

**7 AMENDED AND RESTATED  
BYLAWS  
OF THE  
AMERICAN INDIAN HEALTH COMMISSION  
FOR WASHINGTON STATE**

(Membership Corporation)

We, the federally-recognized Indian Tribes, urban Indian programs authorized under Title V of the Indian Health Care Improvement Act, and individual Indian people of Washington territory, invoking the divine blessings of the Creator in order to preserve for the federally-recognized Indian Tribes, all rights secured under Treaties and agreements, to enlighten the public toward a better understanding of the Indian people, to preserve Indian cultural values, and otherwise promote the welfare of the Indian people, do hereby establish this organization (the "Corporation" or "Commission") and solemnly pledge our devotion to and adoption of the following By-Laws.

**ARTICLE 1. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 Classes of Members**

The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

**2.2 Qualifications for Membership**

Membership with full voting rights shall include the federally recognized Tribes in Washington State, urban Indian programs authorized under Title V of the Indian Health Care Improvement Act, and up to four At-Large positions to provide for representation for individual American Indian and Alaska Native people within Washington State. At-Large positions are to be accepted by majority vote of the tribal delegates. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

**2.3 Voting Rights**

**2.3.1** Voting rights of the members shall be exercised by their voting delegates (the "Delegates").

**2.3.2** Eligibility of Delegates must be credentialed through a Tribal or organizational resolution or acceptance as an At-Large delegate by a majority vote of the Tribal Delegates. A Delegate is defined to mean the delegate or the alternate(s), assigned by a resolution or another authorizing document.

**2.3.3** Each member of this Commission shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

**2.3.4** No proxy shall be deemed operative unless and until signed by the authorized member delegate and filed with the Commission. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force three years from its date or until sooner revoked.

**2.3.5** Commission: Each member shall have one delegate and as many alternates as it chooses, but is entitled to only one (1) vote on each issue or matter calling for a vote. The intent of the Commission is to achieve consensus. All matters regarding the sovereign rights of Tribes must be determined by consensus among the Tribal delegates. In the absence of consensus, matters regarding policy shall be determined by a minimum of seventy-five (75%) percent of delegates present and voting. All other matters regarding organizational actions shall be determined by a majority vote of delegates present and voting, unless otherwise stipulated by the Commission.

**2.3.6** Board: Each member of the Board shall have one (1) vote. All matters shall be determined by a majority vote, unless otherwise stipulated by the Commission.

## **2.4 Number and Term of Commission Delegates**

The business, property and affairs of this organization shall be managed by a Commission composed of delegates, one from each eligible Tribe, and the Seattle Indian Health Board who shall be members of this Commission, together with the At-Large delegates accepted by a majority vote of the Tribal delegates.

## **2.5 Verification of Delegates**

Each delegate shall be certified by resolution or other authorizing documents from each of the member Tribes and the Seattle Indian Health Board. The documentation shall identify the name of the delegate(s) and alternate(s).

## **2.6 Vacancies of Delegates**

Vacancies in the Commission shall be filled by appointment made by the authorizing tribal government or organization. In the case of At-Large delegates, vacancies shall be filled by a majority vote of the tribal delegates. Each person so selected to fill a vacancy shall remain a delegate until his successor has been appointed by the member Tribe(s) or recognized urban program.

## **2.7 Annual Membership Meeting**

The annual membership meetings of the Commission shall be held during the month of November on a date established by the Board. Election of Directors and officers will take place every odd numbered year, at the Annual Meeting. Delegates shall receive a minimum of thirty (30) calendar days' notice of the date for the Annual Meeting. This date may not be changed unless consented to in writing, or by a resolution adopted at a meeting, by all Delegates entitled to vote at the meeting.

The annual meeting of the members shall be held for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## **2.8 Special Membership Meetings**

The President, the Board, or not less than a majority of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

## **2.9 Place of Meetings**

Any or all meetings of the Commission shall be held at a place established by the Board of the Commission.

## **2.10 Notice of Regular and Special Meetings**

**2.10.1** Regular meetings of the members shall be determined by the President or at the call of three (3) or more of the Board members. Regular meetings of the Commission shall convene for the purpose of transacting business properly brought before it, provided, that the Commission meeting was called and a minimum of twenty (20) calendar days of notice was provided to the Commission delegates.

**2.10.2** Special meetings of the members shall be determined by the President or at the call of three (3) or more of the Board members. Special meetings of the Commission shall convene for the purpose of transacting business properly brought before it, provided, that the Commission meeting was called and a minimum of ten (10) calendar days' notice was provided to the Commission delegates.

**2.10.3** At any time, upon the written request or not less than a majority of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid.

**2.10.4** The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued ("by order of the President," or "by order of the Commission" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the President, Secretary or Treasurer.

## **2.11 Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Notice of the time, place and purpose of any meeting of the Commission, waived for emergency purposes by telecommunication or other writing must be authorized by the Board of Directors. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **2.12 Quorum**

A quorum of the membership of the Commission shall be a minimum of thirty percent (30%) of the Delegates.

### **2.13 Manner of Acting**

The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

### **2.14 Order of Business at Meetings**

**2.14.1** In the absence of any objection, the presiding officer may vary the order of business at his/her discretion. Otherwise, the order of business at the meetings of the members shall be as follows:

- 2.14.1.1 Roll call and determination of quorum
- 2.14.1.2 Reading and approval of minutes of last meeting
- 2.14.1.3 Reports of Officers, if any
- 2.14.1.4 Reports of Committees and/or Task Forces, if any
- 2.14.1.5 Old Business
- 2.14.1.6 New Business
- 2.14.1.7 Unscheduled Business
- 2.14.1.8 Schedule next meeting(s)
- 2.14.1.9 Adjournment

**2.14.2** The minutes of each meeting shall be mailed to each Tribe and organization for review and comment, approved by a majority vote at a subsequent meeting and certified by the Secretary or authorized officer.

### **2.15 Action by Members Without a Meeting**

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. 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 inserted in the minute book as if it were the minutes of a meeting of the members.

### **2.16 Meetings by Telephone**

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **2.17 Powers to Make Bylaws**

The Commission shall have the power to make and alter the Bylaws in accordance with Article 6.

### **2.18 Power to Elect Board of Directors**

The Commission shall have power to elect a Board of Directors. The Commission shall select a Chair, a Vice-Chair, a Secretary, and a Treasurer to serve on the Board of Directors.

## **2.19 Power to Establish Organizational Policies and Procedures**

**2.19.1** The Commission shall have the power to establish an Organizational Policies and Procedures Manual to guide the staff and organizational operations.

**2.19.2** The Policies and Procedures of this organization shall require that the organization maintain a balanced budget and shall not incur any debts, unless approved by three-fourths (3/4) of the voting membership.

## **2.20 Power to Establish Committees and Task Forces**

The Commission shall have the authority to establish Standing Committees and Task Forces as necessary. The Commission shall establish the mission, objectives, membership, and rules that guide the Committee or Task Force.

# **ARTICLE 3. BOARD OF DIRECTORS**

## **3.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors (the "Board").

## **3.2 Number**

The commission shall have power to elect a Board of Directors composed of five (5) delegates, of which four (4) shall be tribal delegates. The Board of Directors shall include the officers, who shall have and exercise the authority of the Commission in the management of the business between meetings of the Commission. The number of Directors may be changed from time to time by amendment to these bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

## **3.3 Qualifications**

Directors shall be members of the corporation. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

## **3.4 Election of Directors**

**3.4.1 Initial Directors.** The initial Directors shall be named in the Articles of Incorporation and shall serve until the next election.

**3.4.2 Successor Directors.** Successor Directors shall be elected at the annual meeting of members pursuant to Section 2.7.

## **3.5 Term of Office**

Each member of the Board of Directors shall serve a two (2) year term, unless a Director dies, resigns or is removed.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held without notice at the same time and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

### **3.7 Regular Meetings**

Regular meetings of the Board shall be held without notice at the same time and at the same place as the regular meeting of members for the purposes of transacting such business as may properly come before the meeting.

### **3.8 Special Meetings**

Special meetings of the Board shall be held without notice at the same time and at the same place as any special meeting of members for the purposes of transacting such business as may properly come before the meeting. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

### **3.9 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.11 Waiver of Notice**

#### **3.11.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a Waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### **3.11.2 By Attendance**

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

### **3.12 Quorum**

Three of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.13 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **3.14 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **3.15 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. 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 inserted in the minute book as if it were the minutes of a Board meeting.

### **3.16 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.17 Removal**

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

### **3.18 Vacancies**

**3.18.1** Vacancy(s) shall be replaced in the same procedures as they were elected and shall serve the remainder of the authorized term unless otherwise determined by the member Tribe.

**3.18.2** If one of the Board Member's positions is replaced then the Commission shall hold an election for the vacant position on the Board within 60 calendar days of removal.

### **3.19 Board Committees**

#### **3.19.1 Committees or Task Forces**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more Committees or Task Forces, each of which shall consist of two or more Directors. Such Committees or Task Forces shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no Committee or Task Force shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee or Task Force. The designation and appointment of any such Committee or Task Force and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### **3.19.2 Quorum; Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **3.19.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **3.19.4 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **3.20 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### **4.2 Election and Term of Office**

Each officer shall serve a two (2) year term, unless an officer dies, resigns or is removed.

#### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **4.5 Vacancies**

Vacancy(s) shall be replaced in the same procedures as they were elected and shall serve the remainder of the authorized term unless otherwise determined by the members.

#### **4.6 President**

The President shall be selected by, and from, the membership of the Commission and shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. The President shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. The President shall be a member of all standing committees, task forces, and shall have the general powers and duties of supervision and management usually vested in the office of the president of an organization. As a member of any standing committee or task force, the President shall vote only if recognized as an authorized voter for an associated Tribe. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### **4.7 Vice President**

A Vice-President shall be a Tribal delegate chosen from the membership of the Commission. He/she shall perform the duties and exercise the powers of the President during the absence or disability of the President.

#### **4.8 Secretary/ Treasurer**

The Secretary/Treasurer shall attend all meetings of the members and of the Board of Directors, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. All notices required by By-Law or resolution shall be given by the Secretary/Treasurer. The Secretary/Treasurer shall perform such other duties as may be delegated by the Commission or the Board of Directors. The Secretary/Treasurer shall provide for reports of the use of funds made available to the organization to advance the purpose of the Commission. The Secretary/Treasurer shall in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **ARTICLE 5. EXECUTIVE DIRECTOR**

The Board of Directors shall employ an Executive Director who shall serve as the chief administrative officer of the corporation and who shall serve in a non-voting, ex-officio capacity to the Board of Directors and its committees. He or she shall be responsible for effectuating the purposes of the organization and ensuring proper and compliant implementation of board policies and directives. The Executive Director is responsible for the general charge of the day-to-day affairs of the Corporation, including the hiring, supervising, evaluation and lawful termination of employees. He or she is the principal staff support person for the Board of Directors and works to protect and safeguard the fiduciary obligations of the board and the Corporation. He or she also shall establish up-to-date job descriptions for each job title in accordance with the board approved budget and regulatory/contractual requirements. Although serving in ex-officio status to the Board of Directors, the Executive Director serves at the pleasure of the Board. The Board and any of its committees have the authority to meet without the Executive Director being invited or present. The Executive Director shall perform all other such duties as assigned, established in the board-approved job description or by employment contract, including certain recording and recordkeeping duties ordinarily performed by the Secretary.

### **ARTICLE 6. ADMINISTRATIVE PROVISIONS**

#### **6.1 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

#### **6.2 Accounting Year**

The accounting year of the corporation shall be the twelve months ending December.

#### **6.3 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

#### **ARTICLE 7. AMENDMENTS**

These by-laws may be amended by the affirmative vote of two-thirds (66.7%) of the voting delegates at any regular meeting of the Commission if notice of possible amendment was stated in the notice for the meeting. When prior notice is not given, the Amendments may be proposed at a regular or special meeting of the Commission and adopted at a subsequent regular meeting.

#### **ARTICLE 8. DICLAIMER CLAUSE**

This organization does not have the authority or power to infringe or jeopardize the sovereignty of any member Tribe. Nothing herein shall constitute or evidence recognition as an Indian Tribe of any presently unrecognized group.

#### **CERTIFICATION**

The foregoing Amended and Restated Bylaws were adopted by the voting delegates on December 13, 2013.

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Leslie Wosnig, Secretary

#### **END OF BYLAWS**

#### **DOCUMENTATION**

Initial Adoption of Bylaws by Board of Directors June 12, 2003

December 13, 2013: Article 5, Executive Director was added and all subsequent sections were renumbered.