

AMENDED AND RESTATED
BYLAWS OF THE
ALASKA NATIVE TRIBAL HEALTH CONSORTIUM
(As of April 6, 2017)

PREAMBLE

The Alaska Native Tribal Health Consortium is incorporated to secure Alaska Native people, Tribes and tribal organizations an organized voice and participation in decisions, developments and implementation of Alaska Native management of the Alaska Native Medical Center and the Alaska Area Office of the Indian Health Service and to carry out the purposes of Section 325 of Public Law 105-83.

ARTICLE I

NAME AND LOCATION

- A. Name.** The name of this organization shall be the Alaska Native Tribal Health Consortium (ANTHC).
- B. Principal Office.** The principal place of business and office of ANTHC shall be in Anchorage, Alaska.
- C. Registered Office.** ANTHC shall have and continuously maintain in the State of Alaska a registered office and a registered agent in the manner prescribed by law.



ARTICLE II

MEMBERS AND MEETING OF ALASKA NATIVE TRIBES

- A. Members.** ANTHC shall have no members.
- B. Annual Meeting of Tribes.** ANTHC shall convene a meeting annually at which all federally recognized Tribes in Alaska, tribal organizations operating a health program for the Indian Health Service under Public Law 93-638 (25 U.S.C. § 450, *et seq.*) in Alaska, and beneficiaries may participate to review and make recommendations regarding the activities of ANTHC and health program priorities.

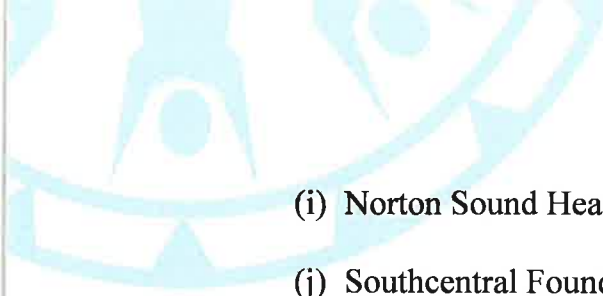
ARTICLE III

BOARD OF DIRECTORS

- A. Board of Directors - Membership.** The Board of Directors of ANTHC shall consist of not more than fifteen persons designated as follows:

(1) one Primary Director designated by each of the following Tribes and tribal health organizations (collectively “Regional Health Organizations”):

- (a) Aleutian/Pribilof Islands Association, Inc.
- (b) Bristol Bay Area Health Corporation
- (c) Chugachmiut
- (d) Copper River Native Association
- (e) Kodiak Area Native Association
- (f) Maniilaq Association
- (g) Metlakatla Indian Community
- (h) Arctic Slope Native Association, Ltd.

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- (i) Norton Sound Health Corporation
 - (j) Southcentral Foundation
 - (k) Southeast Alaska Regional Health Consortium
 - (l) Dena Nena` Henash, Inc. d/b/a Tanana Chiefs Conference, Inc.
 - (m) Yukon Kuskokwim Health Corporation

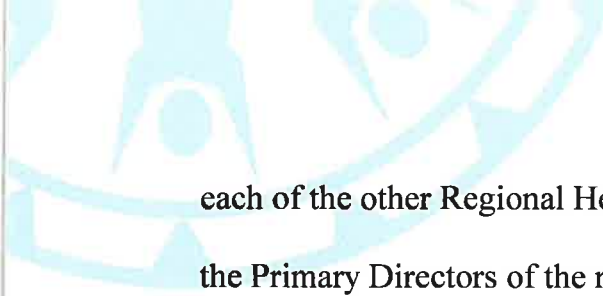
provided, however, that if a Regional Health Organization ceases to operate a regional health program for the Indian Health Service under Public Law 93-638 (25 U.S.C. § 450, *et seq.*), as amended, it shall not designate any Director to serve on the Board of Directors of ANTHC;

(2) Two additional Primary Directors elected by the Unaffiliated Alaska Native Tribal Health Committee (“UANTHC”), which is comprised of one representative from each of the Tribes and sub-regional tribal organizations authorized by Section 325(b) of Public Law 105-83, according to procedures agreed to by UANTHC; and

(3) One Alternate designated by each Regional Health Organization and two Alternates designated by the UANTHC. Alternates must have the same qualifications and meet the same requirements as Primary Directors throughout the time they are designated as Alternates. Alternates are subject to the same fiduciary obligations as Primary Directors, including compliance with ANTHC’s confidentiality and conflict of interest requirements.

B. Method of Selection of Board of Directors.

(1) Subject to compliance with Article III, Section D, the mayor of Metlakatla Indian Community and the Chair of the Board of Directors or Tribal Council President of



each of the other Regional Health Organizations shall serve on the Board of Directors as the Primary Directors of the respective Regional Health Organization, unless the governing body designates another person to serve as its primary director in accordance with Article III, Section C. The UANTHC will designate two Primary Directors by election conducted according to procedures agreed to by the UANTHC.

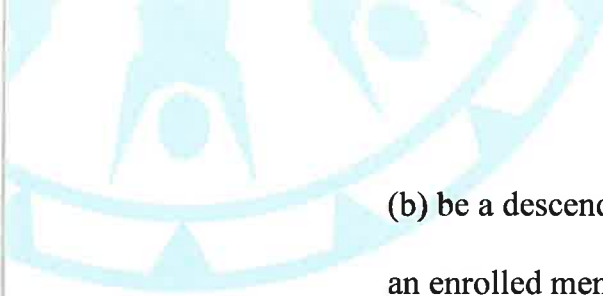
(2) Subject to Article III, Section D, each Regional Health Organization may designate one standing Alternate and the UANTHC may designate two standing Alternates to serve when their respective Primary Directors are temporarily unavailable, have resigned or have otherwise been removed as a Director. Subject to Article III, Section D, they may also designate another person to serve as an Alternate for any specific meeting or meetings.

C. Letter of Authorization and Resolution. The UANTHC will send a letter to the ANTHC Chair setting forth the results of its election of Primary Directors and Alternates following each election, including special elections to fill mid-term vacancies. Regional Health Organizations will send a letter and a copy of their governing body's resolution to the ANTHC Chair if they make a change to their designation of Primary or Alternate Directors.

D. Qualifications of Directors.

(1) Each person serving as a Primary Director or Alternate (hereafter "Director") must meet at least one of the following criteria to qualify as a Director:

- (a) be an enrolled member, or eligible to be an enrolled member, of a federally-recognized Tribe in Alaska;



(b) be a descendent of an enrolled member, or of an individual eligible to be an enrolled member, of a federally-recognized Tribe in Alaska;

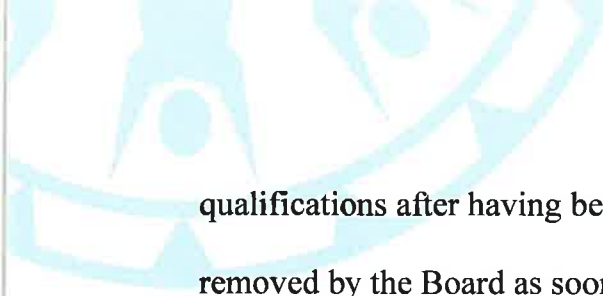
(c) be an original shareholder of a regional or village corporation established under the Alaska Native Claims Settlement Act; or

(d) be a descendent of an original shareholder of a regional or village corporation established under the Alaska Native Claims Settlement Act.

(2) A Director may not be an employee of ANTHC, except the person elected to serve as the Chair of the Board may also serve as the President.

(3) A person may not serve as a Director if his or her service would allow the Secretary of Health and Human Services to exclude ANTHC from participation in any state or federal health care program. This includes, but is not limited to, having been convicted of certain crimes set forth in 42 U.S.C. § 1320a-7. Each Director shall immediately notify the Chair if he or she: (a) has been convicted of any offense set forth in 42 U.S.C. § 1320a-7; (b) has a civil monetary penalty assessed against him or her under 42 U.S.C. § 1320a-7 or 42 U.S.C. § 1320a-8; or (c) has been excluded, or is subject to potential exclusion, from participation in a federal or state health care program (each of (a), (b), and (c) is referred to herein as a “Prohibited Activity”). Each Director shall annually execute a statement that (i) certifies he or she is not engaged in a Prohibited Activity, and (ii) discloses every felony conviction of the Director. In these Bylaws, “conviction” shall have the meaning set forth in 42 U.S.C. § 1320a-7(i).

(4) A person who does not meet the qualifications set forth in this Article III, Section D shall not be seated as a Director. A Director who fails to meet these



qualifications after having been seated shall resign or, upon failure to resign, shall be removed by the Board as soon as possible after ANTHC learns of the Director's failure to meet these qualifications. The Regional Health Organization or the UANTHC that designated the disqualified Director will be informed of the reason for the Director's removal and asked to designate another Director.

E. Term of Office. Subject to the provisions of Section H of Article III, each Director will serve a three year term, with no limitation on the number of terms a Director may serve, unless the rules of the designating organization provide otherwise.

F. Board of Directors' Powers. The business and affairs of ANTHC shall be managed by its Board of Directors. No Director shall have the power to take any action on behalf of ANTHC outside of meetings of the Board of Directors unless specifically authorized by the Board of Directors or pursuant to his or her duties as President of the Consortium or Chair of the Board of Directors of ANTHC.

G. Vacancies. Any vacancy on the Board of Directors because of the death, disability, resignation, removal or other cause of a person designated as a Primary Director will be filled by the designated Alternate of that Regional Health Organization or the UANTHC. The designated Alternate will serve in the stead of the Primary Director until a new Primary Director is designated.

H. Removal. A Primary Director may be removed from office by vote of the Board of Directors, if he or she has three consecutive unexcused absences from meetings of the Board of Directors of ANTHC. A Director or Committee Member may be removed from office if he or she does not meet the qualifications described in Article III, section D or

the Board determines that there has been a breach of Article XIV. The Chair of the Board of Directors will send a letter to the Regional Health Organization or the UANTHC that designated the Director, notifying it of the removal and requesting that a new Director be designated.

ARTICLE IV

VOTING

A. Vote. Each Primary Director shall have one vote on all matters that may properly come before a meeting of the Board of Directors. In the absence of the Primary Director, the designated Alternate may vote in his or her stead. Decisions of the Board of Directors shall be made by consensus, or by a majority vote of the Directors present at a meeting at which a quorum is present in the event that no consensus is reached; provided, however, that a majority of the total number of Directors of the Board of Directors must approve (1) amendments to these Bylaws or the Articles of Incorporation; (2) the adoption, amendment, modification, or repeal, of a resolution that sets forth specific actions which require the approval of a majority of the total number of Directors of the Board of Directors; (3) when required in these Bylaws.

B. Presumption of Assent. A Primary Director (or an Alternate who is serving in the place of the Primary Director) who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) the Director's dissent is entered in the minutes of the meeting; (b) the Director files a written dissent to the action with the person taking minutes at the meeting before adjournment; or (c) the Director forwards the dissent by registered mail to

the Secretary of the Board immediately after the adjournment of the meeting. The right to dissent does not apply to a Director who voted in favor of the action.

ARTICLE V

QUORUM

A. Board of Directors. A quorum for the transaction of business at a meeting of the Board of Directors shall be a majority of the total number of Directors of the Board of Directors, and a quorum shall be necessary for the transaction of any official business.

B. Committees, Subcommittees and Subordinate Boards. Except as otherwise provided in the charter or bylaws of a committee, subcommittee or subordinate board (hereafter collectively “Committee”), a quorum is required to make a final decision or take a final action under authority delegated by the Board of Directors. A quorum shall be the majority of the total number of members of the Committee. No quorum is required for a Committee to hear reports or make recommendations to the Board.

ARTICLE VI

OFFICERS OF THE BOARD OF DIRECTORS OF ANTHC

A. General. The elected officers of the Board of Directors of ANTHC consist of the Chair, the Vice Chair, the Secretary and the Treasurer. Each elected officer must be a Primary Director and no elected officer may continue to be an elected officer after he or she ceases to serve as a Primary Director on the Board of Directors. No person may simultaneously hold more than one office, except that the Chair may also serve as the President.



B. Election and Term of Office.

(1) The elected officers of the Board of Directors of ANTHC shall be elected by a majority vote of the total number of Directors of the Board of Directors at a meeting of the Board of Directors for three year terms. Elections will be scheduled prior to the expiration of each term to the greatest extent possible or as soon thereafter as conveniently may occur.

(2) New offices may be created and filled at any meeting of the Board of Directors in the manner determined by the Board.

(3) Unless an officer is removed by the Board or resigns, each officer shall hold office until such officer's successor is duly elected or selected and determined to be qualified.

C. Removal. Any officer elected or selected by the Board of Directors may be removed by a majority vote of the total number of Directors of the Board of Directors whenever in its judgment the best interests of ANTHC would be served thereby.

D. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, to the Chair or to the Secretary. In the absence of an effective date specified in the resignation, a resignation notice shall take effect immediately.

E. Vacancies. A vacancy in any elected office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the total number of Directors of the Board of Directors for the unexpired portion of the term. The

Chair may make temporary appointments to fill vacancies as needed between Board meetings.

ARTICLE VII

DUTIES OF OFFICERS AND EMPLOYMENT OF STAFF

- A. Chair of the Board of Directors.** The Chair will preside at all meetings of the Board of Directors, discharge the duties of a presiding officer, and make committee appointments as provided in Article VIII, Section B. The Chair may delegate duties to the President, Chief Executive Officer, other officers, other Directors, employees and agents of ANTHC as he or she deems appropriate under the circumstances. The Chair will perform whatever other duties the Board of Directors may from time to time prescribe. The Chair will also be an *ex-officio* member of all Committees established by the Board of Directors. The Chair will be entitled to vote in all matters that may properly come before the Board of Directors or a Committee. The Chair may hire, direct and supervise his or her own staff as needed to carry out his or her responsibilities. The Chair will receive a salary or stipend, meeting fees, per diem and benefits as compensation for the performance of his or her duties in an amount established by the Board of Directors.
- B. Vice Chair.** The Vice Chair will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, including those associated with presiding over meetings of the Board of Directors. He or she shall also perform such other additional duties as are prescribed from time to time by the Board of Directors or the Chair.

C. Secretary. The Secretary will keep or cause to be kept a true and complete record of the proceedings of all the meetings of the Board of Directors and will distribute or cause to be distributed such records to the Board of Directors. The Secretary will also give or cause to be given notice of all meetings of the Board of Directors and will also perform such other additional duties as are prescribed from time to time by the Board of Directors or the Chair.

D. Treasurer. The Treasurer will keep or cause to be kept adequate financial records of all proceedings and businesses of the corporation and will also perform such other additional duties as are prescribed from time to time by the Board of Directors or the Chair.

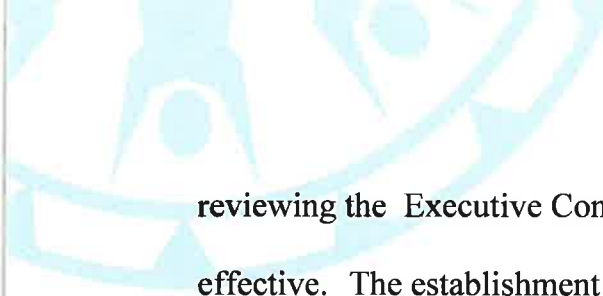
E. President. The President is the highest ranking executive officer of the Consortium, with responsibility for the overall supervision and control of the Consortium, including responsibility for signing all major contracts and agreements, intergovernmental affairs, serving as the primary spokesperson of the organization, and other duties that may be assigned by the Board of Directors. Unless otherwise provided by the Board of Directors, the Chair of the Board will also serve as the President. The President may hire, direct and supervise his or her own staff as needed to carry out his or her responsibilities. The President will receive a salary and benefits in an amount established by the Board of Directors for the performance of his or her duties as President of the Consortium (in addition to compensation paid for serving as the Chair of the Board, if applicable).

F. CEO and ANTHC Staff. ANTHC may select, employ, and supervise a Chief Executive Officer (“CEO”) and such other staff as it may determine under such terms and conditions and exercising such powers as may be determined from time to time by the Board of Directors. The ANTHC Board of Directors may delegate day-to-day supervision of such staff to the President or to the CEO. The CEO will be responsible for the general management of the day-to-day operations of the programs, functions, services and activities of ANTHC, except as provided in the Bylaws or otherwise directed by the President or the Board of Directors. In the absence or disability of the President, the CEO will perform all of the President’s duties except those delegated by the President to another person.

ARTICLE VIII

BOARDS AND COMMITTEES

A. Boards and Committees. The Board of Directors may establish subordinate boards, committees and subcommittees (collectively “Committees”) as it deems necessary or appropriate to carry out the purposes of ANTHC including Committees established by, between or in conjunction with other organizations having power to appoint members. The Board of Directors may also adopt a resolution, approved by a majority vote of the total number of Directors of the Board of Directors, to establish an Executive Committee to exercise the authority of the Board of Directors in the management of ANTHC between meetings if the Board of Directors is unable to meet; provided, however, that all actions of the Executive Committee must be ratified and approved by a vote of the Board of Directors at its next regular meeting, a special meeting called for the purpose of



reviewing the Executive Committee action, or as provided under Article IX in order to be effective. The establishment of Committees shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board of Directors by law. The Board of Directors may specify the powers, duties and internal procedures of its Committees, including the means by which the Board of Directors may choose to appoint members to them.

B. Committee Appointments. To assure participation in health planning by all affected Alaska Native Communities, Committee members need not be serving on the Board of Directors, but must meet the qualifications described in Section D(3) of Article III. Unless otherwise provided by the committee bylaws or charter, committee assignments are specific to the individual. Committee members are subject to the same fiduciary obligations as Directors, including compliance with ANTHC's confidentiality and conflict of interest requirements, with respect to their participation on the Committee. Appointments may be made by the Chair, by election by the Board of Directors, or by any other means approved by the Board of Directors except for the Executive Committee, which shall be comprised of the elected officers of the Board of Directors of ANTHC and one Director elected by a vote of the Board of Directors. In addition to other means that may be specified by the Board or by the committee bylaws or charter, the Chair may appoint an individual to fill a temporary vacancy or otherwise serve in the temporary or other absence of the appointed individual. Appointments are terminable by the Chair or the Board of Directors.

C. Committee Notice and Participation. All Directors shall be provided notice of every Committee meeting on the same basis as members of the Committee. All Directors may attend and, as recognized by the Committee Chair, participate in discussion during any committee meeting, except to the extent participation of a Director is limited due to a conflict of interest. Committee meetings may be held by teleconference or other electronic means at the discretion of the Committee members.

ARTICLE IX

ANNUAL AND REGULAR BOARD MEETINGS

A. Annual and Regular Meetings. The annual Board of Directors meeting shall be held on such date and at such time and place as may be determined from time to time by the Board of Directors. Regular meetings of the Board of Directors shall be held not fewer than five (5) times each year. Additional regular meetings of the Board of Directors shall be held at such times and places as shall be designated from time to time by the Board of Directors.

B. Notice of Regular Meetings. Written notice of regular meetings shall be mailed, emailed, or delivered no fewer than five (5) days prior to the scheduled meeting.

C. Teleconference Meetings. The Board of Directors may hold meetings by teleconference. Participation by teleconference or other electronic means at meetings not called by teleconference is allowed at the discretion of the Board of Directors.

D. Waiver of Notice. Any Director may waive notice of any regular meeting by a written waiver, whether signed before or after the time stated in the applicable notice of such meeting. The attendance of a Director at any regular meeting shall constitute a

waiver of notice of such meeting, except where a Director attends a regular meeting for the express purpose of objecting to the transaction of any business because the regular meeting is not lawfully called or convened.

E. Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed by all Primary Directors (or by the respective Alternate of a Primary Director who is unavailable). Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be appended to the minutes and treated as if it were the minutes of a Board of Directors meeting.

ARTICLE X

SPECIAL MEETINGS OF THE BOARD

A. General. Special meetings of the Board of Directors may be called by the Chair, or in his or her absence, by the Vice Chair, or on the written request of five (5) directors. Special meetings may be held by teleconference. Participation by teleconference or other electronic means at meetings not called by teleconference is allowed at the discretion of the Board of Directors.

B. Notice of Meetings. Notice of a special meeting shall be mailed, emailed, telefaxed, delivered, or communicated orally no fewer than seventy-two (72) hours prior to the scheduled meeting.

C. Waiver of Notice. Any Director may waive notice of any special meeting by a written waiver, whether signed before or after the time stated in the applicable notice.

The attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a special meeting for the express purpose of objecting to the transaction of any business because the special meeting is not lawfully called or convened.

ARTICLE XI

ACCREDITATION

The Board of Directors shall establish such Committees and adopt medical staff bylaws in accordance with standards necessary for the Alaska Native Medical Center to maintain accreditation by a nationally recognized accreditation entity.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation or these Bylaws may be altered, amended or repealed and new Articles or Bylaws may be adopted by the Board of Directors upon the affirmative vote of a majority of the total number of Directors of the Board of Directors, provided that at least 21 days' notice of any proposed amendment shall have been given to Primary Directors and Alternates. The specific text of the proposed amendment is not required at the time of notice, provided that the notice includes sufficient detail to give the Directors fair notice of the subject and nature of the proposed change.



ARTICLE XIII

ROBERT'S RULES OF ORDER

“Robert’s Rules of Order” shall guide the transaction of business of the Board of Directors for matters not covered expressly by these Bylaws or by action of the Board. The Chair shall rule on matters of procedure and process.

ARTICLE XIV

DIRECTORS' CONDUCT

While ANTHC Directors serve as a representative of a Regional Health Organization or the UANTHC, that does not diminish the fiduciary duty each Director owes to ANTHC to exercise his or her powers and fulfill his or her obligations to ANTHC in good faith and to make decisions that the Director reasonably believes to be in the best interests of ANTHC. Directors shall exercise the level of care an ordinarily prudent person in a like position would exercise under similar circumstances and follow codes of conduct, rules, regulations, policies, procedures and resolutions adopted by the ANTHC Board of Directors and the Committee(s) on which they serve.

ARTICLE XV

INSURANCE

ANTHC shall have power, to the extent permitted by the Alaska Nonprofit Corporation Act and any amendments thereto, to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of ANTHC or is or was serving at the request of ANTHC as a Director, officer, employee, or agent of

another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of the Articles of Incorporation of ANTHC, including all amendments thereto.

ARTICLE XVI

FISCAL YEAR

The fiscal year of ANTHC shall begin on the 1st day of October and end on the 30th day of September of each year, unless the Board of Directors, by resolution, establishes a different fiscal year.

Certificate

Charlene Nollner, being the Secretary of the Alaska Native Tribal Health Consortium, hereby certifies that the foregoing Amended and Restated Bylaws correctly set forth the Bylaws of the corporation including all amendments adopted by the Board of Directors through April 6, 2017.

Date: April 6, 2017



Charlene Nollner, Secretary

AMENDMENTS (since inception)

December 2, 1999; effective immediately: Article VIII, Section A

December 1, 2000; effective immediately: Article III, Sections C, D, F and H; Article VI, Sections A, B and D; Article VII, all sections; Article VIII, Section A; Article X, Section A; Article XIV, Section H.; various sections to conform reference to officer titles.

February 6, 2002; effective immediately, Article IX, Section A.

April 2, 2004; effective immediately: Article XIV, adding new Section I.

April 5, 2005; effective immediately: Article III, Section D.

June 15, 2006; effective immediately: Article IX, Sections A and D.

April 11, 2012; effective immediately: Article I, Section C; Articles III, IV, V, VI, VII, VIII, IX, X, XII, XIII, XIV, and various sections to make technical corrections and other conforming changes.

June 4, 2014; effective immediately: Article III, Section D; Article VIII Sections A, B, and C.

December 3, 2014; effective immediately: Article III, Sections B, C, D(2) and F; Article VI, Section A; Article VII, Sections A, E and F; Article VIII, Section A and B; Article IX, Section E; and various sections to make technical and conforming changes.

June 3, 2015; effective immediately: Article IX, Section E.

September 28, 2016; effective immediately: Article VII, Section A and B; Article XIV.

April 6, 2017; effective immediately: Article VIII, Section A; Article IX, Sections B & D; Article XIV.