

## **BYLAWS OF THE CENTER FOR NATIVE HEALTH, INC.**

### **ARTICLE 1 - NAME, MISSION & PURPOSES**

**Section 1:** The name of the organization shall be the Center for Native Health, Inc..

**Section 2:** The mission of the Center for Native Health, Inc., is to respectfully integrate culturally grounded traditional knowledge and native language into new paradigms of health care and education thereby improving the quality of life for native peoples; and to promote tribal self-determination and the health and wellness of native communities by developing and responding to community-based initiatives for research and its application to address community issues.

**Section 3:** The goals and purposes of the Center for Native Health, Inc., include:

- a. To foster new paradigms for health care in native communities based in native languages, cultures and traditional knowledge;
- b. To educate prospective community health care providers regarding the traditional cultural practices of native communities, especially as these pertain to the healer-patient relationship;
- c. To mentor native youth into careers in the health professions;
- d. To work with tribal governments and university partners to develop tribally initiated programs and projects designed to address health, education and language issues as prioritized by native community members.

### **ARTICLE II - BOARD OF DIRECTORS**

**Section 1:** *Board Role, Size, Composition.* The Board is responsible for overall policy and direction of the Center, and delegates responsibility for day-to-day operations to the Center's Chief Executive Officer and committees. The Board shall have up to twelve, and no fewer than seven, members. The board receives no compensation other than reasonable expenses.

**Section 2:** *Meetings.* The Board shall meet at least semi-annually, at an agreed upon time and place.

**Section 3:** *Board Elections.* Up to seven Board members shall be selected from the enrolled members of the Eastern Band of Cherokee Indians. The remaining members shall be selected from partner institutions, agencies or other entities whose members have special knowledge or interest relating to Native American Health..

**Section 4:** *Board Development Committee.* A Board Development Committee shall be appointed by the Board to represent aspects of Native American health. The Board Development Committee shall have three board members, with the Executive Director as

an ex-officio committee member. Committee members shall serve one year terms. The Board Development Committee shall be responsible for developing nominees for board elections, board committees, and planning for board training and leadership development.

**Section 5: *Election Procedures.*** The Board Development Committee shall be responsible for nominating a slate of member representatives equal to one and a half times the number of elected member representatives to be chosen each year, seeking to preserve the diversity and balance necessary to enable the Center for Native Health to provide policy guidance on the broad spectrum of Native American Health issues in accordance with Section 3 above. The election will be held during the Fall annual meeting in accordance with the election procedures established by the Board of Directors.

**Section 6: *Terms.*** All Board members shall serve three-year terms, but are eligible for re-election. However, no board member shall serve more than two three-year terms. The first Board will include members with one and two-year terms to begin staggered terms.

**Section 7: *Quorum.*** A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.

**Section 8: *Notice.*** An official Board meeting requires that each Board member have written notice two weeks in advance.

**Section 9: *Officers and Duties.*** There shall be five officers of the Board consisting of a Chair, Vice-Chair, Secretary, and Treasurer. The officers shall be elected by the Board at the Fall Board Meeting. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary 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, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

**Section 10: *Vacancies.*** When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with

the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

**Section 11:** *Resignation, Termination and Absences.* Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 12:** *Special Meetings.* Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

**Section 13:** The Board may set dues schedules for memberships.

### **ARTICLE III - COMMITTEES**

**Section 1:** The Board may create committees as needed, such as public relations, peer education, trustee education and data collection. There shall be three standing committees - Executive, Finance and Personnel Committees. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

**Section 2:** *Executive Committee.* The five officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Chief Executive Officer. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

**Section 3:** *Finance Committee.* The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall from October through September. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Center are public information and shall be made available to the Board members and the public.

**Section 4:** *Personnel Committee and Hiring Policy.* The Board as a whole is responsible for hiring the Executive Director. The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.

### **ARTICLE IV - DIRECTOR AND STAFF**

**Section 1:** *Chief Executive Officer.* The CEO is hired by the Board. The CEO has day-to-day responsibility for the Center, including carrying out the Center's goals and Board

policy. The CEO will attend all Board meetings, report on the progress of the Center, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

#### **ARTICLE V - AMENDMENTS**

**Section 1:** These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.