policy shall be read out annually, discussed according to how it works in practice, and updated if necessary.
- D. Record of Proceedings
- 1. The minutes of the governing board and all committees with board delegated powers shall contain:
 - a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Floor's decision as to whether a conflict of interest in fact existed.
 - b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- E. Compensation
- 1. A voting member who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - 2. A voting member of any body whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the Floor or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information regarding compensation.

F. Annual Statements

1. Each officer and member of a committee with Floor-delegated powers shall annually sign a statement which affirms such person:
 - a) Has received a copy of the conflicts of interest policy,
 - b) Has read and understands the policy,
 - c) Has agreed to comply with the policy, and
 - d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews

1. To ensure the Organization operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

H. Use of Outside Experts

1. When conducting the periodic reviews as provided for above, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Floor of its responsibility for ensuring periodic reviews are conducted.

VII. Elections

A. Qualification

1. All members in elected positions shall be responsible for representing the membership by committed and consistent involvement with ACT UP, and by continuing to pay strict attention to the concerns of the membership.

B. Procedure

1. The voting procedure for all elected positions will be overseen by a long-time, trustworthy ACT UP member, and regularly-scheduled elections shall be completed over at least two meetings:
 - a) At the first meeting, the election process will be announced. There should then be at least one week to propose nominations to the election overseer, who will then circulate the nominations on the listserv. There shall be sufficient time allowed for nominees to confirm their interest and availability. No elected position can be voted on until the nominees confirm their interest and availability and have the opportunity to address the entire group or ask questions about the position. After these steps are completed, the Floor can vote at the next regular Monday meeting.

- b) At the meeting during which the election takes place, physical or digital ballots will be distributed with all nominees' names. Members will vote by secret ballot if there are more nominees than positions open. The election overseer immediately tallies votes and announces results.

C. Frequency of Elections

1. Elected positions that function primarily within ACT UP, including the Emergency Response, Facilitation, New Member Representative, Listserv Moderation, Finance (which assists the Treasurer), and Social Media Teams, and any other positions which are created to address an ongoing or temporary need, shall be reviewed every six months.
2. Elected positions that require greater continuity due to legal interactions with outside institutions shall be reviewed yearly. This includes only the Treasurer(s) and President.
 - a) During review, the Floor may decide to hold elections for these positions, or to extend the terms of the existing officers. In accordance with the law, a formal election shall be held for these positions at least once every five years.
 - b) Officers in these positions may be removed or step down at any time, as described in the relevant sections below.

D. Vacancies

1. Should an elected position be vacated, nominations may be taken immediately, with an election the subsequent week, and incumbency to begin immediately thereafter. The person elected in such a circumstance will hold the office only for the remainder of the term of the predecessor. In cases that the Floor deems to be an emergency, nominations may be taken and a special election held immediately thereafter. Positions may also remain vacant until the next regular election.
2. Should any person be unable, at any point, to fulfill the duties of their office (e.g., the Facilitators are all attending an action that is during a Floor meeting), a temporary substitute shall be made for a designated task or period by the Floor. Substitutions may be made for every office except Treasurer(s) and President.

E. Diversity

1. Guidelines for guaranteeing diversity when choosing members for internal and external representation in elected positions, committees, coalitions, high-level meetings, and other governing bodies shall be followed, as described in the relevant section below.

VIII. Elected Positions

A. Facilitators

1. At least five Facilitators for the general Floor meetings shall be elected by the membership for terms of no more than six months.
2. Facilitators shall manage both in-person and remote Floor meetings.
3. Facilitators shall communicate internally to establish a schedule of facilitation and, at their discretion, alternate the facilitation of the meetings.
4. Facilitators shall designate notetakers for each meeting and ensure notes are disseminated via listserv.
5. Facilitators shall be familiar with ACT UP meeting procedures and shall try to organize the agenda before the meetings.
6. Facilitators shall ensure that all proposals are stated, debated, and disposed of.

7. It is understood that Facilitators shall remain impartial during meetings. While Facilitators are allowed to call on themselves, they should remember they have the responsibility to be equitable to the entire membership.
 8. Facilitators may recuse themselves from moderating a discussion in which there is a conflict of interest.
- B. Treasurer(s) and Finance Team
1. The Treasurer(s) shall be designated for a term of at least one year for continuity with financial institutions, and coincidence with grant funding cycles, if any. There may be up to two Treasurers at one time.
 2. A Treasurer may step down from the position at any time, for any reason, by asking the Floor to designate a new Treasurer.
 3. The Treasurer(s) shall be responsible for coordinating payments for all contracts with providers (e.g. transportation, printing, meeting facilities, etc.), for ensuring taxes and related documents are filed, and for the management of any ACT UP accounts.
 4. The Treasurer(s) shall have up-to-date fund amounts available at meetings in order for the Floor to make financial decisions as needed.
 5. The Treasurer(s) shall be responsible for preparing a quarterly and monthly verbal Treasurer's Report.
 - a) The Treasurer(s) shall report on the status of the General Fund, and any other funds, during the first Monday meeting of every month.
 - b) These reports must provide details on monthly/quarterly expenditures and remaining balances.
 - c) The Treasurer(s) must audit each and every expense of the past quarter prior to quarterly reports.
 6. The Treasurer(s) shall cooperate with any development committees that work on grants and fundraising efforts.
 - a) The Treasurer(s) shall assist with written reports related to grant funding
 7. If the Treasurer(s) steals or misuses any ACT UP funds or property, they shall be removed from office immediately.
 8. The Treasurer(s) shall be permitted to ask for assistance in the form of a Finance Team committee.
 - a) The Finance Team is a Floor-approved committee, and may set standard policies and procedures to complete tasks that fall under its purview. These policies and procedures must be approved by the Floor, as must any changes to them.
 - b) The Finance Team may have up to five members, including any Treasurer(s). Non-Treasurer members of the committee must be elected for terms of no more than six months.
 - c) Any member(s) the Treasurer(s) prefers be part of Finance Team must be presented to the Floor during each regularly-scheduled election.
 - d) The Treasurer(s) may appoint an Assistant Treasurer from the elected Finance Committee if they choose.
 - e) The Assistant Treasurer must then be presented to and approved by the Floor.
- C. Emergency Response Team (ERT)
1. At least five Emergency Response Team members shall be elected by the Floor for terms of no more than six months. At any given time, three members of the ERT must have been ACT UP members for at least one year.

2. The Emergency Response Team (ERT) shall respond only to urgent needs that cannot wait until the next ACT UP general meeting, such as approving emergency press releases, signing on to letters before a deadline, or approving use of the ACT UP name and logo for affinity actions that cannot be presented to the Floor before they are undertaken.
 3. The ERT shall make every effort to take only actions that are consistent with ACT UP policies and positions.
 4. Three members of the ERT must agree in order for any action to be taken.
 5. ERT discussion and decision may occur via phone, email, text, and any other standard form of communication.
 6. The ERT must immediately notify the membership of an affirmative vote, e.g. via the listserv.
 7. The ERT shall inform the Floor of any actions taken at the next general meeting for ratification or retraction by the membership.
- D. Social Media Team
1. At least five Social Media Team members shall be elected by the Floor for terms of no more than six months to manage ACT UP's various social media accounts. At any given time, three members of the Social Media Team must have been ACT UP members for at least one year.
 2. The Social Media Team shall coordinate as needed for consistency of messaging.
 - a) To ensure important events, dates, and updates are not missed, the Social Media Team may develop its own posting calendar with pre-scheduled messages.
 - b) The Social Media Team may also ask the Floor or any working groups for assistance in developing a calendar and/or pre-scheduled messaging.
 3. It is recommended that 75% of social media content, or three out of every four posts, be specifically about HIV.
 4. The Social Media Team must post ACT UP messages, promotions, graphics, and announcements that have been approved by the Floor as part of its regular activities.
 - a) If a working group or committee sends approved promotional materials to the Social Media Team, the Team must post them, or pre-schedule posts, according to the working group's desired schedule.
 - b) The Social Media Team must get approval from the working group or committee that created written messaging and/or graphics before modifying them.
 5. The Social Media Team shall make every effort to take only actions, and make only statements, that are consistent with ACT UP policies and positions.
 - a) The Social Media Team must refrain from taking policy positions on issues unrelated, or only tangentially related, to HIV.
 - b) The Social Media Team must refrain from unilaterally taking any position on any issue, including those directly pertaining to HIV.
 - c) In the event that the Social Media Team is asked to take a position on an issue related to HIV, it must be brought to the Floor and debated following normal procedures.
 - d) If an urgent response is needed, the Social Media Team shall ask the ERT for approval following normal procedures.
 - e) Regardless of the pressures of the 24-hour media cycle, the Social Media Team must defer to the ERT vote, and ultimately to the Floor.

E. New Member Representatives

1. At least two New Member Representatives members shall be elected by the Floor for terms of no more than six months.
2. New Member Representatives shall integrate new members into ACT UP more quickly and comfortably.
 - a) New Member Representatives help recruit and reach out to new members.
 - b) New Member Representatives shall go off the Floor with new members before, during, or after the Floor meeting each week, where they will introduce themselves.
 - c) The Representatives will inquire about new members' areas of interests and skillsets.
 - d) New members' contact information will be collected and transferred to the Listserv Moderators and any other online communication platform that is used to provide updates on ACT UP's work.
3. New Member Representatives shall be available to their assigned new members to answer questions about ACT UP, specific committees or working groups, and upcoming actions.
 - a) The Representatives shall also be able to refer new members to another ACT UP member who may be more knowledgeable.
4. New Member Representatives shall attend any relevant new member activities, and follow up with information that might help keep new members involved.
5. New Member Representatives update the New Member Orientation Guide.
6. New Member Representatives are additionally responsible for obtaining and sharing MetroCards and refreshments with the Floor during in-person meetings.

F. Listserv Moderators

1. At least two Listserv Moderators shall be elected by the Floor for terms of no more than six months.
2. Listserv moderators shall add new members, and anyone else who asks to be added, to the listserv. The moderators shall not add anyone who does not wish to be added.
3. Listserv moderators may, at their discretion, block spam posts from the listserv.
4. It is understood that listserv moderators are impartial, and may not unilaterally limit members' ability to participate in any listserv discussions, however contentious.
5. Listserv moderators may not delete or remove any old messages from the listserv archives.

G. Harassment Grievance Team

1. The Harassment Grievance Team (HGT) is a Floor-approved committee and may set standard policies and procedures to complete tasks that fall under its purview. These policies and procedures must be approved by the Floor, as must any changes to them. ACT UP's Harassment Policy was last updated and approved by the Floor in February 2022.
2. Three current (i.e. active for at least one year) members of ACT UP shall be elected to the HGT by the Floor for terms of no more than six months.
3. The HGT members shall be tasked with investigating any complaint of personal harassment between members of ACT UP following the procedures outlined in the relevant section below.

H. President

1. The President shall be designated for a term of at least one years for continuity with financial institutions.
2. Because the President's name is on official documentation that grants access to fiscal resources and property, they are required to have been an active member in good standing for at least five years, and shall be expected to attend General Meetings and Finance Team meetings at least once per quarter so they understand the state of the organization.
3. The President shall be President in name only except as required for documentation purposes, e.g. bank accounts and the storage locker. The President shall have no more authority to make decisions than any other member, and cannot overrule the Floor, or speak on behalf of ACT UP without the explicit permission of the Floor.
4. The President shall use fiscal resources only following the same approval process as all other members.
5. If the President steals or misuses any ACT UP funds or property, or intentionally misrepresents ACT UP's positions or policy, they shall be removed from office immediately.
6. The President may step down from the position at any time, for any reason, by asking the Floor to designate a new President.

IX. Committees and Working Groups

A. Committees

1. The Floor may establish committees. Committees shall report to the Floor according to a determined reporting timeline and schedule.
2. The Floor may decide rules regarding the composition, meeting frequencies, chairing and/or facilitation procedures of committees.

B. Working Groups

1. Working groups may be formed within the membership and shall be announced to the Floor. Working groups may report to the Floor periodically, when there are major developments in their work areas or tasks, or when the Floor asks for a report.

C. Purview of Approved Subgroups

1. Drafts of major policies related to the functioning of committees and working groups shall be either announced expeditiously to all members, either on the Floor or via other methods, for comments before being approved. Final approval by the Floor shall be done the same way.
2. Both committees and working groups may develop policies, and draft letters or other communications, within the purview of their tasks, that are consistent with prior Floor decisions.
3. Both committees and working groups may hold meetings with government officials or other organizations, participate in public hearings, and attend similar events as members of specific committees and working groups. Town Halls or major meetings with government officials and other organizations shall be announced expeditiously to all members on the Floor or via other methods. Designation or election of representatives to these major meetings shall follow the ACT UP guidelines on diversity described in the relevant section below.
4. Approval for ACT UP-led protests, actions, Town Halls, or other community events must be given by the Floor.

5. At the request of a committee or working group, the ERT may grant an authorization if one is required before the next ACT UP general meeting.

D. Financial Expenditures

1. Both committees and working groups shall follow ACT UP's finance procedures.

X. Harassment Policy

A. Our commitment to ACT UP Members

1. ACT UP is committed to providing an environment that is free of harassment - we disagree with ideas not people. The intent of this policy is to guarantee that ACT UP NY meetings and events are safe spaces, where members and the public are protected from harassment or any kind of intimidation. While we are united in anger, we do not direct the anger at ourselves but at institutions and individuals in positions of authority who work in any way against our mission.

B. Scope

1. This Policy shall apply to all Members of ACT UP and any person affiliated with ACT UP through attendance at a meeting, protest, event or any other engagement with the organization.

C. Protection against Harassment at ACT UP

1. Prohibited behavior

- a) Members shall not engage in harassment on the basis of sex, gender, gender identity or expression, sexual orientation, physical appearance, disability, race, ethnicity, color, religion, national origin, class, age, or profession.
- b) Additionally, harassing or abusive behavior, such as unwelcome attention, inappropriate or offensive remarks, slurs, or jokes, physical or verbal intimidation, stalking, inappropriate physical contact or proximity, constitute harassment when such conduct has the purpose or effect of creating a hostile environment interfering with an individual's capacity to organize within ACT UP.

D. Harassment Grievance Team (HGT)

1. The HGT will be constituted of three members who have been in ACT UP for at least 1 year.
2. Members of the HGT will be elected every year alongside other elected officials.
3. The HGT will receive and investigate complaints of harassment, and, if the investigation confirms harassment has occurred, will present their findings and recommended remedies to the floor, as described in the below sections.
4. HGT will maintain an archive of harassment reports and any investigation documents that only HGT members may access.
5. In the event that a member of the HGT has a conflict of interest in a case, including being the accuser or accused, they will be recused from the case. The remaining two members of the HGT will select a current member of the Emergency Response Team as an interim third member for the duration of the investigation.
6. HGT members commit to undertaking the above duties in strict confidence to protect the privacy of all members involved and to allow a fair and impartial investigation to be carried out.
7. HGT members commit to self-education on mediation and restorative justice best practices.

E. Reporting Harassment

1. Members filing a formal complaint must contact any member of the HGT providing:

- a) The names and contact information of the parties involved
- b) A description of the reported incident(s), including date(s), details of what occurred and any supporting evidence.
2. There is a time limit requiring the accuser to file a complaint within three months after the alleged harassment has occurred.
3. Harassment complaints are confidential.
- F. Investigating harassment complaints
 1. After a written harassment complaint has been received with corresponding evidence:
 2. The HGT member contacted by the accuser will contact the accused member within seven days to notify them that a complaint has been filed against them, submit a copy of the complaint withholding the name of the accuser and request a written response to the complaint either affirming or denying its substance and offer evidence;
 3. The accused will submit their written response within seven days of being notified. If the accused does not meet this deadline, the HGT will make a new attempt and wait another 7 days. If no reply or reason for not replying is given, the HGT will recommend the floor move to take appropriate disciplinary action;
 4. If the accused denies the substance of the report, the HGT will have the option to investigate the report by:
 - a) Interviewing other members with direct knowledge of the substance of the report;
 - b) Requesting documentation from either the accuser or accused or any other parties directly involved; or
 - c) Requesting other forms of evidence, as relevant, with the utmost respect for the confidentiality of the parties.
 5. If necessary, the HGT may recommend that parties do not contact each other for the duration of the investigative process - this includes the discretion to ask that the accuser and/or the accused not attend ACT UP meetings or events sponsored or co-sponsored by ACT UP.
 6. The HGT will complete the investigation as soon as possible, within two months of receiving a complaint. This is to ensure the timely, efficient, accurate, and discreet adjudication of all complaints.
 7. The HGT will determine whether the report is valid, backed by sufficient evidence. In such cases, the HGT will notify the floor that a complaint was filed, with the result of the investigation and the recommended remediation, if any. To the extent possible, the HGT will keep the identities of those involved in the case confidential while reporting to the floor. Written notice will be provided to both the accuser and the accused member at least one week before the floor is notified.
- G. Standard for Validity
 1. The allegation in a complaint is accompanied by evidence that corroborates the accusation of harassment.
- H. Remedies
 1. If the HGT finds the accusation of harassment valid, it is authorized to, upon consensus of all HGT members, recommend to the floor the following remedies:
 - a) A written warning to the accused telling them to cease and desist the harassing behavior.

- b) At the requested of the accuser, a formal mediation led by a neutral third party that includes all involved parties to develop a plan to address harm done and change the harassing behavior(s)
 - c) A suspension, defined as a period in which the accused steps away from ACT UP for a period of up to 6 months;
 - a. During the suspension, the accused will not function in elected positions, will not attend meetings, and will not attend events hosted, sponsored, or co-sponsored by ACT UP
 - d) Removal from ACT UP; and
 - a. If the suspended/removed party held an elected position, interim elections may be held at the discretion of the election master. Other roles and responsibilities of the suspended/removed party essential to the functioning of ACT UP or any of its projects will need to be taken over by other members for the duration of the suspension or indefinitely, in the case of removal
 - e) Any and all other relief deemed necessary and just by the HGT.
- 2. The HGT must incorporate past reports, investigation results, as well as the gravity of the incident and any attenuating circumstances in determining what remedies they recommend to the floor.
 - 3. The floor must vote to affirm the recommended remedies. If the floor does not agree with the HGT recommendations, alternative motions can be made and voted on.
- I. Appeals Process
 - 1. Prior to the HGT recommendation being presented to the floor, either party may appeal the form of relief recommended by filling out an appellate form created by the accuser's reporting channel. The limited grounds for appeal are:
 - a) Either party believes the behavior was not interpreted using the standards for harassment set out in Section C1;
 - b) Procedural errors, misconduct, or conflicts of interest affected the fairness of the outcome; and
 - c) The remedy or penalty suggested by the HGT was grossly disproportionate to the violation committed.
 - 2. The appellate must notify the HGT of intent to appeal within one week of receiving the written investigation report and must file the appeals within thirty days
 - J. Retaliation
 - 1. This policy prohibits retaliation against any member for bringing a complaint of harassment pursuant to this policy. This policy also prohibits retaliation against a person who assists someone with a complaint of harassment or participates in any manner in an investigation or resolution of a complaint of discrimination or harassment, including members of the HGT. Retaliatory behaviors include threats, intimidation, reprisals, and/or adverse actions related to organizing. If any party to the complaint believes there has been retaliation, they may inform the HGT who will determine whether to factor the retaliation into the original complaint or treat it as an individual incident.

XI. Bylaws Revision

- A. Bylaws revisions shall only be made in the event of a significant, permanent change to the structure or function of the organization. The Bylaws need not reflect minor variations in procedure.
- B. In the event that changes to this governing document become necessary, the changes may be proposed, debated, and voted on by the Floor following standard procedures.
- C. If changes are extensive, a temporary Bylaws revision committee may be created to research and draft them.
- D. As with all committees, the purview and timeline of any Bylaws committee is set by the Floor.
- E. Any changes or recommendations drafted by committee shall be brought back to the Floor and subjected to standard procedures for proposal, debate, and approval or rejection.

XII. Actions and Zaps

- A. Any member(s) (whether or not they are part of a committee), committee, or working group can propose an action or zap for approval by the Floor at a general meeting, provided that:
 - 1. The action/zap is listed on the general meeting agenda for discussion and a vote.
 - 2. The person, committee, or working group proposing the action/zap agrees to take responsibility for organizing it prior to its approval.
 - 3. The person, committee, or working group organizing the action/zap follows procedures for drafting documents (including, but not limited to, policy statements and press releases), and for finances.
- B. Actions
 - 1. An ACT UP action is generally planned to take place more than one week after the meeting during which it is approved. Actions planned between meetings are subject to ERT approval procedures.
 - 2. Requests for endorsement/sponsorship of other organizations' actions must be approved by the Floor.
- C. Zaps
 - 1. A zap or urgent action is planned to take place before the next general meeting. There are two kinds of zaps: endorsed and unendorsed.
 - a) Endorsed zaps have been approved by Floor.
 - b) Unendorsed zaps are not approved by the Floor. They are typically organized by an affinity group. They can be announced at a general meeting without a request for approval, but do not need to be announced.
- D. Unendorsed Actions and Zaps
 - 1. Members of ACT UP can engage in unendorsed actions and zaps with or without announcement at a general meeting; however, unendorsed actions/zaps:
 - a) Cannot use the ACT UP name on literature or in group identification (such as banners, posters, or other branding).
 - b) Cannot assume that funding requests will be considered by ACT UP. However, a budget may be requested following the regular finance procedures.

XIII. Policy Statements and Printed Materials

- A. ACT UP has an identity with the public and the press, and often ACT UP is called upon to articulate its policy or platform on certain issues in a formal manner (e.g. letters of endorsement or interorganizational correspondence), therefore:
 - 1. Written or printed materials, which are to be sent out articulating ACT UP's positions and policies (e.g. grant applications, outreach letters, responses to editorials, interorganizational letters, etc.) shall be approved by the Floor, or by the Emergency Response Team (ERT) and then by the Floor.
 - 2. Members shall, whenever possible, circulate drafted materials one week before the general meeting at which they will be discussed, so people have ample time to review the materials before they are voted on.
 - 3. Some written material may require immediate revisions or turnarounds that are too quick to be approved by the Floor (e.g., fact sheets, news/advertising copy, press releases, etc.). In this circumstance, the final version of the written material shall be approved by at least three members of the ERT before the material is printed and/or distributed. Any approval by the ERT must be brought to the regular Monday night meeting for ratification or retraction by the Floor.
 - 4. Endorsements will be submitted to the Floor for approval at least one week before the endorsement is needed. Any endorsement made by the ERT must be brought to the regular Monday night meeting for ratification or retraction.

XIV. Expenditures

- A. Budget
 - 1. The Floor shall work towards adopting an approved annual budget. The approved budget will earmark allocations for projected activities during the calendar year.
 - 2. Recurring operational expenses, such as rent, may be paid by the Treasurer(s) without recurring Floor votes, but must be reported monthly and/or quarterly.
 - 3. All expenditures over \$50 that are not earmarked in the budget need the Floor's authorization.
 - a) A proposal for an expenditure over \$50 that has not previously been budgeted should preferably be made at least one week in advance and is subject to a vote at the next general meeting.
 - b) All expenditures over \$200 require documentation that price comparisons were made between at least three options.
- B. Financial Requests
 - 1. Financial, funding, or reimbursement requests shall be approved by:
 - a) Treasurer's discretion, in the case of non-recurrent reimbursements of \$50 or less that are directly related to ACT UP's mission or campaigns, and are in line with Finance Committee guidelines, grant guidelines, and funding availability;
 - b) ERT discretion, in the case of expenses of \$200 or less, which cannot be considered before the next general meeting;
 - c) The Floor and/or according to approved annual budget procedures, in all other cases.
 - 2. All expenses of more than \$50 must ultimately be approved by the Floor.
 - 3. The Treasurer(s), Finance Committee, or any Floor member may recommend, discourage, or suggest a modification to the proposed expenditure.

C. Documentation¹

1. Members who use funds shall report verbally on their activities, and, if they travel to a high-level meeting or conference, provide written communication and/or visual documentation.
2. Non-recurring funding requests must be submitted with a budget breakdown, and, in case of any specific expense over \$200, explanation of why a vendor was chosen.
3. Non-recurring funding requests must also be submitted with brief descriptions of the specific purpose/use of the funds; goals of the project; and evidence of, or specific expected, results.
4. When funds that require detailed reporting, such as grant funds, are used, the member(s) responsible for organizing the events must be available to answer any questions the Treasurer(s) or Finance Team may have.

D. Funding Sources

1. ACT UP members should make efforts to raise funds to sustain activities.
 - a) Working groups must make an effort to raise funds for their specific projects.
 - b) When possible, based on the number and ability of volunteers, a development committee may track grant cycles, write grant proposals, and raise general funds.
 - c) Earmarked funds, such as grants, must be used for their intended purpose.
 - d) Funds raised through merchandise sales must first be applied to expenses related to the merchandise, e.g. money from selling ACT UP t-shirts must first be used to pay for the cost of having ordered and shipped the shirts. After expenses, funds raised through merchandise sales are not earmarked for a specific purpose unless otherwise decided by the Floor.

XV. Phone Tree

- A. The phone tree may be activated to generate support for ACT UP actions that have been approved by the Floor. Committees and working groups responsible for letter writing/petition campaigns, organized events, or other long-term activities shall have access to the phone tree and should plan far enough in advance to use it effectively.

XVI. Accessibility

A. Requirements

1. Meetings
 - a) People living with HIV/AIDS and other immune system disorders, as well as people with other disabilities, have a right to participate in ACT UP. They must not be prevented from participating because of stairs, heat, or other avoidable barriers. As per the Americans with Disabilities Act (ADA), and in order to make ACT UP information and empowerment available to all, ACT UP's general meetings must provide comfortable, safe, and accessible spaces. Committee and working group meetings must also take place in accessible places.
 - b) MetroCards and simple refreshments must be budgeted for in-person meetings to accommodate members in need.
 - c) The ACT UP website and general contact email must be publicized.
2. Demonstrations/Actions

¹ The Finance Request Procedure Checklist may be found [here](#). The Finance Request Form, required for reimbursement, may be found [here](#).

- a) When scouting sites for demonstrations, organizers should consider ease of access and egress.
 - b) At moving demonstrations, the pace should be slow enough so people with disabilities can participate. Marshals should be aware that it is easy, and common, for police to pick off and arrest those who cannot keep a fast pace.
 - c) At major marches or actions, a rest area must be set up with food and water available, as well as a place to sit or lie down, if possible.
 - d) Action organizers should make every effort (before and during actions) to ensure that those arrested will have access to their medication while in police custody. In some cases, this may include releasing a statement to the police demanding that arrestees have access to their medications. Demonstrators should be made aware that it is common for police to confiscate medications.
 - e) Organizers should set up a “Buddy System” for those using wheelchairs, or others who may need assistance. Buddies should know about each other's medical conditions, physical limits, medication needs, etc. They should be committed to assisting with a wheelchair, or other assistive technologies, throughout the action.
 - f) In advance of an action, organizers should make clear whom people with disabilities can contact regarding their needs, and organizers should make every effort to meet those needs.
 - g) People with disabilities should inform the action organizers about their needs, if possible, and speak up if needs are not being met.
- B. Recommendations
- 1. The Hearing Impaired
 - a) The hearing impaired community has an especially difficult time getting access to accurate AIDS information. As per the ADA, ACT UP should make an effort to ensure general meetings, events, and actions are accessible to the hearing impaired. Whenever possible, ACT UP’s general meetings should be American Sign Language (ASL) interpreted or include closed captions; it is recommended this service be provided by ACT UP through a budget allocation, or that a free live captioning service, such as Google Meet's, be made available.
 - 2. Door Policies
 - a) ACT UP will not hold benefits at clubs that do not have first-come, first-serve door policies. ACT UP should not associate itself with any club or institution that discriminates, whether on the night of the event or benefit, or any other night of the year.
 - b) ACT UP will make an effort to hold events in all-ages venues.
 - 3. Non-English Translations
 - a) Fact sheets, press releases, advertisements, posters, pamphlets and handbooks that are endorsed by ACT UP should be translated into languages that are used by ACT UP’s membership or by the intended audience of the information, with special note for Spanish translation. Translations are generally made by ACT UP volunteers who speak the target language, but, when that is not possible, funds may be requested to pay for translation.
 - 4. Guaranteeing Diversity
 - a) ACT UP membership should better reflect the demographics of the HIV epidemic in New York and beyond. It is recommended that outreach and recruitment

efforts are focused to attract, support, and empower people at higher risk of HIV, including people who formerly or currently use substances, men who have sex with men, cis- and trans-women of color, people with a history of homelessness, sex workers, and young people living with HIV. ACT UP should take steps to ensure new members become active members and ultimately take on leadership roles.

XVII. Guidelines on Representative Selection Criteria

A. Representative Selection Criteria

1. Competence
 - a) Specific knowledge of HIV policies, HIV care/practice, and/or community impact of HIV.
 - b) Other required skills such as public speaking, writing, social media, organizing, and interpersonal communication.
 - c) Specific knowledge and skills related to the body for which the selection is made.
2. Commitment
 - a) Record of participation in internal ACT UP meetings/activities
 - b) Record of participation in external ACT UP meetings/activities
 - c) Record of faithfully supporting or presenting ACT UP's positions (when applicable, either externally or internally), regardless of personal feeling.
3. Capacity-Building
 - a) Record of promoting recruitment and retention
 - b) Evidence of ability to build emerging leadership
4. Diversity
 - a) Individuals chosen to form a group should have diverse points of view, and be beneficial to ACT UP's goals within the group for which the selection is made.
 - b) Selections should be made attempting to avoid perceptions of dominance or discrimination by seniority in the organization, age, sex, sexual orientation, gender identity, race or ethnic background, religion, socioeconomic or HIV status, partisanship, immigration status, or factionalism.
 - c) Selection should promote the involvement of traditionally underrepresented groups, grassroots activists, and clients, and should avoid perceptions of dominance by professional activists or HIV providers.
 - d) Individuals from underrepresented demographics should not be pressured to participate in groups/events in which they have no interest simply for the sake of appearing diverse.
5. Guaranteeing Internal Democracy and Promoting External Democracy
 - a) Encourage rotation of members in elected positions. Democracy devolves into bureaucracy because, as people remain in positions, their power and choices can outweigh the group's power and choices.
 - b) Record of ensuring transparent procedures and avoiding perceptions of conflicts of interest.

B. Operation of Guidelines

1. The criteria are meant as a guide only.
 - a) Regular election and selection procedures continue to apply.

- b) Nothing in these criteria shall impede working groups or committees from sending qualified members to meetings that occur in the natural course of their ongoing work.
- 2. Representative bodies within ACT UP, be they the general meeting (Floor), working groups, committees, etc., should take these guidelines into account.
 - a) Working groups and committees may further refine these guidelines considering their own needs.
 - b) These guidelines do not have retroactive application for current working group or committee arrangements.
- 3. These criteria are also to be considered in the election or selection of representatives to external bodies, coalitions, or meetings.
 - a) High-level external meetings, such as those involving public officials or organizations, should be reported to the Floor in advance whenever possible, so that the Floor can discuss the representational needs of the meeting, if necessary.
- 4. These criteria are also to be considered when ACT UP representatives are at external meetings in which other bodies ask for input on choosing representatives.