

AMENDED AND RESTATED
BYLAWS OF THE
ALASKA NATIVE TRIBAL HEALTH CONSORTIUM
(As of August 4, 2021)

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 (“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, ANNUAL MEETING, AND INFORMATION PROVIDED TO DESIGNATING ENTITIES

- 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 in Alaska, and beneficiaries may participate to review and make recommendations regarding the activities of ANTHC and health program priorities.
- C. Information Provided to ANTHC’s Designating Entities.** The term “Designating Entity” (or “Designating Entities”) means (i) the Regional Health Organizations described in Section 325(a), and (ii) the Unaffiliated Alaska Native Tribal Health Committee (“UANTHC”) described in Article III, Section A. Subject to the Board’s Code of Conduct and its Policy on the Disclosure of Records and Information to Designating Entities, each Director may provide, or may ask ANTHC to provide, the Designating Entity the Director represents with information and documents necessary for the Designating Entity to effectively exercise its governance and participation rights in the management of ANTHC through its representative(s) on the Board.

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.
- (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, 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 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 and Seating of Directors. To be seated and serve on the Board of Directors, each Director must have and continually maintain qualifications described in this section.

(1) Each person serving as a Primary Director or Alternate (hereafter "Director") must meet at least one of the following criteria to qualify to be seated and serve 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 shall not be an employee of ANTHC.

(3) A person may not be seated or 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 has not engaged and will not engage 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 demonstrate that he or she meets 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 that the individual was not seated or removed and asked to designate another individual to serve as a Director.

E. Term of Office. Subject to the provisions of Section I 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 governed by its Board of Directors. The Designating Entities have governance and

participation rights over ANTHC that are exercised through their representatives on the Board. No Director shall have the power to take any action on behalf of ANTHC outside of meetings of the Board of Directors unless the action was specifically authorized by the Board of Directors.

G. Information Provided to Directors. Unless there is a conflict of interest as defined in the Board’s Code of Conduct, Directors are entitled at any reasonable time to inspect and copy the books, records, and documents of ANTHC to the extent reasonably related to the performance of the Director’s duties as a Director, including duties as a member of a Board Committee, but not for any other purpose or in any manner that would violate any duty to ANTHC. A Director has a nearly “absolute” right to information about ANTHC, subject only to limitation if it can be shown that the Director has an improper motive or intent in asking for the information or would violate law by receiving the information.

H. Vacancies. Any vacancy on the Board of Directors because of the death, disability, resignation, removal or other cause of a person serving as a Primary Director will be filled for the remainder of the term by the individual serving as the Alternate of, or selected as the new Primary Director by, that Regional Health Organization or the UANTHC.

I. Removal. The Board of Directors may remove a Director or committee member for good cause, including when a Primary Director has three consecutive unexcused absences from meetings of the Board of Directors of ANTHC; or any Director or committee member has excessive absences, does not meet the qualifications described in

Article III, section D or the Board of Directors determines that there has been a breach of Article XIV. Absences may be excused by the Chair or the Board of Directors due to illness, injury, family emergencies, unavoidable problems with travel, and unavoidable scheduling conflicts resulting from significant professional obligations. 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 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; and (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. A quorum of any committee, subcommittee, or subordinate board (hereafter collectively "Committee") is required in order to make a decision or take an action under authority delegated by the Board of Directors, subject to Article III, Section A. 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.

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 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 will receive remuneration as compensation for the performance of his or her duties in an amount established by a policy approved by the Board of Directors.

B. Vice Chair. If the Chair is absent or disabled the Vice Chair will 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. The President may hire, direct and supervise his or her own staff as needed to carry out his or her responsibilities. The President will report directly to the Board of Directors and 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.

F. CEO and ANTHC Staff. ANTHC's President may select, employ, and supervise a Chief Executive Officer ("CEO") and such other staff as the President 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 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. If the President is absent or disabled, the CEO will perform all of the President's duties except those delegated by the President to another person.

ARTICLE VIII

BOARD COMMITTEES

A. Board Committees. The Board of Directors may establish "Committees" by a resolution or motion approved by a majority vote of the total number of Directors of the Board of Directors as it deems necessary or appropriate to carry out the purposes of ANTHC. This includes Committees established by, between or in conjunction with other organizations having power to appoint members. All actions taken or decisions made by a Committee in the exercise of the Board's delegated powers, in order to be effective, must be ratified and approved by a majority vote of the total number of the Directors of the Board of Directors at its next regular meeting, a special meeting called for the purpose of reviewing the Committee action, or as provided under Article IX. Actions taken subject to delegations to the Joint Operating Board and the Employee Retirement Oversight Committee are exceptions to this ratification requirement. Any additional exceptions must be approved by unanimous vote of all members of the Board of Directors. 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.

B. Committee Appointments.

(1) The Bylaws and Policy Committee, Leadership Planning Committee, Finance and Audit Committee, and Ethics, Compliance, Quality and Safety Committee

shall be comprised of any Director who chooses to serve on these committees by sending written notice to the Chair of the Board of Directors. The Chair of these Committees shall be elected by a majority of the Committee's members.

(2) Appointments to all other Committees may be made by the Chair, by election by the Board of Directors, or by any other means approved by the Board of Directors. Appointments to Committees pursuant to this sub-paragraph (2) are terminable by the Board of Directors.

(3) 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.

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 all Committee meetings, including executive sessions. All Primary Directors, and in their absence their Alternate Directors, may participate in discussion during any Committee meeting, except to the extent participation of a Director is limited due to a conflict of interest as defined in the Board's Code of Conduct. Committee meetings may be held by teleconference, video conference, or similar remote communications equipment at the discretion of the Committee members.

D. Information Shared in Committee Meetings. Unless they have a conflict of interest as defined in the Board's Code of Conduct, all Directors are entitled to receive or view all documents and information (whether electronic or hardcopy) shared in any

Committee meeting, including documents and information shared in executive sessions, under the same or similar conditions as they are provided to other Directors.

E. Strict Document Security Measures. The “same or similar conditions” referenced in Article VIII, Section D may include “Strict Document Security Measures,” which means either (a) on-site document review; or (b) read-only access where the Director may view documents on a secure website but cannot print, save, or download the documents. Subject to Board review, Strict Document Security Measures will be applied only to documents that are in good faith considered especially sensitive (“Secured Documents”). Commencing on the effective date of these Amended and Restated Bylaws, when Secured Documents are shared subject to Strict Document Security Measures, ANTHC will keep an archival copy of the Secured Documents and store them in a secure electronic database. All Directors, whether or not they were physically present at a Committee meeting, may later view Secured Documents at their convenience under Strict Document Security Measures.

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 four (4) 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. Meeting by Remote Communication. At the discretion of the Board of Directors, any one or more members of the Board of Directors may participate in a meeting of the Board of Directors by means of telephone, video conference, or similar remote communications equipment.

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.

F. Information Shared in Board Meetings. All Directors are entitled to receive or view all documents (whether electronic or hardcopy) shared in any Board meeting to the

same extent and subject to the same limitations and security measures, including relating to the handling of Secured Documents, as set forth in Article VIII, Sections D and E pertaining to documents shared in Committee Meetings.

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, video conference, or similar remote communications equipment 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 delegate authority to the Alaska Native Medical Center Joint Operating Board to 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 the specific text of any proposed amendment shall have been given to Primary Directors and Alternates. Amendments to the proposed amendment cannot exceed the scope of the notice.

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

ANTHC Directors must comply with all applicable 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 August 4, 2021.

Date: 8/24/2021



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 VIII, Section A and B; Article XIV.
April 6, 2017; effective immediately: Article VIII, section A; Article IX, Section B and D; Article XIV.
June 19, 2019; effective immediately: Article III, section D, G and H; Article IV, section A.
December 2, 2020; effective immediately: Article IX; Article XI.
March 31, 2021; effective immediately: Article III, section D(2), and F; Article VI section A; Article VII section A, and E; Article VIII section A, B(1)-(4), and C; Article IX section C; Article X section A; Article XII.
August 4, 2021; effective immediately: Preamble; Article II, section B and C; Article III, section A, F, G, H, and I; Article IV, Section A; Article V, section B; Article VII, section F; Article VIII, Section A, B(2), (3) and (4), C, D, and E; Article IX, section F; and Article XIV.