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BYLAWS

OF THE

BRISTOL BAY AREA HEALTH CORPORATION
A TRIBAL ORGANIZATION

ARTICLE I

Name, Registered Office, Registered Agent, and Purpose

Section 1. Name. The name of this Corporation is:

BRISTOL BAY AREA HEALTH CORPORATION

Section 2. Purpose. The purposes for which this Corporation is organized are as set forth in Article III of the Articles of Incorporation, as may be amended from time to time. As an elaboration thereto and not a restriction thereon, the Corporation is a tribal organization established to provide comprehensive health and educational services including the provision of hospital and community health services which are acute, preventive and educational in nature. The Corporation may exercise all powers conferred upon Alaska nonprofit corporations under the Alaska Nonprofit Corporations Code (AS 10.20) and any successor statute thereto, including but not limited to the right to form one or more wholly owned for-profit subsidiaries or act as a member of a limited liability company in which all other members are also exempt entities under Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor statute thereto.

Section 3. Registered Office and Registered Agent. A majority of the Board of Directors shall adopt a resolution which sets forth the name and address of the registered agent of the Corporation. The resolution shall remain in effect until a new resolution identifying a new registered agent and the address of that registered agent is adopted by a majority of the Board.

ARTICLE II

Fiscal Year

Section 1. Fiscal Year. The fiscal year of this Corporation shall run concurrently with the federal Fiscal Year.

ARTICLE III

Service Area

Section 1. Service Area. The area served by this Corporation shall be the Bristol Bay Region defined as the area within the combined boundaries of the former Kakanak Service Unit and the Bristol Bay Native Corporation boundaries. The service area of the Corporation may be expanded upon the consent of a majority of the directors, subject to the approval, where required, of appropriate governmental agencies.

ARTICLE IV
Selection of Board of Directors

Section 1. Nonmember Corporation.

(a) As provided in AS 10.20.051, the Corporation has no members; however, each Tribe listed in Article IV, Section 3, as the same may be amended, shall be entitled to nominate a person to sit as a Director on the Corporation's Board of Directors.

(b) In the event a Tribe not identified below in Sections 2 and 3 of this Article IV is added to the list of Tribes to which the Corporation provides services, then these Bylaws shall be amended to add the Tribe's name to both such sections, subject to compliance with Article V. The Tribe shall be added to the list that then contains the fewest number of Tribes. In the event two or more lists have the same lesser number of Tribes, then the Board shall determine which of those lists has the longest time remaining in its directors' current term of office on the Board and shall place the Tribe on that list. In addition, a majority of the Board shall vote to place such Tribe in a subregion, and Section 3 of Article VIII shall be amended to reflect the subregion in which the Tribe is placed.

Section 2. Composition and Qualification of Board of Directors.

(a) Each Director must meet the following qualifications:

- (i) be domiciled in Alaska;
- (ii) be certified as eligible to receive health care services from BBAHC because he/she (A) is listed on the membership rolls or is in possession of a membership card issued by either an Alaska Native Claims Settlement Act Native group or an Alaska Native Tribe that has been recognized as eligible for funding and services in the most current list published in the Federal Register; or (B) has a Certificate of Indian Blood Card issued by the United States Department of the Interior, Bureau of Indian Affairs;
- (iii) be nineteen (19) years of age or older;
- (iv) not be in direct employment of the Corporation except when serving as Interim President/CEO as set forth in BBAHC's President/Chief Executive Officer Succession Planning Policy;
- (v) meet all other qualifications set forth in these Bylaws;
- (vi) be nominated by one of the following Tribes in accordance with the procedures of tribal governance as determined by that Tribe: Chignik Bay Tribal Council, Chignik Lake Village, Curyung Tribal Council, Egegik Village, Ivanof Bay Tribe, King Salmon Tribe, Knugank, Levelock Village, Manokotak Village, Naknek Native Village, Native Village of Aleknagik, Native Village of Chignik Lagoon, Native Village of Ekuk, Native Village of Ekwok, Native Village of Goodnews Bay, Native Village of Kanatak, Native Village of Perryville, Native Village of Pilot Point, Native Village of Port Heiden, New Koliganek Village Council, New Stuyahok Village, Platinum Traditional Village, Portage Creek Village (aka Ohgsenakale), South Naknek Village, Traditional Village of Togiak, Twin Hills Village, Ugashik Village, Village of Clarks Point, and such other Tribes that have the right to nominate a person to sit on the Board;

1 (vii) be able to read and comprehend written and oral English; and
2 (viii) provide BBAHC with acceptable proof that he/she meets all qualifications.
3

4 (b) A person may not be nominated and may not serve as a director if:
5

6 (i) he/she has been removed or has resigned from the Board of Directors or Executive
7 Committee for violation of a BBAHC policy specifically applicable to directors that
8 provides for removal or resignation as a result of such violation and such removal or
9 resignation occurred less than twelve months prior to the first day of such person's
10 proposed term as a director;

11 (ii) under 42 U.S.C. § 1320a-7, his/her service would allow the Secretary to exclude
12 BBAHC from participation in any state or Federal health care program, as more fully
13 set forth in subpart (c) of this Article IV, Section 2; or

14 (iii) his or her service would violate the provisions of AS 47.05.300 - 47.05.390, as
15 more fully set forth in subpart (d) of this Article IV, Section 2.
16

17 (c) The Secretary is allowed to exclude BBAHC from participation in any state or Federal
18 health care program under certain circumstances. This includes, but is not limited to, if BBAHC
19 allows a person to serve on its Board of Directors who has been convicted of certain crimes set forth
20 in 42 U.S.C. § 1320a-7. Each director shall immediately notify the Executive Committee when
21 he/she: (i) has been convicted of any offense set forth in 42 U.S.C. § 1320a-7; (ii) has a civil monetary
22 penalty assessed against him/her under 42 U.S.C. § 1320a-7 or 42 U.S.C. § 1320a-8; or (iii) has been
23 excluded from participation in Medicare or a state health care program (each of (i), (ii) and (iii) is
24 referred to herein as a "Prohibited Activity.") Each director shall annually execute a statement that
25 certifies that he/she has not engaged in a Prohibited Activity and discloses every felony conviction of
26 the director. In these Bylaws, "conviction" shall have the meaning set forth in 42 U.S.C. § 1320a-
27 7(i).
28

29 (d) During any period of time that the provisions of AS 47.05.300 - 47.05.390 apply to the
30 Corporation and prevent persons who have been convicted of a barrier crime as defined in 7 AAC
31 10 from serving on the Board of Directors and require persons who have been charged with a
32 barrier crime to be suspended from serving on the Board pending resolution of the charges, then
33 (i) each director shall comply with criminal background check procedures set forth in the
34 applicable statutes and regulations of the State of Alaska, Department of Health & Social Services;
35 (ii) each director shall immediately notify the Chair after being charged with a "barrier crime" as
36 defined in 7 AAC 10 and shall keep the Chair informed of the status of such actions; and (iii) each
37 person nominated to serve on the Board shall submit all documents, certifications, responses,
38 fingerprint cards, and other materials as necessary for the Corporation to confirm that such person
39 is eligible to serve as a director prior to being seated on the Board of Directors. In the event that
40 a director is charged with a barrier crime while serving on the BBAHC Board of Directors, the
41 Executive Committee and/or Board of Directors shall follow the process set forth in applicable
42 policies.
43

44 (e) A person who does not meet all of the qualifications set forth in this Article IV, Section 2
45 shall not be seated as a director. A director who fails to meet these qualifications after having been
46 seated shall resign or, if she or he fails to resign, shall be automatically removed upon BBAHC's

1 receipt of notice of such failure to qualify as set forth in BBAHC’s Corporate Director Departure or
 2 Removal Policy. The Tribe that nominated the removed director shall be informed of the reason for
 3 the director’s removal and of any suspension of a director.
 4

5 **Section 3. Term of Directors.** Absent the occurrence of one of the events set forth in Article IV,
 6 Section 5, directors shall serve five-year terms, which begin and end on the first day of an Annual
 7 Meeting of the Board of Directors of the Corporation. In order to insure that there is no more than a
 8 one-fifth (or as close to one-fifth as possible) turnover on the Board of Directors at any one Annual
 9 Meeting, the following will apply:
 10

LIST #1	LIST #2	LIST #3	LIST #4	LIST #5
Twin Hills Village	Native Village of Goodnews Bay	Manokotak Village	Platinum Traditional Village	Traditional Village of Togiak
Chignik Lake Village	Chignik Bay Tribal Council	Native Village of Perryville	Native Village of Chignik Lagoon	Ivanof Bay Tribe
King Salmon Tribe	Egegik Village	South Naknek Village	Native Village of Pilot Point	Levelock Village
Native Village of Port Heiden	Naknek Native Village	Ugashik Village	Village of Clarks Point	Native Village of Kanatak
Native Village of Ekwok	Native Village of Aleknagik	Native Village of Ekuk	Knugank	Portage Creek Village (aka Ohgsenakale)
Curyung Tribal Council	New Koliganek Village Council	New Stuyahok Village		

11 Term expirations for the above lists are:
 12
 13

FY 2022 – LIST #1	FY 2027 – LIST #1	FY 2032 – LIST #1
FY 2023 – LIST #2	FY 2028 – LIST #2	FY 2033 – LIST #2
FY 2024 – LIST #3	FY 2029 – LIST #3	FY 2034 – LIST #3
FY 2025 – LIST #4	FY 2030 – LIST #4	FY 2035 – LIST #4
FY 2026 – LIST #5	FY 2031 – LIST #5	FY 2036 – LIST #5

14 **Section 4. Nomination of Directors.** At least 90 days prior to the date of the regular annual meeting
 15 of the Board of Directors, each Tribe on the applicable list for that fiscal year will be asked to nominate
 16 a director in a manner that is consistent with the procedures of tribal governance as determined by
 17 that Tribe and to provide the President/Chief Executive Officer with all requested information such
 18 as a completed Director Designation and Eligibility form. If a candidate is not qualified to serve, the
 19 Tribe that nominated that candidate shall be asked to submit the name of a new candidate and all
 20 requested information for the new candidate. Each Tribe on the applicable list for that fiscal year and
 21 every continuing director will be advised annually of deadlines and requirements under BBAHC’s
 22 Bylaws and policies that impact newly nominated directors, continuing directors, and candidates for
 23 the Executive Committee. This will include, but is not limited to, compliance with the Drug and
 24 Alcohol Policy Applicable to BBAHC Directors and Nominees to the BBAHC Board of Directors.
 25 A director shall commence his/her term when he/she is seated at the regular annual meeting of the
 26 Board of Directors or has been seated by the Executive Committee under this Article IV, Section 6(a)
 27 or Section 6(b), below, whichever occurs first.
 28
 29

1 **Section 5. Resignation, Removal and Other Events Creating Vacancies on the Board of**
2 **Directors.** Absent the occurrence of one of the reasons set forth in (a) through (c) of this Article IV,
3 Section 5, directors shall serve their full term of five years on the Board of Directors:
4

5 (a) Resignation. A director may resign from the Board of Directors by sending a written
6 notice of his/her resignation to the Tribe that nominated the director, to the Chair or to the
7 President/CEO of the Corporation. The notice shall set forth the effective date of the resignation,
8 which if not specified shall be upon receipt of such notice by the Chair or the President/CEO,
9 whichever occurs first. A resignation need not be accepted to be effective. The President/CEO shall
10 notify the Board of Directors of a director's resignation.
11

12 (b) Death or Incompetency. A director's term shall end as of the date of his/her death or
13 as of the date he/she is determined to be incompetent by his/her physician.
14

15 (c) Removal. A director may be removed from the Board of Directors for (i) breach of
16 these Bylaws, (ii) breach of any other organic corporate document or corporate agreement, (iii) breach
17 of fiduciary duties owed to the Corporation, (iv) breach of corporate policy, (v) failure to meet the
18 qualifications to serve as a director, or (vi) other misconduct constituting cause as determined by the
19 Executive Committee. Allegations of director misconduct shall be investigated and resolved as set
20 forth in the Corporation's Policy on Director Misconduct or other applicable policy. The final
21 responsibility for enforcing the Corporation's Policy on Director Misconduct rests with the Chair or,
22 in the absence of the Chair, the First Vice Chair. Nothing herein shall be deemed to eliminate the
23 right of the Board of Directors to remove a director for cause.
24

25 **Section 6. Process to Fill Vacancies on the Board of Directors.** Whenever a vacancy occurs on
26 the Board of Directors, the Chair or the President/CEO shall notify the Tribe that nominated the
27 departing director. The Tribe shall nominate a new person to serve for the remainder of the director's
28 term, shall advise the President/CEO of the nominee's name, and shall submit all requested
29 information such as a completed Director Designation and Eligibility Form for the nominee. The
30 nominee shall provide the President/CEO with all information necessary for the President/CEO to
31 confirm that the nominee is qualified to serve as a director including information regarding such
32 person's prior service on the BBAHC Board of Directors and the reason why such service ended. If
33 the President/CEO determines the nominee is not qualified, the President/CEO shall ask the Tribe to
34 nominate a new person.
35

36 (a) If the President/CEO determines that the nominee is qualified to serve after the last
37 day of the annual meeting of the Board of Directors but before November 1 of the same calendar year,
38 then the Executive Committee shall seat the person as a director at its next meeting. All directors shall
39 be provided with contact information for the new director after he/she is seated.
40

41 (b) If the President/CEO determines the nominee is qualified on or after November 1 of
42 any calendar year but before the end of the last day of the annual meeting of the Board of Directors
43 held in the immediately following calendar year, then the Board of Directors shall seat the nominee
44 as a director during its annual meeting. All directors shall be provided with contact information for
45 the new director after he/she is seated.
46

1 **Section 7. Director Annual Forms.** Annually, each director shall execute oaths and
2 acknowledgements evidencing each director’s understanding and acceptance of his/her duties and his
3 or her obligations to abide by these Bylaws and the Corporation’s policies applicable to Directors.
4 Such forms include but are not limited to a (i) receipt of a copy of the Drug and Alcohol Policy
5 Applicable to BBAHC Directors and Nominees to the BBAHC Board of Directors, (ii) Authorization
6 for Disclosure of Protected Health Information, (iii) Barrier Crimes Certification, (iv) Oath of Office,
7 (v) Conflict of Interest Statement, and (vi) Certification and Disclosure (Medicare/Medicaid).
8

9 **Section 8. Duties of Directors.** During his or her term, each director shall (i) attend all meetings of
10 the Board of Directors, and (ii) facilitate communication of healthcare issues between a Tribe and
11 BBAHC. Facilitation of communication typically involves responding to requests from the Executive
12 Committee (usually a Subregional Officer), responding to requests from BBAHC Management,
13 distributing information received from either the Executive Committee or management to the Tribe
14 that nominated the director, Tribal members and other community residents and advising a
15 Subregional Officer, other Executive Committee member, or the President/CEO of issues and
16 concerns related to BBAHC’s provision of healthcare. Such duties are to be performed year-round.
17

18 ARTICLE V

19 Changes in Tribes Entitled to Nominate A Person to Sit 20 on the Board of Directors 21

22 **Section 1. Tribes Entitled to Nominate Person to Sit on Board.** Each Tribe in the Corporation’s
23 service area is entitled to nominate a person to sit on the Corporation’s Board of Directors if it (a) is
24 considered to be an Indian Tribe eligible to contract as such under the federal Indian Self-
25 Determination and Education Assistance Act (hereinafter “eligible tribal contractor”), (b) has given
26 the Corporation a resolution authorizing the Corporation to provide health care to eligible Tribal
27 members pursuant to that Act, and (c) has not withdrawn such resolution. Any such Tribe not listed
28 in Article IV, Section 3 of these Bylaws may petition the Board of Directors for a seat. The petition
29 shall include proof satisfactory to the Board that the Tribe seeking the right to nominate a person to
30 sit on the Board of Directors meets the qualifications set forth in (a) through (c), above. The Tribe
31 shall be granted the right to nominate a director to sit on the Corporation’s Board of Directors if the
32 requirements of this Article V, Section 1 are satisfied, subject to the provisions of Section 3 of this
33 Article V, which sets forth the grounds by which a Tribe may lose its seat on the Board.
34

35 **Section 2. Discretionary Right to Grant a Tribe a Seat on the Board.** The Board of Directors
36 may, in its discretion, grant a seat on the Board to any Tribe in the Corporation’s service area which
37 is not an eligible tribal contractor, but which nevertheless fairly represents Alaska Native and/or
38 American Indian beneficiaries in its area. Any Tribe requesting a seat on the Board on this ground
39 shall include in its petition proof satisfactory to the Board that the Tribe fairly represents Alaska
40 Native and/or American Indian beneficiaries in its area. The Board of Directors may grant a seat on
41 a two-thirds (2/3) affirmative vote of the Board of Directors, subject to the provisions of Section 3 of
42 this Article V, which sets forth the grounds by which a Tribe may lose its seat on the Board.
43

44 **Section 3. Grounds for Loss of Seat on Board.** Any Tribe which no longer meets the qualifications
45 set forth in Article V, Section 1 of these Bylaws shall lose its seat on the Board of Directors effective
46 as of the date of such failure to qualify. Any Tribe entitled to nominate a person to sit on the Board

1 of Directors which ceases to exist as a Tribe or which is not an eligible tribal contractor shall lose its
2 seat on the Board of Directors if at least two-thirds (2/3) of the Board of Directors votes for expulsion.
3 Any Director may move for expulsion on these grounds. The Board shall have broad latitude in
4 determining whether a Tribe has ceased to exist. The Board may, but is not required to, consider the
5 following factors: number of Tribal members, provision of mail service on a regularly scheduled
6 basis, familial relationship of Tribal members, whether the Tribal members engage in any formal self-
7 governance activities, existence of state approved educational facility for minors, and existence of
8 regularly scheduled common carrier services.
9

10 **ARTICLE VI**
11 **Board of Directors' Meetings**
12

13 **Section 1. Place of Meetings.** The meetings of the Board of Directors shall be held at a designated
14 place, by remote communication, or at a designated place and by remote communication. The
15 designated place may be a location inside or outside of the State of Alaska as a majority of the Board
16 of Directors may decide. The Board of Directors shall meet at least annually.
17

18 **Section 2. Special Meetings.** Special Board meetings may be called by the Chair or by a petition
19 signed by a majority of the Directors. Such meetings should be held to a minimum and should be
20 advertised and given all the publicity of regular meetings. They should be held at a designated place,
21 by remote communication, or at a designated place and by remote communication unless otherwise
22 specifically publicized. The only business which may be legally conducted at a special meeting is the
23 business which is identified in the call for the meeting. Each Director shall be given notice of the
24 special meeting as provided for in Article VI, Section 3(b) of these Bylaws. Before conducting
25 business at a special meeting, it is advisable to have all Directors present (whether in person or
26 attending by remote communication) sign a simple certification to the effect that they received a notice
27 of the special meeting.
28

29 **Section 3. Notice of Meetings.**
30

31 (a) Regular Meetings. A notice of each regular meeting of the Board of Directors stating the
32 place, day and hour of the meetings, shall be given by the Secretary or by a person authorized by a
33 majority of the Board of Directors to provide notice of the meeting to each Director. The notice may
34 be sent by facsimile, radio, telephone, e-mail, telegram, overnight delivery service, or United States
35 mail. The notice must be received at least ten (10) days before the date scheduled for the meeting. A
36 notice sent by facsimile shall be considered received at the time shown on the confirmation sheet. A
37 notice sent by radio or telephone shall be considered received when verbal confirmation is given by
38 the person accepting the message, including a responsible adult who is not the Director for whom the
39 message is intended. A notice sent by e-mail shall be considered received upon the earlier of receipt
40 by the sender of a confirmation of opening of the message sent by the e-mail server or the date that a
41 return e-mail confirming receipt of the message is sent to the sender. A notice sent by telegram,
42 overnight delivery service or United States mail shall be considered received 48 hours after it is
43 deposited with the carrier with all charges prepaid. Charges for sending notice shall be prepaid to
44 each Director's address appearing on the books of the Corporation.
45

1 (b) Special Meetings. A notice of each special meeting of the Board of Directors stating the
2 place, day and hour of the meetings, and the purpose(s) of the meeting shall be given by the Secretary
3 or by a person authorized by a majority of the Board of Directors to provide notice of the meeting to
4 each Director. The notice may be sent by facsimile, radio, telephone, e-mail, telegram, overnight
5 delivery service, or United States mail. The notice must be received at least twenty-four (24) hours
6 before the date scheduled for the meeting. A notice sent by facsimile shall be considered received at
7 the time shown on the confirmation sheet. A notice sent by radio or telephone shall be considered
8 received when verbal confirmation is given by the person accepting the message, including a
9 responsible adult who is not the Director for whom the message is intended. A notice sent by e-mail
10 shall be considered received upon the earlier of receipt by the sender of a confirmation of opening of
11 the message sent by the e-mail server or the date that a return e-mail confirming receipt of the message
12 is sent to the sender. A notice sent by telegram, overnight delivery service or United States mail shall
13 be considered received 48 hours after it is deposited with the carrier with all charges prepaid. Charges
14 for sending notice shall be prepaid to each Director's address appearing on the books of the
15 Corporation.

16
17 **Section 4. Agendas.** The President/Chief Executive Officer, or his/her designee, at the direction of
18 the Chair, or in his/her absence, one of the Vice Chairs, shall prepare all agendas for regular and
19 special meetings of the Board. The draft agenda shall be distributed to the Directors at least ten (10)
20 days prior to regular meetings and, if practicable, one (1) day prior to special meetings.

21
22 **Section 5. Minutes of Board Meetings.** The Secretary shall keep, or cause to be kept, complete
23 records of meetings of the Board of Directors. The record shall initially consist of digital or electronic
24 recordings of the meeting and, if the Secretary so directs, the simultaneous written or typed notes of
25 the meeting. Following the meeting, the Secretary shall prepare, or shall cause to be prepared, written
26 minutes ("Minutes") based upon the tape recording and, if made, simultaneous written or typed notes.
27 The Minutes shall include:

28
29 (a) A record of all actions taken by the Board, with the vote of each Director recorded, except
30 in cases of unanimous votes or voice votes.

31
32 (b) Resolutions and motions in full; reports and documents relating to a formal motion may
33 be omitted if they are referred to, are identified by title and date, and are kept in a permanent file.

34
35 (c) A record of the disposition of all matters which come before the Board.

36
37 Drafts of Minutes to be approved at a meeting shall be distributed to directors at least ten (10)
38 days prior to regular meetings and, if practicable, one (1) day prior to special meetings. Minutes shall
39 be tentative and unofficial until they are approved by action of the Board, and all minutes on file or
40 distributed must be clearly marked as to their status. Official minutes, duly approved by the Board,
41 shall carry the signatures of the Chair and the Secretary.

42
43 After approval of the Minutes, the Secretary shall destroy, or shall cause to be destroyed, draft
44 minutes, tape recordings and simultaneous notes (if any) of meetings; provided, however, that in the
45 event (i) counsel for the Corporation advises the Board that the tape recording, draft minutes and
46 simultaneous notes (if any) of a specific meeting are to be retained, then the Secretary shall retain, or

1 shall cause to be retained, such items; or (ii) in the event the Board believes that it would be in the
2 best interests of the Corporation to retain draft minutes, tape recordings and simultaneous notes (if
3 any) of minutes, it may, by resolution approved by a majority of the Board, approve the retention of
4 these items for a specified period of time. Retention time shall be clearly marked on all items, along
5 with the date when such items are to be destroyed or their retention status re-examined by the Board.
6

7 Copies of approved minutes shall be sent to each Director. A synopsis and motion recap shall
8 be made available to each Director upon request within a reasonable time following the close of the
9 meeting.
10

11 Official minutes, including the required supporting documents, shall be maintained in a record
12 book designated for that purpose and shall constitute the official record of proceedings and actions of
13 the Board of Directors. Electronic archiving of Minutes and supporting documents and corresponding
14 destruction of paper copies shall be done at intervals set forth in the Corporation's records retention
15 policy in order to (i) preserve these materials against possible loss due to fire, flood and other
16 unexpected physical perils, (ii) avoid the impacts of oxidation and aging on paper documents, and
17 (iii) reduce storage space needs.
18

19 **Section 6. Quorum.** The presence of a simple majority of the Directors constitutes a quorum at any
20 Board meeting. A Director is considered to be present if he/she is present in person at the meeting
21 location or connected by means of a method of remote communication which allows the Director to
22 hear comments of the other participants in the meeting and allows such other participants to hear
23 his/her comments. A quorum of the Board of Directors must be present in order for any meeting to
24 begin. A quorum must remain for the meeting to continue.
25

26 **Section 7. Informal Action by Board of Directors.** Any action that may be taken at a meeting of
27 the Board of Directors may be taken without a meeting if, pursuant to the requirements of AS
28 10.20.695, a consent in writing setting forth the action is signed by all of the directors and sent to the
29 Secretary or the President/Chief Executive Officer.
30

31 **Section 8. Executive Sessions.**
32

33 (a) All meetings shall convene in open session. However, the Board of Directors or any
34 committee thereof may discuss any matter in closed or executive session on a simple majority vote.
35 The President/Chief Executive Officer and corporate attorney will ordinarily be present during any
36 executive sessions.
37

38 (b) The Chair of the Board of Directors, or the person acting as such, shall declare when the
39 Board or committee is in executive session. Reasons for the Board or committee to declare executive
40 session include, but are not limited to, instances which involve one of the following:
41

42 (i) Discussions relating to specific patient medical matters, including patient
43 records and treatment and including discussions where the patient has waived the
44 physician-patient privilege;
45

46 (ii) Personnel issues;

- 1
2 (iii) Matters, the immediate knowledge of which would clearly have an adverse
3 effect upon the finances of the Corporation, including pending or threatened litigation;
4
5 (iv) Subjects that tend to prejudice the reputation and character of any person,
6 provided the person may request a public discussion;
7
8 (v) Matters which by law are required to be kept confidential; and
9
10 (vi) Matters relating to professional qualifications, privileges or discipline.
11

12 **Section 9. Expulsion of Directors from Meetings.**
13

14 (a) Any Director who is inebriated or under the influence of alcohol or any other substance
15 so that it affects his/her ability to function at any Board or Committee meeting shall be expelled by
16 action of the Board or Committee in session.
17

18 (b) A Director or Committee member may be expelled from any meeting of the Board or any
19 Committee if a majority of the other persons present and voting at the Board or Committee meeting,
20 as the case may be, vote that expulsion is in the best interests of the Corporation. The motion to expel
21 a Director or Committee member shall set forth the duration of the expulsion. Reasons for expulsion
22 include, but are not limited to, disruption of the meeting which interferes with the Board or
23 Committee's ability to conduct business or refusing to comply with the confidentiality requirements
24 pertaining to matters discussed in executive session.
25

26 (c) Whenever a Director is expelled from a Board meeting or Committee meeting, a letter of
27 notification will be forwarded to the governing body of each Tribe. In addition, if the Director is
28 expelled from a Committee meeting, a copy of the letter will be sent to the Secretary of the Board to
29 be read at the next meeting of the Board.
30

31 **Section 10. Robert's Rules of Order.** The proceedings and actions of the Board of Directors will
32 be conducted in accordance with the version of Robert's Rules of Order selected by the Chair, as
33 modified by vote of the Board of Directors or by the provisions of these Bylaws.
34

35 **Section 11. Board Action.** The determination of whether an action has been approved by a sufficient
36 number of directors shall be based upon the number of directors present (in person or by means of
37 remote communication) and voting on the proposed action.
38

39 **ARTICLE VII**
40 **Executive Committee**
41

42 **Section 1. Composition.** An Executive Committee consisting of the nine (9) officers of the
43 Corporation designated in Article VIII, Section 1 shall exist, of which five (5) are referred to as region-
44 wide officers and four (4) are referred to as Subregional Officers. The designation of a director
45 serving on the Executive Committee as "region-wide" or "subregional" relates only to the method of
46 election. Service on the Executive Committee does not impact a director's fiduciary duties owed to

1 the Corporation as a whole.

2
3 **Section 2. Meetings.** The Chair shall preside over all meetings of the Executive Committee. The
4 Executive Committee shall meet from time to time as is necessary, at the call of the Chair or the call
5 of a majority of the directors serving on the Executive Committee. Notice, and other operational
6 requirements provided for Board of Directors meetings, shall be applicable to Executive Committee
7 meetings, including the ability of the Executive Committee to declare executive session. Any Director
8 may attend any session of the Executive Committee.

9
10 **Section 3. Term, Resignation, Removal and Other Events Creating Vacancies on the Executive**
11 **Committee.**

12
13 (a) Except as set forth in this Article VII, Section 3, each officer elected shall serve a term
14 equal to the remainder of such person's term as a director based on the lists set forth in Article IV,
15 Section 3. Absent the death of an officer, the occurrence of an event described in (b) or (c) of this
16 Article VII, Section 3, or a change of office described in Article VIII, Section 4, each officer shall
17 serve the full term of the office to which he/she was elected.

18
19 (b) An officer shall send a written notice of his/her resignation from the Executive Committee
20 to the Chair and to the President/CEO of the Corporation. The notice shall set forth the effective date
21 of the resignation, which if not specified shall be upon receipt of such notice by the Chair or the
22 President/CEO, whichever occurs first. A resignation need not be accepted to be effective. The
23 President/CEO shall notify the Board of Directors and the Tribe that nominated the director of the
24 director's resignation from the Executive Committee. Except as otherwise provided by law, these
25 Bylaws or corporate policies, a director serving on the Executive Committee may resign from his/her
26 office on the Executive Committee and remain on the Board of Directors. Any director serving on
27 the Executive Committee who resigns from the Board and the Executive Committee may combine
28 the resignation notices in one document.

29
30 (c) An officer who loses his/her seat on the Board of Directors as set forth in Article IV,
31 Section 5 shall automatically lose his/her position as an officer. Alternatively, an officer may be
32 removed from the Executive Committee but allowed to remain on the Board of Directors when,
33 pursuant to the process set forth in the Corporation's Policy on Director Misconduct or other
34 applicable policy, such result is appropriate.

35
36 **Section 4. Vacancies.** Any vacancy on the Executive Committee shall be filled by the (i) process
37 set forth in Article VIII, Section 4(a) or (b) if the vacancy is one of the region-wide officers, or (ii)
38 directors representing the Tribes in the affected subregion or the Executive Committee on a temporary
39 basis as set forth in Article VIII, Section 4(c) if the vacancy is one of the Subregional Officers.

40
41 **Section 5. Quorum.** The presence of a simple majority of the directors then serving on the Executive
42 Committee constitutes a quorum at an Executive Committee meeting. A quorum of the Executive
43 Committee must be present in order for any meeting to begin. A quorum must remain for the meeting
44 to continue and must remain for action to be valid. Officers who attend a meeting by means of remote
45 communication shall be considered to be present at such meeting and shall be included in the
46 determination of whether there is a quorum.

1
2 **Section 6. Powers of Executive Committee.** Except for the powers identified in these Bylaws, in
3 the Articles of Incorporation or required by law to be reserved to the Board of Directors, the Executive
4 Committee shall have the authority to take all actions reasonably required for the management of the
5 Corporation.
6

7
8 **ARTICLE VIII**
9 **Officers of the Corporation**

10 **Section 1. Officers, Qualifications and Election Process.** The officers of the Corporation, all of
11 whom must be Directors, shall consist of the:

- 12
- 13 (a) Chair;
- 14 (b) First Vice Chair;
- 15 (c) Second Vice Chair;
- 16 (d) Secretary;
- 17 (e) Treasurer; and
- 18 (f) Four (4) Subregional Officers.
- 19

20 Each officer must be domiciled in the region where BBAHC provides services. No person shall hold
21 more than one officer position at a time. No director may be elected or seated as an officer until
22 he/she has passed a drug test administered in compliance with the Drug and Alcohol Policy
23 Applicable to BBAHC Directors and Nominees to the BBAHC Board of Directors adopted by the
24 Board of Directors as amended from time to time. Except in unusual circumstances where the
25 deadline has been waived, each director must announce that he/she will be a candidate (without the
26 need to specify which office) at least 30 days prior to the first day of the annual meeting of the Board
27 of Directors, and information regarding such announcements shall be distributed to the Board of
28 Directors prior to the commencement of the annual meeting when possible.
29

30 Elections shall be conducted in accordance with the process set forth in this Article VIII, as
31 supplemented by the Officer Election Rules. A director may announce his/her candidacy for no more
32 than two offices; but may be nominated for more offices during the election process. A director must
33 receive a nomination and a second in order to be placed upon the ballot. A nominee must obtain a
34 simple majority vote of the directors present and eligible to vote for that office to be elected to such
35 office. When necessary, runoff elections shall be held until the winner receives a simple majority.
36 Numerical results of a ballot for an office shall not be announced except upon a motion approved by
37 a majority of the directors.
38

39 **Section 2. Elections of Region-Wide Officers.** Elections for open Region-Wide officers of the
40 Corporation shall be held at the annual meeting of the Board of Directors using the process set forth
41 in the Officer Election Rules.
42

43 **Section 3. Elections of Subregional Officers.** Except as otherwise set forth in Article VIII, Section
44 4 of these Bylaws, elections for Subregional Officers shall be held at the annual meeting of the Board
45 of Directors by a simple majority vote of the Directors nominated by the Tribes assigned to the
46 subregions designated in this section using a secret written ballot. The designated subregions are:

1 **Nushagak River & Bay Central** (Portage Creek Village (aka Ohgsenakale), Native Village of
2 Ekwok, New Stuyahok Village, New Koliganek Village Council, Curyung Tribal Council, Native
3 Village of Aleknagik, Village of Clarks Point, Native Village of Ekuk, Knugank), **Western**
4 (Manokotak Village, Traditional Village of Togiak, Twin Hills Village, Native Village of Goodnews
5 Bay, Platinum Traditional Village), **Kvichak Bay & North Side Peninsula** (Ugashik Village, Native
6 Village of Pilot Point, Egegik Village, Naknek Native Village, South Naknek Village, Levelock
7 Village, King Salmon Tribe, Native Village of Kanatak, Native Village of Port Heiden) and **Southern**
8 **Subregion** (Chignik Bay Tribal Council, Native Village of Chignik Lagoon, Chignik Lake Village,
9 Native Village of Perryville, Ivanof Bay Tribe). Any Tribe not listed above which is later added to
10 the Corporation's service area shall be classified within a subregion by a majority vote of the Board
11 of Directors.

12
13 **Section 4. Vacancies in an Office.**

14
15 (a) Whenever the Chair's or the First Vice Chair's office is vacant, the following changes
16 shall occur automatically:

- 17
- 18 (i) if the Chair's office is vacated, the First Vice Chair will immediately assume this
19 office. The vacated First Vice Chair's office will be immediately filled by the Second
20 Vice Chair.
- 21
- 22 (ii) if the First Vice Chair's office is vacated, the Second Vice Chair will immediately
23 assume this office.
- 24

25 A successor officer shall hold office for the unexpired portion of the term of the director who
26 vacated the office unless the successor's term sooner expires, in which case the successor officer
27 shall hold office until the expiration of the successor officer's term on the Board of Directors as
28 established in Article IV, Section 3.

29
30 (b) Whenever the Second Vice Chair's, the Secretary's or the Treasurer's office is vacant, the
31 vacant office will be filled by the Board of Directors by majority vote. The election may be conducted
32 by any means selected by the remaining officers on the Executive Committee, including but not
33 limited to electronic mail, U.S. mail, facsimile, remote communication, or holding a special meeting
34 if the remaining directors serving on the Executive Committee determine that it is in the best interests
35 of the Corporation to fill the office prior to the date of the next meeting of the Board of Directors.
36 The only persons eligible to hold an office are current directors who meet the qualifications set forth
37 in Article VIII, Section 1. A successor officer shall hold office for the unexpired portion of the
38 term of the director who vacated the office unless the successor's term sooner expires, in which
39 case the successor officer shall hold office until the expiration of the successor officer's term on
40 the Board of Directors as established in Article IV, Section 3.

41
42 (c) Whenever a Subregional Officer's seat is vacant, directors nominated by the Tribes in that
43 subregion shall select a new Subregional Officer who must meet the qualifications set forth in Article
44 VIII, Section 1. The directors nominated by the Tribes in the affected subregion shall be given notice
45 of (i) the vacancy in the Subregional Officer's seat and the name of each director eligible to be elected
46 to serve as a Subregional Officer, (ii) each vacancy in a director seat in that subregion, (iii) the date

1 by which a new Subregional Officer should be elected, and (iv) the Executive Committee’s option to
2 designate a temporary Subregional Officer to serve until the directors nominated by the Tribes in that
3 subregion hold their election. If the directors nominated by the Tribes in a Subregion do not elect a
4 new Subregional Officer by the date specified in the notice, the Executive Committee may designate
5 a director nominated by a Tribe in that Subregion to serve as the Subregional Officer until the earlier
6 of either the date (i) the directors nominated by the Tribes in that Subregion send written confirmation
7 of their election of a new Subregional Officer who meets the qualifications set forth in Article VIII,
8 Section 1, or (ii) of an election of a new Subregional Officer who meets the qualifications set forth in
9 Article VIII, Section 1 at a meeting of the Board of Directors as set forth in Article VIII, Section 3.
10 A director elected to fill a vacated Subregional Officer’s seat shall serve until the expiration of the
11 elected director’s term set forth in Article IV, Section 3.

12
13 **Section 5. Chair: Powers and Duties.** The Chair shall preside at all meetings of the Board of
14 Directors and the Executive Committee. The Chair shall discharge the duties of a presiding officer
15 and shall perform whatever other duties the Board of Directors or Executive Committee may assign,
16 including but not limited to serving as spokesperson for the Corporation, developing meeting agendas,
17 appointing persons to serve on committees, submitting reports on all meetings attended on behalf of
18 the Corporation, and seeing that other Directors do likewise. The Chair also shall be an ex-officio
19 member of all other committees and shall be responsible for Board development including training
20 opportunities within the Corporation and through appropriate outside organizations and consultants.
21 The Chair may delegate duties to the CEO, other officers, other directors, and agents of the
22 Corporation, including the Corporation’s attorneys, as he/she deems appropriate under the
23 circumstances.

24
25 **Section 6. First Vice Chair: Powers and Duties.** The First Vice Chair shall attend all meetings of
26 the Board of Directors and Executive Committee. In the absence or disability of the Chair, the First
27 Vice Chair shall perform the duties and exercise the powers of the Chair. He/she shall also perform
28 such other duties as are incident to his or her office or are properly required by the Board of Directors
29 or the Executive Committee.

30
31 **Section 7. Second Vice Chair: Powers and Duties.** The Second Vice Chair shall attend all
32 meetings of the Board of Directors and Executive Committee. In the absence or disability of the Chair
33 and First Vice Chair, the Second Vice Chair shall perform the duties and exercise the powers of the
34 Chair. He/she shall also perform such other duties as are incident to his or her office or are properly
35 required by the Board of Directors or the Executive Committee.

36
37 **Section 8. Secretary: Powers and Duties.** The Secretary shall attend all meetings of the Board of
38 Directors and shall cause true and complete records of the proceedings of those meetings to be kept
39 in accordance with the provisions of these Bylaws. The Secretary shall endeavor to cause copies of
40 draft and final minutes to be distributed to counsel for the Corporation for its review and comment at
41 least 72 hours prior to the time frames imposed for distribution of copies of draft and final minutes to
42 the Board or any Committee. The Secretary shall cause records relating to the term of office and
43 nomination and seating of Directors on the Board and the identity of committee members to be kept.
44 The Secretary shall sign all corporate documents which require the signature of the Secretary,
45 including attestation to the Chair’s signature. The Secretary shall cause all resolutions of the Board
46 to be prepared. The Secretary shall keep the corporate seal, if any, and shall affix the same to

1 documents as required. He/she shall perform such other duties as are incident to his or her office or
2 are properly required by the Board of Directors or the Executive Committee. The Secretary may
3 delegate his/her duties other than execution of documents and affixing of the corporate seal.
4

5 **Section 9. Treasurer: Powers and Duties.** The Treasurer shall attend all meetings of the Board of
6 Directors and shall keep or cause to be kept adequate financial records of all proceedings and business
7 of the Corporation. The Treasurer shall cause to be deposited all funds of the Corporation in the name
8 of the Corporation at such depositories as are designated by the Board of Directors. The Treasurer
9 shall provide a copy of the annual financial report, with updates, to each Director at least three (3)
10 days prior to each regular meeting of the Board of Directors. The Treasurer shall provide additional
11 financial information to the Directors at their special meetings if any Director requests such
12 information. He/she shall perform such duties as are incident to his or her office or are properly
13 required by the Board of Directors or the Executive Committee. The Treasurer may delegate any of
14 his/her duties to the Chief Financial Officer.
15

16 **Section 10. Subregional Officers: Powers and Duties.** The four (4) Subregional Officers from the
17 subregions identified in Article VIII, Section 3 of these Bylaws shall facilitate communication about
18 health care issues from directors nominated by the Tribes within the Subregional Officer’s subregion
19 and the Corporation. Facilitation of communication typically involves requesting information about
20 healthcare issues and concerns from the directors in a subregion, communicating such information to
21 the Executive Committee, and distributing information to directors in a subregion. Each Subregional
22 Officer shall perform such other duties as are incident to his or her office or are properly required by
23 the Board of Directors or the Executive Committee.
24

25 **ARTICLE IX**
26 **Nonvoting Officers of the Corporation**
27

28 **Section 1. Nonvoting Officers.** Unless otherwise provided by action of the Board of Directors, the
29 Corporation shall have the following nonvoting officers who shall be employees of the Corporation:
30

- 31 (a) President/Chief Executive Officer (CEO);
- 32 (b) Executive Vice President/Chief Operations Officer (COO);
- 33 (c) Vice President/Chief Financial Officer (CFO); and
- 34 (d) Chief of Staff.
35

36 In addition, the Corporation may have a Chief Medical Officer. Except as set forth in the
37 President/Chief Executive Officer Succession Planning Policy, a nonvoting officer shall not be a
38 director. The President/Chief Executive Officer shall serve at the pleasure of the Board of Directors.
39 The Chief of Staff serves in this office at the pleasure of the Medical Staff. All other nonvoting
40 officers shall serve at the pleasure of the President/Chief Executive Officer or under such employment
41 agreements as the President/Chief Executive Officer deems to be in the best interests of the
42 Corporation.
43

44 A person may not serve as a nonvoting officer if, under 42 U.S.C. § 1320a-7, his/her service would
45 allow the Secretary to exclude BBAHC from participation in any state or Federal health care program.
46 This includes, but is not limited to, having been convicted of certain crimes set forth in 42 U.S.C. §

1 1320a-7. Each nonvoting officer shall immediately notify the Executive Committee when he/she: (a)
2 has been convicted of any offense set forth in 42 U.S.C. § 1320a-7; (b) has a civil monetary penalty
3 assessed against him/her under 42 U.S.C. § 1320a-7 or 42 U.S.C. § 1320a-8; or (c) has been excluded
4 from participation in Medicare or a state health care program (each of (a), (b) and (c) is referred to
5 herein as a “Prohibited Activity.”) Each nonvoting officer shall annually execute a statement that (i)
6 certifies that he/she has not engaged in a Prohibited Activity, and (ii) discloses every felony conviction
7 of the nonvoting officer. In these Bylaws, “conviction” shall have the meaning set forth in 42 U.S.C.
8 § 1320a-7(i).

9
10 During any period of time that the provisions of AS 47.05.310 – 47.05.390 apply to the Corporation
11 and prevent a person who has been convicted of a barrier crime as defined in 7 AAC 10 from serving
12 as a nonvoting officer and require persons who have been charged with a barrier crime to be
13 suspended from serving as nonvoting officer, then (i) each such person shall comply with criminal
14 background check procedures set forth in the applicable statutes and regulations of the State of Alaska,
15 Department of Health & Social Services; (ii) each such person shall immediately notify the Chair and
16 the CEO after being charged with a “barrier crime” as defined in 7 AAC 10 and shall keep the Chair
17 and the CEO informed of the status of such actions; and (iii) each person offered a position as a
18 nonvoting officer shall submit all documents, certifications, responses, fingerprint cards, and other
19 materials as necessary for the Corporation to confirm that such person is eligible to serve as a
20 nonvoting officer prior to being hired for such position. In the event that a nonvoting officer is charged
21 with a barrier crime while serving as a nonvoting officer, his or her status shall be as set forth in
22 applicable personnel policies.

23
24 A person who does not meet the qualifications set forth in this Article IX, Section 1 shall not be hired
25 as a nonvoting officer. A nonvoting officer who fails to meet these qualifications after having been
26 hired shall resign or, upon failure to resign, shall be removed by the CEO or Executive Committee or
27 Medical Staff, as applicable, as soon as possible after the Corporation learns of the nonvoting officer’s
28 failure to meet these qualifications.

29
30 **Section 2. Duties of Nonvoting Officers.** The duties of the President/Chief Executive Officer shall
31 be as provided in these Bylaws, and as assigned by the Board of Directors or the Executive
32 Committee. In general, the President/Chief Executive Officer is responsible for the day-to-day
33 operation of the hospital. The duties of the nonvoting officers shall be assigned or delegated by the
34 President/Chief Executive Officer and, for the Chief of Staff, as set forth in the Medical Staff Bylaws.

35
36 **Section 3. Removal of Nonvoting Officers, etc.** Except as set forth in Section 1 of this Article IX,
37 the President/Chief Executive Officer may be removed only by a majority of the Board of Directors.
38 The Chief of Staff may only be removed from office by the Medical Staff; provided, however, that
39 the President/Chief Executive Officer may terminate the Chief of Staff’s employment and cause
40 his/her automatic removal from office subject to whatever employment contract rights, if any, the
41 Chief of Staff may have. The Chief Operations Officer, the Chief Medical Officer, the Chief
42 Compliance Officer, the Chief Human Resources Officer, and the Chief Financial Officer may be
43 removed by the President/Chief Executive Officer, subject to whatever employment contract rights,
44 if any, such persons may have, and may be removed as set forth in Section 1 of this Article IX.

45 ARTICLE X

46 Bylaws - 16

Special Corporate Acts; Prohibited Acts;
Indemnification; Conflicts of Interest and Director Rules of Conduct

Section 1. Execution of Written Documents. Contracts, deeds, documents and instruments shall be executed by the Chair or one of the Vice Chairs and attested by the Secretary, however, the Chair may formally or informally delegate authority to execute written documents to the Chief Executive Officer or his/her designee.

Section 2. Signing of Checks and Notes. Checks, notes, drafts, and demands for money shall be signed by two persons who shall be voting or nonvoting officers of the Corporation, or other corporate employees, as designated by resolutions of the Board of Directors. Such authorized personnel will be required to sign a "Corporate Bank Resolution" which authorizes the Corporation's banks to approve the checks, notes, drafts, and demands for payment.

Section 3. Loans to Officers and Directors Prohibited. The Corporation shall comply with AS 10.20.141 which prohibits making loans to its officers or Directors. A Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until the loan is repaid. A Director's violation of the provisions of BBAHC's Corporate Travel Policy relating to advances and overpayments constitutes a loan in violation of this section. This section does not apply to employees of the Corporation who serve as nonvoting officers.

Section 4. Indemnification of Directors and Officers.

(a) Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation or, while a Director or officer, he or she is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another Corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is an alleged action or failure to act in an official capacity as a Director, trustee, officer, employee or agent or in any other capacity while serving as a Director, trustee, officer, employee or agent, may, upon the approval of a majority of the Board of Directors or two-thirds of the Executive Committee, be indemnified and held harmless by the Corporation, for all claims, excepting only those based upon intentional acts or omissions which the Board determines were not taken in good faith, and against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and necessarily incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in subparagraph (b) of this Section 4 with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by a majority of the Board of Directors or two-thirds of the Executive Committee. The right to indemnification conferred in this subparagraph (a) shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending

1 any such proceeding in advance of its final disposition; provided, however, that the payment of
2 such expenses in advance of the final disposition of a proceeding shall be made only upon delivery
3 to the Corporation of a promissory note, made by or on behalf of such Director or officer,
4 promising to repay all amounts so advanced if it shall ultimately be determined that such Director
5 or officer is not entitled to be indemnified under this subparagraph (a) or otherwise. A majority
6 of the Board of Directors shall determine whether it is necessary for the promissory note to be
7 wholly secured, partially secured or unsecured, and the nature of the security, if any.
8

9 (b) Right of Claimant to Bring Suit. If a claim for which indemnification is authorized
10 under subparagraph (a) of this Section 4 is not paid in full by the Corporation within sixty (60)
11 days after a written claim has been received by the Corporation, including the case of a claim for
12 expenses incurred in defending a proceeding in advance of its final disposition, the claimant may
13 at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim
14 and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the
15 expense of prosecuting such claim.
16

17 (c) Presumptions. The claimant shall have the burden of proving he/she is entitled to
18 indemnification under this Section 4 and must submit a written claim and request for the Board to
19 approve his/her indemnification to the Board (and, in an action brought to enforce a claim for
20 expenses incurred in defending any proceeding in advance of its final disposition, where the
21 required undertaking has been tendered to the Corporation). If the Corporation rejects a claimant's
22 request for indemnification, a claimant may resubmit his/her request at a later date for the Board's
23 consideration. Neither the failure of the Corporation (including its Board of Directors or
24 independent legal counsel) to have made a determination prior to the commencement of such
25 action that indemnification of or reimbursement or advancement of expenses to the claimant is
26 proper in the circumstances nor an actual determination by the Corporation (including its Board of
27 Directors or independent legal counsel) that the claimant is not entitled to indemnification or to
28 the reimbursement or advancement of expenses shall be a defense to the action or create a
29 presumption that the claimant is not so entitled.
30

31 (d) Nonexclusivity of Rights. The right to indemnification and the payment of expenses
32 incurred in defending a proceeding in advance of its final disposition which arises upon approval
33 of a majority of the Board pursuant to subparagraph (a) of this Section 4 shall not be exclusive of
34 any other right which any person may have or hereafter acquire under any statute, provision of the
35 Articles of Incorporation, Bylaws, agreement, or disinterested Directors or otherwise.
36

37 (e) Insurance, Contracts and Funding. The Corporation may maintain insurance at its
38 expense, to protect itself and any Director, trustee, officer, employee or agent of the Corporation
39 or another corporation, partnership, joint venture, trust or other enterprise against any expense,
40 liability or loss, whether or not the Corporation would have the power to indemnify such person
41 against such expense, liability or loss under AS 10.20. et. seq. or any successor statute thereto.
42 The Corporation may enter into contracts with any Director or officer of the Corporation in
43 furtherance of the provisions of this Section 4 and may create a trust fund, grant a security interest
44 or use other means (including, without limitation, a letter of credit) to ensure the payment of such
45 amounts as may be necessary to effect indemnification as provided in this Section 4.
46

1 (f) Indemnification of Employees and Agents of the Corporation. The Corporation may,
2 by action of its Board of Directors from time to time, provide indemnification and pay expenses
3 in advance of the final disposition of a proceeding to employees and agents of the Corporation
4 with the same scope and effect as the provisions of this Section 4 with respect to the
5 indemnification and advancement of expenses of Directors and officers of the Corporation (except
6 the provisions of subparagraph (c) hereof) or pursuant to rights granted pursuant to, or provided
7 by, Alaska law.
8

9 **Section 5. Conflict of Interest.** BBAHC has adopted a conflict of interest policy applicable to
10 directors and one applicable to employees and third parties. Each director, committee member and
11 employee shall comply with the applicable conflict of interest policy, the provisions of which are
12 incorporated herein by this reference. If a person serving on the Board or a Committee has frequent
13 conflicts that interfere with full participation on the Board or Committee, that person should resign.
14 Frequent conflicts that interfere with full participation on the Board or willful failure to disclose
15 possible conflicts of interest constitute cause for removing that person from the Board or Committee
16 if that person does not resign.
17

18 **Section 6. Director Rules of Conduct.** Directors have an obligation to abide by the rules set forth
19 in this Section 6 at all times.
20

21 (a) **Duty of Loyalty.** A director shall not take advantage of a corporate opportunity in
22 which it is reasonably foreseeable that BBAHC would be interested without first offering the
23 opportunity to BBAHC.
24

25 A director has a duty of undivided loyalty to BBAHC and has a duty to make decisions for
26 the benefit of BBAHC as a whole. In addition, a director shall not engage in any conduct that is
27 harmful to the interests of BBAHC. However, a director may properly consider and advocate
28 concerns of less than all of the residents of the region in forming a good faith business judgment.
29 A director does not violate the duty of undivided loyalty merely by advancing a position that is
30 beneficial to the residents of only a portion of the region so long as the director's actions also serve
31 the overall interests of BBAHC and comport with the director's general duty of care. In all
32 deliberations of the Board of Directors or any Committee of the Board of Directors, a director
33 shall, in situations where the conflict prevents the director from complying with the duty of
34 undivided loyalty to BBAHC, not participate or be present for such portion of the meeting, unless
35 this requirement is waived by the Board of Directors.
36

37 (b) **Duty of Care.** Directors owe BBAHC a duty to act as a reasonable person in similar
38 circumstances would act. A mistake in exercise of business judgment is not a breach of the duty
39 of care, so long as the director is not acting in bad faith and is not breaching his or her duty of
40 loyalty to BBAHC.
41

42 (c) **Duty to be Informed.** BBAHC directors have a duty to be familiar with and
43 understand BBAHC's Articles of Incorporation, Bylaws and programs, policies and general
44 affairs. Directors should be familiar with the agenda for meetings of the Board of Directors, should
45 review Board of Directors' packets, and should be prepared for informed discussion and voting on
46 agenda items.

1
2 BBAHC directors have the right to inspect the books and records of the Corporation for
3 proper corporate purposes and in a time, place and manner consistent with other obligations of the
4 Corporation and its staffing levels. A director seeking to inspect the Corporation's books and
5 records must submit a written request to the Chair or CEO identifying the books and records to be
6 inspected and purpose for such inspection. Materials may be provided to a director electronically.
7 Inspection of patient records will be denied unless the affected patient consents to the inspection.
8 Other confidential information, including but not limited to personnel files, trade secrets, and
9 matters in which a director has been determined to have a conflict of interest, generally will not be
10 released. A director shall consider and observe the duty of loyalty and duty of care that he/she
11 owes to BBAHC before, during and after any inspection of the books and records of the
12 Corporation, and, if confidential information was disclosed to the director, shall not re-disclose it.
13

14 (d) **Duty of Participation.** Directors have a duty to attend BBAHC Board of Directors
15 meetings for the entire session of the meetings unless extraordinary circumstances prevent
16 attendance. A director should be able to participate throughout meetings of the Board of Directors,
17 and should comply with policies, rules and regulations established by the Board of Directors.
18

19 (e) **Duty of Communication and Confidentiality.** Each BBAHC director should inform
20 the Tribe that nominated him or her and other community members of the actions taken and issues
21 considered by the Board of Directors. However, directors shall not disclose matters discussed in
22 Executive Session to any person not entitled to participate in the Executive Session, directors shall
23 not disclose information in violation of BBAHC's policies including but not limited to BBAHC's
24 privacy policies and its conflict of interest policy, and directors shall not disclose confidential
25 information of BBAHC to third parties outside of BBAHC. Each director should be familiar with
26 issues of importance to the Tribe that nominated that director and to other community residents
27 and should inform the Board of Directors of such issues and concerns in a timely manner.
28

29 (f) **Duty to act as a Deliberative Body.** The BBAHC Board of Directors owes a duty to
30 BBAHC to meaningfully consider all issues on the agenda, including conducting investigations
31 and requesting reports from persons not serving on the Board of Directors. An individual director
32 shall not act on behalf of the Board of Directors or the Corporation without proper authorization.
33

34 (g) **Duty of Corporation Oversight.** Neither the BBAHC Board of Directors nor any
35 individual director shall participate in the day-to-day management of the Corporation. The Board
36 of Directors formulates corporate policy and oversees the operation of BBAHC.
37

38 (h) **Supervision of President/CEO.** The BBAHC Board of Directors selects and
39 supervises the President/CEO. The BBAHC Board of Directors shall adopt personnel policies to
40 govern the Corporation but shall not otherwise involve itself in personnel actions involving
41 employees other than the President/CEO except as set forth in such personnel policies.
42

43 **ARTICLE XI**
44 **Additional Committees.**
45

1 **Section 1. Formation of Committees.** The Board of Directors or the Executive Committee may
2 establish or dissolve standing, special and advisory committees and appoint persons to serve on
3 committees. Persons other than Directors may be appointed to committees with such voting rights as
4 are determined in a committee’s charter. At least one person serving on each committee must be a
5 director. The Executive Committee shall adopt a charter (as a separate document or as a policy)
6 setting forth the purposes and duties of each committee and its functions and authorities. At each
7 regular meeting of the Board of Directors, each committee shall be required to present a report setting
8 forth all actions taken since its last report. The existence of each committee and the appointment of
9 each person to sit on a committee are subject to the ratification and approval of the Board of Directors
10 or the Executive Committee.

11
12 **Section 2. Committee Charters.** Committee charters and amendments thereto, shall become
13 effective after (i) preparation of a staff memorandum which includes a fiscal note; (ii) approval of the
14 Finance and Audit Committee and any other appropriate committees; and (iii) approval of the
15 Executive Committee.

16
17 **Section 3. Corporate Policies and Departmental Procedures.** Corporate Policies and
18 Departmental Procedures shall be adopted and become effective as set forth in the Corporation’s
19 Policies and Procedures Policy. Incorporated by reference within these Bylaws are all Corporate
20 Policies which have been adopted by the Board of Directors or any Committee. Committee charters
21 may be maintained with Corporate Policies and Departmental Procedures.

22
23 **Section 4. Committee Meeting Minutes.** Each committee, including the Executive Committee,
24 shall maintain Minutes of meetings of such committee in a manner substantially consistent with the
25 process set forth in Article VI, Section 5 except as follows: (i) drafts of committee meeting Minutes
26 shall, when possible, be distributed to committee members at least two (2) days prior to regular
27 meetings and, if practicable, one (1) day prior to special meetings of such committee, (ii) Minutes of
28 committee meetings shall be tentative and unofficial until they are approved by action of that
29 committee, and all minutes on file or distributed must be clearly marked as to their status, and (iii)
30 official Minutes of a committee meeting, duly approved by that committee, shall carry the signatures
31 of the Committee Chair and the Secretary.

32
33 **ARTICLE XII**
34 **Functions and Organization**
35

36 In accordance with the requirements for the accreditation of hospitals, the following additional
37 Bylaws are set forth:

- 38
39 A. (1) The President/Chief Executive Officer shall be an ex-officio director without
40 vote. The President/Chief Executive Officer may employ a qualified
41 Executive Vice President/Chief Operations Officer (“COO”) to whom he may
42 delegate the power to organize and maintain the day-to-day functions of the
43 Corporation and such other duties as the President/Chief Executive Officer
44 may assign. The COO will be responsible for the general supervision,
45 management and control of the hospital, except as provided by resolution of
46 the Board and/or Executive Committee and shall, together with the

1 President/Chief Executive Officer, be a non-voting member of the Joint
2 Conference Committee of the Board. In addition, there shall be a Chief
3 Financial Officer (“CFO”), a Chief Compliance Officer (“CCO”), a Chief
4 Human Resources Officer (“CHRO”) and a Chief of Staff, and there may be
5 a Chief Medical Officer (“CMO”). The CFO shall be responsible for the fiscal
6 operations of the hospital. The Chief of Staff shall oversee the provision of
7 clinical services to patients.
8

9 (2) There shall be established a Medical Staff, appointment of which rests with
10 the final authority of the Board of Directors. The mechanism for appointment,
11 maintenance and supervision of the medical staff is set forth in the Medical
12 Staff Bylaws as approved by the Board of Directors. The Chief of Staff has
13 the right to be present at all meetings of the Board of Directors and of the
14 Executive Committee that concern subjects within his/her jurisdiction.
15

16 (3) There are no auxiliary organizations of the Bristol Bay Area Health
17 Corporation.
18

19 (4) These Bylaws of the Bristol Bay Area Health Corporation are adopted by the
20 Board of Directors in accordance with State law. Bylaws are reviewed
21 annually by the Executive Committee and are subject to appropriate
22 amendment by the Board of Directors.
23

24 B. There shall be established a Joint Conference Committee. The purposes of this Joint
25 Conference Committee are, among other things, to provide for a systematic and effective
26 mechanism for communication among the directors, Administration, and the Medical Staff,
27 as well as a mechanism for managing any conflicts that may arise among leadership groups
28 within the organization. The CEO, COO, CFO, and CMO, on behalf of Administration, and
29 the Chief of Staff, on behalf of the Medical Staff, shall not be voting members of the Joint
30 Conference Committee but shall report on operational issues and other matters as requested
31 by the Joint Conference Committee.
32

33 (1) In the event of a conflict between the Medical Staff and Administration and/or
34 the Board of Directors, or between/among any other Bristol Bay Area Health
35 Corporation leadership groups, any party to such conflicts may make a written
36 request for Joint Conference Committee review.
37

38 (2) Within five (5) business days of receiving such a request, the Joint Conference
39 Committee members shall appoint an additional temporary member who may
40 be a paid outside neutral party.
41

42 (3) The Joint Conference Committee shall then review the matter, with assistance
43 from the Medical Staff Office and Administration as necessary and may obtain
44 such outside assistance as it deems appropriate.
45

1 (4) Within sixty (60) days of receiving the request, the Joint Conference
2 Committee shall make a written report to the parties to the conflict that
3 includes factual findings and a recommendation for resolution of the dispute.
4

5 (5) Following receipt of the Joint Conference Committee's report, the parties may
6 (i) adopt the Joint Conference Committee's recommendation, (ii) agree to
7 some alternative resolution of the conflict, or (iii) refer the matter back to the
8 Joint Conference Committee with instructions for further meet-and-confer
9 efforts, which shall conclude with a follow-up report within sixty (60) days
10 from the referral back to the Joint Conference Committee.
11

12 C. The Medical Staff Bylaws provide for institutional planning in conjunction with the
13 Administration, Medical Staff, Dental, Nursing Department representative, and, from time to
14 time, other departments through the Joint Conference Committee, as set forth in the Medical
15 Staff Bylaws as approved by the Board of Directors.
16

17 D. The Board of Directors shall approve an annual operating budget and develop long-
18 term capital expenditure plans as required by applicable laws and regulations and shall
19 monitor implementation of the plan.
20

21 E. The Board of Directors is ultimately responsible for the quality of care the hospital
22 provides. The Medical Staff through the mechanism established in the Medical Staff Bylaws
23 makes recommendations concerning Medical Staff appointments, re-appointments and
24 suspension, restriction, or revocation of appointments, and the granting or revision of clinical
25 privileges. These Medical Staff Bylaws provide mechanisms, including a fair hearing and
26 appeal process, for addressing adverse decisions for existing medical staff members and other
27 individuals holding clinical privileges for renewal, revocation, or revision of clinical
28 privileges. The Board of Directors has ultimate responsibility and acts upon the
29 recommendations of the Medical Staff.
30

31 F. Through the mechanism of the Medical Staff Bylaws, the Board of Directors has
32 established policy to assure the following:
33

34 (1) Only a member of the Medical Staff with admitting privileges admits patients
35 to the hospital.
36

37 (2) Only a qualified licensed practitioner with appropriate clinical privileges is
38 directly responsible for a patient's diagnosis and treatment.
39

40 (3) Each patient's general medical condition is the responsibility of a physician
41 member of the Medical Staff.
42

43 (4) Other direct medical care for patients is approved by a member of the Medical
44 Staff or by other specified professional personnel under the appropriate degree
45 of supervision by a licensed practitioner with appropriate clinical privileges.
46

1 G. Through the mechanism of the Medical Staff Bylaws, the Board of Directors has
2 adopted procedures to insure the provision of adequate quality hospital services. Through
3 this same mechanism, the Board of Directors requires the Medical Staff and staffs of the
4 departments to implement and report to the President/CEO or his/her delegee and the Board
5 of Directors on the activities and mechanisms for monitoring and evaluating the quality of
6 patient care, for identifying and resolving problems, and for identifying opportunities to
7 improve patient care. Through these Bylaws of the Bristol Bay Area Health Corporation,
8 the Board of Directors holds the Medical Staff responsible for periodic review of the
9 Medical Staff Bylaws and Rules and Regulations, and making recommendations to the
10 Board of Directors for adoption of amendments which are consistent with the policies of
11 the Bristol Bay Area Health Corporation and any applicable legal or other requirements.
12 The CMO consults with the Chief of Staff and the Medical Staff on review and amendment
13 of the Medical Staff Bylaws and Rules and Regulations. The Medical Staff Bylaws and
14 Rules and Regulations are subject to, and are effective only upon the approval of the Board
15 of Directors. The Board of Directors, however, will not unreasonably withhold approval
16 of recommendations for changes to the Medical Staff Bylaws and Rules and Regulations.
17

18 **ARTICLE XIII**
19 **Amendments**

20
21 **Section 1. Amendments.** The power to amend or repeal these Bylaws or to adopt a new code of
22 Bylaws is vested in and may be exercised by the Board of Directors. The affirmative vote of not less
23 than a simple majority of those present is necessary to exercise that power. Each director shall be
24 sent notification of any proposed amendment or change in the Bylaws in accordance with Article VI,
25 Section 3.
26

27 PASSED AND APPROVED at a meeting held on the 9th day of March, 2024.
28



Name: Nick Johnson, Sr.
Title: Chair

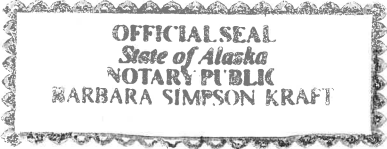


Name: A. Diane Shangin
Title: Secretary

29

1 STATE OF ALASKA)
2) ss.
3 THIRD JUDICIAL DISTRICT)
4

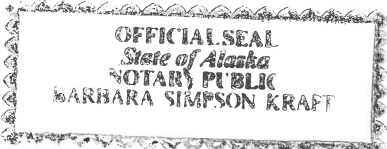
5 The foregoing instrument was acknowledged before me this 9th day of March, 2024 by Nick
6 Johnson, Sr., the Chair of Bristol Bay Area Health Corporation, an Alaska non-profit
7 corporation, on behalf of the Corporation.



8
9
10 Barbara Simpson Kraft
11 Notary Public in and for Alaska
12 My commission expires: 2-14-2025
13

14 STATE OF ALASKA)
15) ss.
16 THIRD JUDICIAL DISTRICT)
17

18 The foregoing instrument was acknowledged before me this 9th day of March, 2024 by A.
19 Diane Shangin, the Secretary of Bristol Bay Area Health Corporation, an Alaska non-profit
20 corporation, on behalf of the Corporation.



21
22
23 Barbara Simpson Kraft
24 Notary Public in and for Alaska
25 My commission expires: 2-14-2025
26
27

GLOSSARY OF TERMS USED AND DOCUMENTS REFERENCED IN THE
BYLAWS
OF THE
BRISTOL BAY AREA HEALTH CORPORATION
A TRIBAL ORGANIZATION

DOCUMENT DESCRIPTIONS

The Bylaws of the Bristol Bay Area Health Corporation contain references to other documents that a Director or Tribe must sign or provide to BBAHC or that BBAHC sends to Tribes or Directors. Those documents are described in this Glossary. Please note that the Board of Directors or Executive Committee can instruct management to add, delete or revise the forms at any time to make them consistent with applicable statutes, regulations, the Articles of Incorporation or the Corporation’s Bylaws. The President/CEO and Administrative Office Manager will have the most current versions of these documents.

Conflict of Interest Statement. This is a form that each Director must complete every year. It requires each Director to identify all significant interests and duality of interests that the Director has in matters involving BBAHC. The term “conflict of interest” is defined below in this glossary. The terms “significant interest” and “duality of interest” are defined in the Corporation’s Conflict of Interest – Directors Policy. (Article IV, Section 7)

Criminal Background Check Policy. Some of the funding sources available to BBAHC do not allow people who have been convicted of certain crimes to serve on BBAHC’s Board of Directors. Some American Indian/Alaska Native laws and health care laws contain similar provisions. Each Director or person nominated by a Tribe as a proposed Director must comply with the policy and provide BBAHC with the information necessary for the background check to be performed. Complete details regarding the types of crimes at issue, the information needed, and the right to release the results to the Tribe so that a new Director can be nominated are in the policy. (Article IV, Section 2)

Director Designation and Eligibility Form. This is a two-part form used by BBAHC staff and sent to Tribes before the annual meeting when the term of the director nominated by that Tribe will end or when the director nominated by that Tribe ceases to serve on the BBAHC Board of Directors. A Tribe can provide the information in Part 1 including the name of the person it is nominating to serve on the Board of Directors, and that person then completes Part 2 so that BBAHC can confirm the person meets the qualifications for Directors set forth in BBAHC’s Bylaws. Whenever a Tribe changes its Director, and whenever a Director’s term expires, the information on a Director Designation and Eligibility Form is needed. If a Tribe does not want to use the Corporation’s form, it can use its own document to provide this information. (Article IV, Section 4)

Director’s Oath of Office. This is a document that each Director must read and sign before assuming his/her position as a Director and again each year at the annual meeting. It requires the

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Director to acknowledge the fiduciary duties that he/she owes to BBAHC when serving as a Director. Fiduciary duties are discussed in detail in Article X, Section 6 of BBAHC's bylaws. (Article IV, Section 7)

Drug and Alcohol Policy Acknowledgement. This is a form that each Director signs before assuming his/her position as a Director and again each year at the annual meeting to acknowledge that s/he has read BBAHC's Drug and Alcohol Policy Applicable to BBAHC Directors and Nominees to the BBAHC Board of Directors and understands it. (Article IV, Section 7)

Notice of Vacancy in Subregional Officer Seat. This is a letter that BBAHC sends to all of the Tribes and Directors in a subregion if the Subregional Officer position for the Tribes in that Subregion is ever vacant. A Subregional Officer seat can become vacant if the director elected to that seat resigns, dies, is determined to be incompetent or is removed. (Article IV, Section 5). The notice tells the Directors in that subregion that there is a vacancy and asks the Directors from the Tribes in that Subregion to select a new Subregional Officer. Because it is very important for the Tribes in a subregion to have an uninterrupted voice on the Executive Committee, the Executive Committee may appoint a Director from one of the Tribes in that Subregion to act as a Subregional Officer for a temporary period when the Directors from that Subregion are unable to choose a new Subregional Officer promptly. (Article VIII, Section 4. Subpart (c))

Membership Rolls of ANCSA Native group or Alaska Native Tribe. The Bylaws require all persons serving on the Board of Directors to be either listed on the membership rolls or be in possession of a membership card issued by either (i) an Alaska Native Claims Settlement Act Native group, or (ii) an Alaska Native tribe that has been recognized as eligible for funding and services in the most current list published in the Federal Register. The intent of this provision is to ensure that every Director has, in addition to his/her fiduciary duties, a stake in improving the delivery of health care services to eligible beneficiaries of the Alaska Native health care system. (Article IV, Section 2)

Officer Election Rules. Officer Election Rules mean the Officer Election Rules adopted by the Board of Directors on January 16, 2007, including all amendments and revisions thereto made from time to time by the Board of Directors. (Article VIII, Section 2)

GLOSSARY OF TERMS

The following Glossary of Terms used in the Bylaws of the Bristol Bay Area Health Corporation is provided for the convenience of Directors, Officers and employees of the Corporation. In the event of any conflict between the following definitions and the definitions and usages in the Bylaws, the Bylaws govern.

Articles of Incorporation.

These are the legal papers under which Bristol Bay Area Health Corporation was formed. Bristol Bay Area Health Corporation is an Alaska nonprofit corporation. The articles of incorporation and

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all amendments are on file with the Alaska Department of Commerce, Community and Economic Development, Division of Corporations, Business and Professional Licensing in Juneau.

Board of Directors.

The Corporation's governing body is the Board of Directors. When the Board of Directors is not meeting in regular or special session, the Executive Committee acts in its place. The terms "Board" and "Board of Directors" have the same meaning and are used interchangeably in the Bylaws.

Bylaws.

The word Bylaws refers to the Bylaws of the Bristol Bay Area Health Corporation. The Bylaws are the rules and regulations adopted by the Corporation for its own governance. The Bylaws may be repealed or amended only by majority vote of the Corporation's Board of Directors. The Bylaws are kept with the corporate records and are not filed with the State of Alaska.

Committees.

Unless the context otherwise requires, the word "Committees" refers to the Corporation's Executive Committee, which is a permanent standing committee of the Board of Directors, and to such other special, standing or advisory committees as shall be established from time to time. Special, standing or advisory committees may be established by the Board of Directors or the Executive Committee to carry out whatever tasks are assigned to them. Committees may be dissolved by the Board of Directors or the Executive Committee.

Conflict of Interest.

A conflict of interest arises whenever the Director, Officer or other person serving on a committee has a financial, personal, family or other outside interest that conflicts with his or her duties to the Corporation. Directors are asked to complete a conflict of interest statement each year. Whenever it appears the person may have a conflict of interest, the facts relating to the conflict should be disclosed to the Board of Directors, to the Executive Committee or to the committee on which the person sits. This is an ongoing obligation that is required in addition to completing the conflict of information statement each year. For example, a director might list on his/her statement that he/she is related to the owner of the company that sells medical supplies under a contract with the hospital. When renewal of that contract or problems with that company are discussed at a Board meeting, that director must announce that he/she is related to the owner. This should be done even if the director thinks that everyone knows about the relationship. The director may be required to refrain from the discussion of and voting upon any matter in which a conflict of interest exists. Other related breaches of a director's duty of loyalty are described in the Corporation's Conflict of Interest – Directors Policy, and these situations may also impact a director's ability to participate in board and committee discussions and actions. The principal purpose of the Corporation's conflict of interest Bylaw is to ensure that Directors, Officers and employees are acting at all times exclusively in the best interests of the Corporation.

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Director.

A Director is a person who sits on the Corporation's Board of Directors.

Domicile.

The term domicile is used in Article IV, Section 2 and in Article VIII, Section 1. These provisions require persons serving as Directors to be domiciled in Alaska and further provide that each director serving on the Executive Committee must be domiciled in the region where BBAHC provides services. As used in the bylaws, domicile means the place where a person has his/her established, true, fixed and permanent home and dwelling place, and to which s/he intends to return whenever absent. The address a person uses for voting is one indication that it is his/her domicile.

Executive Committee.

The Executive Committee of the Board of Directors is a permanent, standing committee. The Executive Committee meets more frequently than the Board of Directors and exercises all powers of the Board except those reserved exclusively for Board action. The directors with voting rights who sit on the Executive Committee are the:

- Chair of the Board of Directors;
- First and Second Vice Chairs;
- Secretary;
- Treasurer; and the
- Subregional Officers for the following subregions:
 - Nushagak River & Bay Central
 - Western
 - Kvichak Bay & North Side Peninsula
 - Southern

The President/Chief Executive Officer serves on the Executive Committee in a non-voting capacity.

Executive Session.

The Board of Directors, the Executive Committee and other committees may go into executive session for any legitimate purpose. Generally, the Board or Committee will convene in open session and a motion will be made to go into executive session for a specific reason or reasons. Upon majority vote to go into executive session, the meeting will be closed except for those directors, officers, employees, attorneys and consultants authorized to be present during the executive session. No formal action may be taken in executive session. Unless otherwise agreed, matters discussed in executive session are confidential and must be treated as such. Typical reasons for going into executive session include, but are not limited to:

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- (1) Discussions relating to specific patient medical matters, including patient records and treatment and including discussions where the patient has waived the physician-patient privilege;
- (2) Personnel issues;
- (3) Matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the Corporation, including pending or threatened litigation;
- (4) Subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion;
- (5) Matters which by law are required to be kept confidential; and
- (6) Matters relating to professional qualifications, privileges or discipline.

Indemnification.

Article X, Section 4 provides for the Corporation to indemnify the Directors and Officers of the Corporation if the Board votes that it is appropriate to do so. To indemnify means simply to hold the person harmless from some anticipated loss. As used in the Bylaws, indemnification means the Corporation will vote to stand behind its Directors and Officers for their official acts or omissions to act to the extent they have acted in good faith. The Corporation may lawfully agree to bear any losses caused by such actions.

Indemnification can arise under many different circumstances. For example, the Board of Directors could adopt a motion to ratify the actions taken by the Credentialing Committee, including the decision to credential a new doctor, “Jane Smith.” The Board later finds out, after two beneficiaries die, that the medical group with which “Jane Smith” worked previously falsely provided a positive reference despite knowing that she had a substance abuse problem. Assume further that the Credentialing Committee’s report to the Board of Directors indicated that the usual process was followed in credentialing “Jane Smith” and there was no reason to know or suspect the reference was false, and she was a danger to patients. In this situation, it would be appropriate for the hospital to indemnify the directors if anyone filed a lawsuit against the directors on this matter.

There are times, however, when it would not be appropriate for the Corporation to indemnify a Director. For example, if the normal process in hiring a doctor was for the Credentialing Committee to obtain certified transcripts directly from the medical school, but the Directors on the Credentialing Committee accepted copies provided by the applicant, then the Corporation may decide not to indemnify the Director. Another example is if a Director signs a contract in the name of the Corporation which authorizes a contractor to build a new clinic at a village. Assume that neither the Board nor the Executive Committee approved the contract or took any action to authorize the Director to sign the construction contract. When the Board finds out about this, it refuses to honor the contract and the construction company sues both the Corporation and the

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Director who signed the contract. Under those facts, it would be proper for the Corporation to refuse to pay any losses that the Director has.

The Bylaws authorize the Board to pay the expenses that an Officer or Director incurs in defending him/herself before the lawsuit filed against the Officer or Director ends. The Board can decide that the Director or Officer should sign a promissory note that obligates the Director or Officer to repay these amounts if the Corporation later discovers that the Director's or Officer's actions were not taken in good faith.

Finally, the Bylaws allow the Corporation to provide the same protections for its employees and other agents if the Board votes to do so.

Officers.

There are two categories of Officers of the Corporation: voting and nonvoting. The voting Officers of the Corporation, all of whom also must be Directors, are the:

- Chair of the Board of Directors;
- First and Second Vice Chairs;
- Secretary;
- Treasurer; and the
- Four Subregional Officers.

The nonvoting Officers of the Corporation, all of whom are employees of the Corporation are the:

- President/Chief Executive Officer (CEO);
- Executive Vice President/Chief Operations Officer (COO);
- Vice President/Chief Financial Officer (CFO); and the
- Chief of Staff.

The Corporation may also have a Chief Medical Officer. Nonvoting officers cannot be Directors except that the CEO may be a director under circumstances set forth in the President/Chief Executive Officer Succession Planning Policy. The CEO serves at the pleasure of the Board of Directors. The Chief of Staff is elected by the Medical Staff. The other nonvoting Officers serve at the pleasure of the CEO or under written employment contracts with the Corporation.

Physician-Patient Privilege

The physician-patient privilege is mentioned in Section 8 of Article VI. This privilege is defined in Alaska Rule of Evidence 504(b) and provides that a patient has the right to refuse to disclose and to prevent anyone else from disclosing medical information which the patient provided to the physician and other persons participating in the diagnosis or treatment of the patient when the information was given for the purpose of diagnosis or treatment of the patient's physical, mental or emotional conditions. The patient's doctor may claim the privilege on behalf of the patient.

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The Board may find that it is unable to obtain specific information about treatment of a particular patient because of the physician-patient privilege. For example, if a Director wishes to find out whether a resident of a certain village is receiving appropriate care, the doctor treating that person will not be able to tell the Director anything unless the patient consents to waive the privilege. The Director does not have the right to receive confidential patient information about another person unless that person provides written authority for the hospital to talk to that Director. Directors should be aware that if they are asked by the Tribe to investigate a patient's treatment, without a written waiver from the patient (sometimes called a "release of information" or "ROI") the Director may not be able to learn anything. If the patient has consented to the release of information to the Director, the Director should forward these inquiries to the President/CEO with a request for him/her to follow up with the appropriate staff. This example assumes that the Director is involved only because s/he is a Director. In situations where the patient is also a member of the Director's family, then the Director has the same rights as any other family member of the patient. However, the Director should be careful not to try to gain additional rights based on his/her status as a Director.

This does not prevent the Board or other committee from investigating matters in a general sense to determine whether hospital policy was followed. Thus, if a pregnant woman is sent to Anchorage at the eighth week of her pregnancy, without an ROI on file, the treating physician cannot provide a report for the President/CEO to give to the Board, even in executive session, that states "we sent X to Anchorage because she had gestational diabetes." But the Director could ask the doctor what is hospital policy for treating women with gestational diabetes and what facts would cause a doctor to deviate from hospital policy.

Directors should realize that if they are asked to investigate a specific incident, their investigation will be limited by this privilege. In addition, the information will probably be discussed in executive session which means it will be confidential. Thus, the only information that a Director should communicate to the Tribe after the Director investigates is the fact that the Director investigated and whether he/she was satisfied with the results of the investigation.

Quorum.

The word quorum means a majority of the entire body, e.g., a "quorum of the Board" means at least a simple majority of the Corporation's Board of Directors is present and available to act on any motions, resolutions or other matters brought before it. The Board of Directors and the Executive Committee must have a quorum present to convene and to act. Other special, standing and advisory committees must have a quorum only when required by Board or Executive Committee directive, or by the committee's own bylaws. Alaska law specifically allows the use of attendance via remote communication to determine whether a person is present.

Remote communication

As a nonprofit corporation, BBAHC is governed by the Alaska statutes and specifically by AS 10.20., the nonprofit corporations code. AS 10.20 was recently amended to allow the use of remote communication methods. This term is defined in AS 10.20.920(8) by cross reference to a provision

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in the for profit corporations code that defines the term as “communication by means of electronic communication, conference telephone, videoconference, the Internet, electronic transmission, or other means by which persons not physically present in the same location may communicate with and hear each other on a substantially simultaneous basis”.

Tribe

As used in the BBAHC Bylaws and this Glossary, the word Tribe means a federally recognized Tribe as determined by the Bureau of Indian Affairs, Department of the Interior from time to time and published in the Federal Register and any community of Alaska Natives governed by a tribal government within the region where BBAHC provides services.

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