

NORTHWEST PORTLAND AREA INDIAN HEALTH BOARD

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STRUCTURE AND GOVERNANCE

PREAMBLE

The elders tell us to be careful in the decisions that we make today as they will impact the seventh generation – our grandchildren’s grandchildren. It was the spirit behind this teaching that guided our Northwest Tribal Leaders to form the Northwest Portland Area Indian Health Board, a tribal organization under the Indian Self-Determination and Education Assistance Act, P.L. 93-638, to advocate and realize wellness of our seventh generation. The NPAIHB adopts this Constitution and By-laws to guide the representatives of the Board to secure an organized voice and consensus in decisions relating to the development, advocacy, and implementation of Indian health legislation, regulations, policies, and programs.

DEFINITIONS

“Alternate” means those appointed by tribal resolution or other official written communication that may act as a representative upon the absence of the Delegate.

“Board Member(s)” means the Delegates or their respective Alternates duly appointed by tribal resolution or other official written communication by Northwest Tribe.

“Delegate” means those duly authorized by tribal resolution or other official written communication to serve on the NPAIHB.

“Northwest Tribe” means one of the 43 federally-recognized tribes in Idaho, Oregon, and Washington.

“Northwest Tribes” means the 43 federally-recognized tribes in Idaho, Oregon, and Washington.

“NPAIHB or Board” means the Northwest Portland Area Indian Health Board.

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ARTICLE I

Section 1. Tribal Representatives

The basic structure of the NPAIHB shall begin in the governing body of the federally-recognized member tribes in the states of Idaho, Oregon and Washington. The governing body of the tribe, or its authorized health committee, shall designate by written tribal resolution or other official written communication by the tribe a single Delegate and Alternate to serve on the Northwest Portland Area Indian Health Board.

Section 2. Northwest Portland Area Indian Health Board Members

The Northwest Portland Area Indian Health Board shall be composed of the Delegates, or Alternates, representing the federally-recognized member tribes in the states of Idaho, Oregon, and Washington (also referred to as the Portland Area of the Indian Health Service).

ARTICLE II - POLICIES & POWERS

Section 1.

The mission of NPAIHB is to eliminate health disparities and improve the quality of life of American Indians and Alaska Natives by supporting Northwest Tribes in their delivery of culturally appropriate, high quality health programs and services. This shall be accomplished through research and surveillance activities, policy advocacy, leadership, partnerships, health promotion activities, information dissemination, facilitation and technical assistance/training activities designed to support Board Members, tribal health directors and tribal employees.

One of NPAIHB's primary purposes for being established is to identify the needs and desires of American Indians and Alaska Natives in order to guide the Indian Health Service and other relevant federal, state and local agencies in formulating policies, programs and priorities in providing and delivering services which it is incumbent upon the United States to provide pursuant to the trust responsibility and treaty obligations made to federally-recognized Indian tribes.

The NPAIHB is organized exclusively for charitable, research and educational purposes. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be performed by such corporations to retain their tax exempt status.

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Section 2.

Membership on the NPAIHB is not intended to affect or abridge any rights or powers of the member tribes recognized by the Constitution of the United States, by treaties, federal or state laws, or otherwise. The NPAIHB recognizes that tribes retain all inherent sovereign rights and powers possessed by them, or subsequently vested in them to act, confer or negotiate directly with the United States Public Health Service or any other governmental body or agency on any matter directly affecting their respective tribes or citizens thereof.

Section 3.

Participation in the NPAIHB does not preclude any tribe from direct communication at all levels with any personnel of the Indian Health Service or any other relevant federal, state or local agency.

Section 4.

The NPAIHB shall have the power to designate a representative to sit on the National Indian Health Board.

Section 5.

The NPAIHB shall have the authority to employ an Executive Director and all other staff necessary to carry out the directives and policies described by the Board.

Section 6.

NPAIHB staff or legal counsel shall provide incoming Board Members an orientation to Board service, including an overview of NPAIHB meeting protocols and systems, NPAIHB Constitution and Bylaws, and NPAIHB Code of Conduct expectations.

Section 7.

The purpose of NPAIHB's Code of Conduct is to ensure that Board Members work together in harmony and with respect, and with a focus on the best interests of the NPAIHB, Northwest Tribes, and in honor of our ancestors and the seventh generation. As part of Board service, Board Members agree to abide by the following NPAIHB Code of

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Conduct:

- a) Regularly attend meetings. Delegate will notify their Alternate and NPAIHB when Delegate is unable to attend the meeting; and
- b) Work respectfully with other Board Members, employees, agents, and others in a spirit of cooperation, giving individuals courteous consideration of their opinions; and
- c) Not use his or her position for private gain by identifying to the other Board Members any actual or potential conflicts of interest that arise during Board service and recuse of Board Member from any Board voting or decisions that give rise to conflict of interest concerns;
- d) Not make any statements that purport to represent NPAIHB or act on behalf of the Board independently without authorization of the Board; and
- e) Conduct all functions that they carry out for the Board with due care and in a confidential manner, if required.

Section 8.

Board Members who fail to abide by the code of conduct indicated in Article II, Section 7 may be asked to meet with the Executive Committee for a discussion. Any further action deemed necessary regarding the Board Member, including discipline or removal, shall be by unanimous action of NPAIHB Board Members in an Executive Session and confidential as may be required under Article II, Section 7.

ARTICLE III - VOTING

Each Delegate, or their Alternate, of the NPAIHB shall have one vote on all matters. Delegates, or their Alternates, must be present to vote. No proxies will be permitted.

ARTICLE IV - QUORUM

A majority of the Delegates, or their Alternates (51%) must be present to constitute a quorum at all levels of the organization.

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ARTICLE V - OFFICERS

Section 1.

The NPAIHB shall elect a Chair, Vice-chair, Secretary, Treasurer, and Sergeant-at-arms. Only Delegates shall be eligible to hold these offices. Alternates are not eligible.

Section 2.

Officers shall serve for terms of two years, or until their successors are elected.

Section 3.

Election of officers shall be staggered with the Chair and Secretary elected one year and the Vice-chair, Treasurer, and Sergeant-at-arms the following year.

Section 4.

The first regular meeting of each calendar year shall be the annual meeting at which the officers are elected. Any vacancy shall be filled by vote at the following quarterly meeting.

ARTICLE VI - DUTIES OF OFFICERS

The officers shall have the duties common and appropriate to their respective offices. The officers shall take official action and serve as spokesmen only on matters specifically authorized by the NPAIHB.

ARTICLE VII – COMMITTEES

The NPAIHB may establish, from its membership, Committees as it determines are necessary for the purpose of serving NPAIHB's needs. The current NPAIHB Committee structure is detailed more fully at the end of these Bylaws.

ARTICLE VIII - MEETING DATES

Section 1.

Regular meetings of the NPAIHB shall be held quarterly in the last two weeks of January, April, July and October.

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ARTICLE IX - SPECIAL MEETINGS - CALLED OR REGULAR MEETINGS

Section 1.

At each regular meeting, the Board shall designate the actual date, hour and place of the next regular meeting.

Section 2.

Special meetings may be called by the Chair, or by the Vice-Chair and Secretary, and Treasurer acting jointly, or any seven members of the NPAIHB acting jointly.

Section 3.

Adequate written notice stating time, place and purpose including a draft agenda must be given of all meetings, regular or special. The written notices shall be mailed or emailed, or delivered not less than ten (10) calendar days, except in case of emergencies, nor more than thirty (30) calendar days before the meeting date.

Section 4.

NPAIHB meetings are held as in-person meetings. However, the Board may decide whether other meeting methods are necessary, including for emergency health and safety related concerns of in-person meetings. In the case of an emergency remote meeting, the Board may utilize online video conferencing, teleconferencing, or other such means of remote meetings upon a vote of Executive Committee, to the extent that any such meeting methods would not exclude the capacity of a Board Member from attending (i.e. lack of access to technology or data access for internet connectivity, etc.). If any single Board Member may not attend an in-person meeting due to emergency reasons, to the extent such meeting locations have the technological capacity to support remote attendance, the Executive Committee may allow that Board Member to attend remotely.

ARTICLE X - VACANCIES

All vacancies on the NPAIHB shall be filled by the tribal governing body, or its authorized representative.

ARTICLE XI - AMENDMENTS

Section 1.

The By-Laws of the NPAIHB, as officially adopted, shall be amended only in

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accordance with the following procedures:

- a) Only Delegates, or their Alternates, holding official appointment to the Board may bring a proposed amendment to the By-Laws to the Board for consideration.
- b) The Board, by majority vote of Delegates present at an official meeting, must agree to provide all members holding official appointments a copy of the proposed change (s) and/or amendment(s) to the official By-Laws at least thirty (30) calendar days prior to any official vote on said change(s) and/or amendment(s).
- c) A majority of the total eligible Delegates to the Board shall be required to adopt any amendment(s) to the By-Laws of the NPAIHB. A vote to amend the By-Laws must take place at an official regularly scheduled, or special meeting of the NPAIHB.

ARTICLE XII - DISSOLUTION

Upon the dissolution of the Northwest Portland Area Indian Health Board, the Board shall, after paying or making provision for the payment of all liabilities of the Northwest Portland Area Indian Health Board, dispose of all assets in compliance with applicable legal requirements.

ORIGIN

The Northwest Portland Area Indian Health Board was organized by representatives from Northwest Tribal Councils on December 2, 1972 at a meeting under the sponsorship of the Indian Health Service.

DUTIES

The Board acts as an advisor and liaison on Indian health to the Indian Health Service (IHS) and other relevant federal, state and local agencies and the Northwest Tribes.

The Board and staff provides professional assistance and services to the Northwest Tribes in, but not limited to, the following areas:

- 1) Assures that providers of healthcare delivery services to American Indians in the Northwest provide healthcare in a manner that acknowledges and respects Northwest Tribes cultures and beliefs.

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- 2) Supports and promotes the development of healthcare and public health programs at IHS/Tribal health programs, and supports the self-determination of Northwest Tribes.
- 3) Provides training and technical assistance on health-related topics to Board Members, Northwest Tribal Leaders, and tribal health directors and staff.
- 4) Maintains and expands the role of the Board Members as an advisory board on health issues.
- 5) Performs a liaison role in the area of Indian health between Northwest Tribes and relevant government agencies and other organizations, and makes recommendations on services and ways to improve the Indian health care delivery system through data and requests from Northwest Tribes.
- 6) Undertakes special projects to improve the health delivery system for all American Indian and Alaska Native people in the Northwest, and to increase Indian health care providers in the Northwest.
- 7) Conducts research, surveillance and evaluation activities, and provides needed information to IHS and tribal health programs, and IHS Area Office.
- 8) Reviews, comments and advises on national policies proposed by the IHS and other relevant federal agencies, as well as state and local agencies, which serve or should be serving American Indians and Alaska Natives.
- 9) Analyzes federal agency(s) funding to IHS, other relevant health care agencies and tribal health programs.
- 10) Disseminates information on important Indian health and policy issues impacting Northwest Tribes.

COMMITTEES

Executive Committee

- A) **Membership**
The Executive Committee shall be elected from the Delegates to the Board and consist of the Chair, Vice-Chair, Secretary, Treasurer and Sergeant-at-Arms. The Chair shall serve as Chair of the Executive Committee.
- B) **Duties of Chair**
 - 1) Call meetings of the Executive Committee.
 - 2) Appoints members of advisory committees.

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- 3) Represents the NPAIHB to the public or selects other representatives.
 - 4) Chairs meetings of the Board.
 - 5) Provides program direction to Executive Director and financial and audit oversight, as necessary, to the Director of Finance/Chief Financial Officer.
 - 6) Implements disciplinary actions involving the Executive Director.
 - 7) Approves out-of-area travel for Executive Director.
- C) Duties of Executive Committee
- 1) Approves quarterly Board meeting agendas.
 - 2) Develops long range planning.
 - 3) Develops and refers policy issues to the Board for approval.
 - 4) Review, monitors and reports Board financial matters, including any audit review necessary for the organization.
 - 5) Reviews, screens and interviews applicants for Executive Director and reports to Board.
 - 6) Recommends Executive Director candidate to full Board.
 - 7) Reports quarterly to the Board.
 - 8) Provides timely notice to the Board of any financial or other administrative problem which may impact the stability of the Board.
 - 9) Completes annual performance evaluation of the Executive Director.
 - 10) Final appeal level on personnel grievances.
 - 11) Approves staff salary scale and cost of living salary increases.
 - 12) Oversees the preparation and submission of correspondence to appropriate officials relating the concerns and recommendations of the Board.
 - 13) Take such actions, as deemed necessary by the Executive Committee, by majority vote of the Executive Committee in meetings (in person, conference calls, and virtual platforms) or unanimous vote by email, between quarterly Board meetings, including approval of resolutions; provided, that such resolutions are then ratified by the Board at the next quarterly Board meeting.
- D). Voting
Each member of the NPAIHB Executive Committee shall have one (1) vote on all matters.
- E) Quorum
A majority of the Executive Committee must be present to constitute a quorum.
- F) Meetings
- 1) The Executive Committee shall meet quarterly, when required, approximately thirty (30) days preceding the quarterly meeting of the Board.
 - 1) The Executive Committee shall schedule additional meetings as needed.
 - 2) The date and location of this meeting shall be determined by the Committee members.
 - 3) Conference calls or video conferencing may be considered official meetings.

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Personnel Committee

- A) Membership
The Personnel Committee shall consist of a minimum of three (3) Board Members appointed by the Chair. Vacancies shall be filled by appointment by the Chair. Appointments are by individual Board Member, not by the tribal seat.
- B) Term of Office
Personnel Committee members shall serve for a term of one (1) year.
- C) Duties
- 1) Make recommendations to the Board relative to the development and revision of personnel/grievance policies and procedures.
 - 2) Take action on employee grievances as required.
 - 3) Reviews position descriptions for professional staff.
 - 4) Recommends the NPAIHB staff salary scale to Executive Committee.
 - 5) The Committee is responsible to the Executive Committee and the Board and shall make reports as needed or requested by the Board
 - 6) The Committee will be responsible for any other policy matters pertaining to personnel and employees, as the Board may from time to time direct.
- D). Voting
Each member of the NPAIHB Personnel Committee shall have one (1) vote on all matters.
- E) Quorum
A majority of the NPAIHB Personnel Committee members must be present to constitute a quorum.
- F) Officers
- 1) The NPAIHB Personnel Committee shall be chaired by a Committee member appointed by the NPAIHB Chairman.
 - 2) The Chair shall be responsible for the coordination and on-going activities of the Committee.
 - 3) The Chair shall serve as spokesman only on Committee matters.
 - 4) The Chair shall work closely with the NPAIHB Chair and the Executive Director and shall report as required to the Board.
- G) Meetings
- 1) The NPAIHB Personnel Committee shall meet as the need arises. Meetings may be requested by Committee members and shall be called by the Chair.
 - 2) The date and location of meetings shall be determined by Committee members.
 - 3) Conference calls or video conferencing may be considered official meetings.

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Resolutions Committee

- A) **Membership**
The Resolutions Committee shall consist of a minimum of three (3) Board Members appointed by the Chair.
- B) **Vacancies** shall be filled by appointment by the NPAIHB Chair. Appointments are by individual Board Members.
- C) **Term of Office**
Resolutions Committee members shall serve for a term of one (1) year.
- D) **Duties**
 - 1) Accepts resolutions, reviews and edits them for clarity, and recommends them to the NPAIHB for votes at Quarterly Board meetings.
 - 2) Works with the Executive Director to develop resolutions and/or position papers in response to Board mandate.
 - 3) Make recommendations on the distribution of Board resolutions.

Other Committees, Task Forces and Workgroups

New standing committees, Task Forces or Workgroups of the Board may be established as needed by a majority vote of the Executive Committee with ratification by the full Board at the next Quarterly Board meeting. Ad-Hoc committees may be established, as needed, by the Board Chairman.

Unless otherwise stipulated, all committee appointments are by individual rather than tribal seat.

ALLOWANCES AND REIMBURSEMENTS TO BOARD MEMBERS

Allowances

At the present time the NPAIHB is not paying allowances to members of the Board or its Committees.

Reimbursements

- 1) Board Members shall be reimbursed at federal government travel rates for expenses incurred as a result of attendance at authorized meetings.
- 2) Reimbursements for travel other than Quarterly Board meetings must be approved by the

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Executive Committee.

- 3) Reimbursements for lodging may exceed the federal government rate if no reasonable lodging is available at the federal rate. Written justification showing that no reasonable alternative was available must be provided.
- 4) Federal rates may be exceeded if the negotiated conference rate is higher than the federal rate and the conference site is preferable for efficiency and expediency. Documentation of conference rate must be provided. Prior approval of the Executive Director is required to exercise these options (3 & 4).

Reimbursable Expenses

- 1) Actual cost of transportation to and from official meetings by the least expensive, commonly used method of transportation (including taxis, tolls and parking fees).
- 2) Meals and lodging when and if necessary will be paid on a per diem basis at the rates established for federal employees.
- 3) Reimbursement for car rentals will only be made when written justification is provided showing that no other form of ground transportation is available or that a car rental is less expensive than all other available ground transportation. Approval for car rental assumes approval for the cost of insurance coverage.
- 4) Delegates are reimbursed for mileage only for attendance at Board meetings.

Claims for Reimbursements

Each claim must be submitted on the NPAIHB travel reimbursement form, documented as to actual expenses incurred and signed by the traveler. Receipts for lodging and other claimed expenses (except meals) must be submitted with the claim.

Travel Advances

Members of NPAIHB's Boards and Committees who travel on Board business may request an advance of not more than 80% of their projected expenses. If the Board Member does not take the trip for which the advance was issued, the total amount of the advance shall be promptly returned to the NPAIHB. Travel Reports are to be submitted within 15 days following completion of travel. Travel advances will not be issued until all previous travel reports have been submitted.

Representation at Meetings

The NPAIHB Chair is the primary representative of the Northwest Portland Area Indian

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Health Board to the public. The Chair has the authority to select, and/or approve, other Delegates or staff to serve as a representative for the Board on committees and at meetings, conferences, or other public activities.