

AMENDED CONSTITUTION AND BY-LAWS OF THE NATIONAL INDIAN HEALTH BOARD

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PREAMBLE

Invoking the will, power and guidance of the Great Spirit, We the Members of the American Indian Tribes and Alaska Natives, hereinafter referred to as the National Indian Health Board (NIHB) of the United States assembled on the 23 day of January 1985, at Washington, D.C., in order to secure an organized voice as an advocate of self-determination, seeking to attain to ourselves and our posterity the rights and benefits to which we are entitled to under the laws of the United States and our respective States; and/or treaty rights relating to all aspects of health services; to enlighten and give the public a better understanding of matters and problems of health affecting the American Indian and Alaska Native; to enhance and promote the education and understanding of members of the above mentioned Tribes in matters pertaining to their health and welfare; to seek an equitable adjustment among participating Tribes and Alaska Natives, of public health services; and otherwise to promote the common welfare and health, do establish the organization and adopt the following Constitution and By-Laws.

ARTICLE I - NAME OF CORPORATION

The name of this non-profit Corporation shall be the National Indian Health Board, (NIHB).

ARTICLE II - PURPOSES

The NIHB is organized to conduct, engage in, and carry on activities and programs which are exclusively for charitable and education purposes, including:

- A. Advocacy and Policymaking
  - 1. To assure that all federal, state, local and other agencies provide American Indians and Alaska Natives with the Health resources, and services to which they are entitled--as Indians and as American citizens.
  - 2. To review and comment on all national policies proposed by the Indian Health Service and other federal agencies, which serve or should be serving American Indians and

Alaska Natives, to recommend to them such policies as are necessary to improve the health services provided by those agencies to American Indians and Alaska Natives.

3. To assure that providers of health care delivery services to American Indians and Alaska Natives in a manner which acknowledges and respects their culture and beliefs.
4. To conduct studies and compile information on the health status of American Indians and Alaska Natives and to inform and educate the American public about the health needs and accomplishments of American Indians and Alaska Natives.
5. To promote the development of American Indian and Alaska Native health manpower so that there shall be a sufficient pool of Indian and Alaska Native physicians, nurses, dentists, para-professionals, technicians, and other skilled health care workers to adequately serve their people.
6. To engage in any and all other activities to advance the health and promote the self-determination of American Indian and Alaska Natives.
7. To serve as the national spokesperson for the local area health boards so as to provide an effective national voice for American Indians and Alaska Natives on all matters concerning their health needs and health rights.

**B. Communications and Technical Assistance**

1. To assist, upon request, Tribes and tribal organizations (including Indian health boards and health departments) to implement their own self-determination in health.
2. To inform local and area health boards and Indian Tribes about proposed or enacted health legislation and regulations, and the impact such legislation or regulations may have on the health rights and health care of American Indians and Alaska Natives.
3. To provide such other information, training, and assistance to local and area health boards, tribal health departments, and other Indian organizations as requested by them to enable them to provide effective services to the communities they represent.

**ARTICLE III - MEMBERSHIP**

- Section 1) The membership of the NIHB shall be composed of the official Area Indian Health Board one (1) from each Indian Health Service (IHS) Area. When an IHS Area has no Area Indian Health Board, the NIHB, by twothirds (2/3) vote of its full membership, shall determine what organization within the area, if any, shall be designated the member from that Area.
- Section 2) Each member shall be entitled to have one (1) representative on the NIHB Board of Directors. NIHB Representatives are required to be a Tribal Official, i.e. Council, Health Board, Health Director, etc. and preferably possess a strong background in some area of health care. NIHB Representatives to be selected by procedures determined by the Governing Body of the member organization. The member organizations shall inform the NIHB by a certified document of their representation after their annual meeting or election.
- Section 3) If any Representative ceases to be the designated representative of his/her Area Indian Health Board or Area Organization he/she will no longer be eligible to serve as a representative to the NIHB.
- Section 4) Each member organization shall choose an Alternate Representative to the NIHB to act for the regular representative in the event he/she is unable to attend a meeting of the board, or carry out other assigned duties. The Alternate Representative shall have the right to vote on all issues brought before the NIHB.
- a) An alternate representative cannot represent or be elected to an officer position or the Executive Committee.
  - b) An Alternate Representative can represent the regular representative on all other NIHB standing committees, i.e. Resolutions.
  - c) An Alternative Representative can be appointed to serve on NIHB SubCommittees, i.e. Conference Planning.

Section 5) The NIHB shall have sole authority to prescribe criteria, terms, and conditions for membership and to accept or reject requests for membership.

Section 6) Any Area Indian Health Board or Area organization that no longer desires to be a member of the NIHB shall so indicate by written notice to the Chairman of the NIHB.

#### ARTICLE IV - VOTING

Each member of the NIHB as defined in Article III, Section 1 and 2, is entitled to one (1) vote on all matters brought to a vote during a regular or special meeting. NIHB Representatives must be present to vote.

#### ARTICLE V - QUORUM

A majority of the Representatives of the NIHB at any meeting shall constitute a quorum, and a quorum must be present for the transaction of any official business.

#### ARTICLE VI - ELECTION OF OFFICIALS

Section 1) The officers of the NIHB shall be a Chairperson, Vice Chairperson, Secretary, and a Treasurer, and shall be elected by the NIHB at the Annual Consumer Conference or at the meeting declared to be the Annual Meeting of the NIHB by the Board of Directors.

Section 2) All elected Officers shall serve for a term of two (2) years or until the election of their successors, or until a vacancy is declared by the board.

In the first election after this amendment, to be held in October 1991, the Officers shall be elected on staggered terms. The Chairperson and Treasurer for two (2) year terms, the Vice-Chairperson and the Secretary for one (1) year terms. Thereafter, all elected officers shall be elected to two (2) year terms.

Section 3) If any Officer ceases to be the designated representative of his/her Area Indian Health Board or Area organization he/she will no longer be eligible to serve as an Officer of the NIHB.

#### ARTICLE VII - DUTIES OF OFFICERS

Section 1) The Chairperson shall preside and conduct all meetings of the NIHB in an orderly manner. In the scope of his/her authority shall appoint membership to regular and special committees, and furthermore at his/her discretion, shall work in conjunction with the other elected

Officers of the NIHB in having the responsibility for preparing all agenda, authorizing expenditures as provided in annual and special budgets approved by NIHB. The Chairperson shall have the same voting rights as any other Representative of the NIHB. The Chairperson may be an ex-officio member of all committees without voting authority. The Chairperson acts as an official spokesperson for the NIHB on matters and duties specifically authorized by NIHB. The Chairperson is authorized to make temporary appointment to fill vacancies in positions of Officers and the Member-at-Large of the Executive Committee.

Section 2) The Vice-Chairperson shall perform all the duties and assume all responsibilities of the Chairperson in his/her absence.

Section 3) The Secretary will be responsible:

- 1) For maintaining and disseminating the minutes of proceedings of all NIHB regular and special meetings.
- 2) For issuing all necessary notices, copies of agenda, etc.

Section 4) The Treasurer will be responsible:

- 1) With the assistance of the professional staff, review, monitor and audit any monies received.
- 3) For keeping an accurate account of expenditures through established accounting procedures.

Section 5) The NIHB shall employ an Executive Director who shall be responsible for the day to day activities of NIHB. The Executive Director shall be an American Indian or Alaska Native. He/She shall be directly responsible to the Chairperson of the NIHB and the Representatives thereof. He/She shall be delegated any authority as may be deemed necessary to carry on the duties and responsibilities in accordance with NIHB policies.

Section 6) The NIHB may, by two-thirds (2/3) vote of the quorum, expel or remove any Officer for neglect of duty, or gross misconduct. Such charges shall be in writing and formally served upon the accused not less than thirty (30) or more than forty-five (45) days to the hearing called for such reason. The accused Officer shall be given a full and fair opportunity to reply to any and all such charges against him/her, and also the opportunity to summon witnesses in his/her behalf.

Section 7) The Chairperson and Executive Director shall be authorized to borrow on behalf of the Corporation, and furthermore carry the responsibility for the execution and delivery of all promissory notes.

## ARTICLE VIII - EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer and one (1) Member-at-Large. The Member-at-Large shall be selected at the annual election by the Board of Directors in accordance with Article VI. The function of the Executive Committee shall be to assure the continuity of operations during the period between board meetings. The Executive Committee shall have the authority to act as the representative of the Board of Directors between board meetings except that all official actions taken by the Executive Committee on behalf of the NIHB are subject to the review and approval of the full board at the next regular or special meeting at which a quorum is present.

## ARTICLE IX - MEETING DATES

Regular meetings of the NIHB shall be held at least four (4) times each year unless otherwise arranged. The meetings and location shall be determined by the NIHB.

## ARTICLE X - SPECIAL MEETINGS

- Section 1) Special meetings of the NIHB may be called by the Chairperson, or in his/her absence by the Vice-Chairperson, or on written request by concurrence of two-thirds (2/3) members of the board.
- Section 2) Written or printed notice stating time, the place, and the purposes of a special meeting shall be delivered by mail, not less than ten (10), nor more than thirty (30) days before the date thereof to each member of the NIHB.

## ARTICLE XI - VACANCY

Section 1) Vacancies occurring among the Officer's positions and Member-at-Large of the Executive Committee will be filled at the next regular or special meeting of the NIHB.

Section 2) Should a vacancy occur in the Representation of the NIHB said vacancy shall be filled by the respective Area Indian Health Board/Area Organization under procedures adopted by it.

#### ARTICLE XII - AMEDMENTS

The By-Laws of the NIHB as officially adopted, shall be amended only in accordance with the following procedures:

- a) All Representatives holding official appointments, shall be furnished a copy of the proposed change(s) and/or amendment(s) of the official Constitution and By-Laws at least twenty (20) days prior to any official vote on said change(s) and/or amendment(s).
- b) A majority of the total eligible Representatives of the NIHB at a regularly scheduled or special meeting of the NIHB shall be required to adopt any change(s) and/or amendment(s) on By-Laws of the NIHB, provided that other provisions on this article have been complied with.

#### ARTICLE XIII - TRIBAL AFFAIRS AUTONOMY

The NIHB shall not intentionally infringe upon, abrogate, or interfere with any of the respective Area Health Boards Organizations and Tribal Governments in the conduct of their internal affairs.

#### ARTICLE XIV - REFERENDUM

At least twenty-five percent (25%) of the full membership of the NIHB shall have the right to demand a referendum on any enacted or proposed decision or resolution of the NIHB. A vote of the majority of the full membership of NIHB in such a referendum shall be conclusive and binding upon the NIHB.

## ARTICLE XV - CONDUCT OF MEETINGS

The NIHB shall conduct its meetings in a manner so designed by the members, and in the absence of such designation, Roberts Rules of Order shall be used.

## ARTICLE XVI - POWERS

- Section 1) To establish from among the purposes for which NIHB is organized, such priorities as shall from time to time be necessary for the effective operation of the NIHB.
- Section 2) To operate offices, employ staff, conduct training programs and conferences, and to do such other things as are necessary to carry out the purposes for which NIHB was organized.
- Section 3) To amend this Constitution and By-Laws.
- Section 4) To create committees and to delegate authority to them.
- Section 5) To enter into agreements with Indian Tribes, Indian health boards and other organizations.
- Section 6) Such other powers that are conferred on it by law and necessary or incidental to the management of the affairs of the Corporation.
- Section 7) To fix the compensation of all officers and agents of the Corporation.
- Section 8) To enter into, approve, or ratify contracts or grants with public or private entities or persons.

Section 9) To accept gifts or money, securities, and real and personal property.

Section 10) To remove any officer which it has the power to appoint or elect.

#### ARTICLE XVII - MISCELLANEOUS

Section 1) The NIHB shall exercise such other powers as may be required to accomplish the objectives set forth in the Preamble of this document, and as may be exercised in accordance with the Articles of Incorporation.

Section 2) It is recognized that all powers herein described shall be subject to the laws and regulations of the United States.

#### CERTIFICATE OF ADOPTION

THE FORGOING REVISED CONSTITUTION AND BY-LAWS WAS DULY ADOPTED ON THE 22<sup>ND</sup> DAY OF OCTOBER, 1991, AT A MEETING HELD IN ROCKVILLE, MARYLAND, BY A VOTE OF 9 FOR, 0 AGAINST, AND 0 ABSTAINING, OF THE NIHB BOARD REPRESENTATIVES PRESENT.

THIS SUPERCEDES ALL PREVIOUS DOCUMENTS. A RETYPED VERSION OF THIS DOCUMENT WAS APPROVED BY THE NIHB BOARD ON JANUARY 30, 1999, IN DENVER, COLORADO.

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BUFORD L. ROLIN, CHAIRPERSON, NIHB