AMENDED AND RESTATED BYLAWS
OF
THE AMERICAN INDIAN HEALTH COMMISSION

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AMENDED AND RESTATED BYLAWS
OF
THE AMERICAN INDIAN HEALTH COMMISSION

(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, 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. NAME

The name of this corporation is the American Indian Health Commission.

ARTICLE 2. PURPOSES AND POWERS

2.1 Specific Purpose and Objectives

To support and advocate for Tribal sovereignty and unmet Tribal needs and to improve the health and cultural well-being of American Indians and Alaska Natives through collaborating, convening, advocacy, public education, technical assistance, program development and delivery, and resource sharing which may include financial support to Tribes, Urban Indian programs authorized under Title V of the Indian Health Care Improvement Act, and Indian health care providers.

2.2 IRC Section 501(c)(3) Purposes

2.2.2 To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

2.2.3 To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

2.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, or

in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purpose. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, religious, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 50l(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

ARTICLE 3. 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 4. MEMBERS

4.1 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.

4.2 Qualifications for Membership

4.2.1 Membership shall be limited to the following governments and organizations:

4.2.1.1 Federally-recognized Indian Tribes in Washington State;

4.2.1.2 Urban Indian programs in Washington State authorized under Title V of the Indian Health Care Improvement Act; and

4.2.1.3 The American Indian Community Center

4.2.2 Members (also known as “Delegates”) shall appoint one delegate and/or an alternate delegate to represent their government or organization through a Tribal resolution, organizational resolution, or letter submitted to the Commission. The documentation shall identify the name or position/ title of the delegate and the alternate delegate. Both the delegate and the alternate delegate will be considered members except that only one delegate per member may vote with respect to the subject matter of an issue submitted to the members upon each issue.

4.2.3 Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

4.3 Voting Rights

4.3.1 Voting rights of the members shall be exercised by their voting delegate or alternate delegate.

4.3.2 Each member's delegate or alternate delegate entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

4.3.3 Whenever proposals or directors or officers are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting.

4.3.4 An election may be conducted by electronic transmission if the Commission has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

4.4 Annual Membership Meeting

The annual membership meetings of the Commission shall be held during the month of December on a date established by the Board for the purpose of electing Directors and Officers 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.

4.5 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.

4.6 Place of Meetings

All meetings of the members shall be held at a place established by the Board of Directors.

4.7 Notice of Members' Meetings

4.7.1 Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the annual meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the meeting, by or at the direction of the president, secretary, or the officer or persons calling the meeting, to each member entitled to vote at such meeting.

4.7.2 Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by the bylaws.

4.7.3 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.

4.7.4 Notices by electronic transmission must be delivered in accordance with Section 4.15 of these Bylaws.

4.8 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 in the form of a record executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. 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.

4.9 Quorum

Thirty (30) percent of the members of the Commission entitled to vote, represented in person (which includes participation by means provided in Section 4.12) shall constitute a quorum at a meeting of the members.

4.10 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person (which includes participation by means provided in Section 4.12) 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.

4.11 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 consent in the form of a record, setting forth the action so taken is executed by all members entitled to vote with respect to the subject matter thereof. This consent may be carried out using mail, fax or electronic transmission. Any such consent shall be inserted in the minute book as if it were the minutes of a meeting of the members. Such consent shall have the same force and effect as a unanimous vote. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an electronic transmission that is sent with sufficient information to determine the sender's identity and intent to execute.

4.12 Meetings by Remote Communication

Members of the corporation may participate in a meeting of members through means of remote communication through which members not physically present may participate in the meeting substantially concurrently, vote on matters submitted to the members, pose questions, and make comments. Notice of meetings at which one or more members may participate by means of remote communication must be delivered by a means which the member has authorized and provide complete instructions for participating in the meeting from a remote location.

4.13 Power to Elect Board of Directors and Officers

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

4.14 Power to Establish Committees and Task Forces

The members shall have the authority to establish committees as necessary. The members shall establish the mission, objectives, membership, and rules that guide the committee.

4.15 Notice by Electronic Transmission

An electronic transmission is received when it enters an electronic system that the recipient has designated or currently uses for the purpose of receiving electronic transmissions of the type sent and is in a form capable of being processed by that system. An electronic transmission is received under this section even if no individual is aware of its receipt. Receipt of an electronic acknowledgment from an electronic system described in this Section establishes that a record was received but, by itself, does not establish that the content sent corresponds to the content received, and is not necessary for the record to be received.

4.16 Minutes

The minutes of each meeting shall be provided 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.

ARTICLE 5. BOARD OF DIRECTORS

5.1 General Powers

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

5.2 Number

The Board of Directors shall be composed of at least five (5) but no more than six (6) members, of which at least four (4) shall be members from a federally-recognized Indian Tribe and at least one (1) shall be a delegate from a member who is qualified under Section 4.2.1.2 or 4.2.1.3. The Board of Directors shall include the officers. 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.

5.3 Qualifications

Directors shall be members of the corporation as defined under 4.2.1. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

5.4 Election

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

5.4.2 Successor Directors. The members shall have power to elect a Board of Directors. Election of successor directors who are not officers will take place every even year at the Annual Meeting.

Election of successor directors who are officers will take place according to Section 6.2, Election and Term of Office.

5.5 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.

5.6 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.

5.7 Regular Meetings

Regular meetings of the Board of directors may be held with or without notice.

5.8 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.

5.9 Meetings by Remote Communication

Members of the Board or any committee designated through means of remote communication through which Directors not physically present may participate in the meeting substantially concurrently, vote on matters submitted to the members, pose questions, and make comments. Notice of meetings at which one or more Directors may participate by means of remote communication must be delivered by a means which the Director has authorized and provide complete instructions for participating in the meeting from a remote location.

5.10 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.

5.11 Waiver of Notice

5.11.1 In the Form of a Record

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 in the form of a record executed 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.

5.11.2 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.

5.12 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 continue meeting without taking action or adjourn the meeting from time to time without further notice.

5.13 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.

5.14 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 shall deliver his or her 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 to the Secretary of the corporation immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

5.15 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 consent in the form of a record, setting forth the action so taken is executed by all Directors entitled to vote with respect to the subject matter thereof. This consent may be carried out using mail, fax or electronic transmission. Any such consent shall be inserted in the minute book as if it were the minutes of a meeting of the Board. Such consent shall have the same force and effect as a unanimous vote. For purposes of these Bylaws, “executed” means: (a) writing that is signed; or (b) an electronic transmission that is sent with sufficient information to determine the sender’s identity.

For purposes of this Section 5.15 only, "each director entitled to vote" does not include an "interested director" who abstains in writing from providing consent where the Board has determined that: (a) the corporation is entering into the transaction for its own benefit; and (b) the transaction is fair and reasonable to the corporation when it enters into the transaction or the non-interested directors determine in good faith after reasonable investigation that the corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent. All of the non-interested directors shall approve the action and such determination shall be included in the written consent or in other records of the corporation.

5.16 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.

5.17 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 a two-thirds vote of the current number of members excluding alternate members represented in person at a meeting of members at which a quorum is present.

5.18 Vacancies

5.18.1 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 members.

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

5.19 Compensation

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

5.20 Notice by Electronic Transmission

An electronic transmission is received when it enters an electronic system that the recipient has designated or currently uses for the purpose of receiving electronic transmissions of the type sent and is in a form capable of being processed by that system. An electronic transmission is received under this section even if no individual is aware of its receipt. Receipt of an electronic acknowledgment from an electronic system described in this Section establishes that a record was received but, by itself, does not establish that the content sent corresponds to the content received, and is not necessary for the record to be received.

ARTICLE 6. OFFICERS

6.1 Number and Qualifications

6.1.1 The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer.

6.1.2 All officers must be members or alternate members representing federally-recognized Indian Tribe members of the Commission.

6.1.3 Any officer may be assigned by the Board any additional title that the Board deems appropriate.

6.1.4 Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 Election and Term of Office

6.2.1 The officers of the corporation shall be elected by the members.

6.2.2 Election of the Vice Chair and Treasurer will take place every even numbered year at the Annual Meeting.

6.2.3 Election of the President and Secretary will take place every odd numbered year at the Annual Meeting.

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

6.3 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.

6.4 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.

6.5 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.

6.6 President

The President, also referred to as the "Chair," shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to them by the Board or prescribed by these Bylaws.

6.7 Vice President

A Vice-President, also referred to as the "Vice Chair," shall perform the duties and exercise the powers of the President during the absence or disability of the President.

6.8 Secretary

The Secretary, with assistance from a staff member, shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, assuring that corporate records are maintained, and performing the duties and exercising the powers of the President and Vice President during the absence or disability of the President and Vice President.

6.9 Treasurer

The Treasurer shall perform the duties as from time to time may be assigned to them by the President or the Board and performing the duties and exercising the powers of the President and Vice President during the absence or disability of the President and Vice President.

ARTICLE 7. 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. They 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. They are 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. They 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 8. ADMINISTRATIVE PROVISIONS

8.1 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.

8.2 Accounting Year

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

8.3 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 9. AMENDMENTS

These Bylaws may be altered, amended, or released and new Bylaws may be submitted and voted upon at any meeting of the Board of Directors with subsequent recommendation to the membership if submitted to the membership in writing at least ten days before such a meeting. Adoption will occur with a two-thirds vote of the members entitled to vote at any regular or special meetings of the membership at which a quorum is present.

ARTICLE 10. 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 Bylaws were amended by the Members and the Board in accordance with Article 9 of these Bylaws on December 6, 2023.

Maureen Kinley, Commission 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.

December 6, 2023, Amended and Restated Bylaws.