



Tribal Council Workshop Information

Workshop Title: Ko-Kwel Wellness Center – Charter and By-Laws	Date of Workshop: 7-22-20
<input checked="" type="checkbox"/> Open Workshop <input type="checkbox"/> Continued from previous Workshop – Date: <input type="checkbox"/> Closed Executive Workshop	
Presenter’s Name, Title and Department: Gary Leva, Consultant Mark Johnston, Executive Director Kelle Little, Health and Human Services Director Fauna Larkin, Operations Director Mark Gagnon, CFO Kyle Viksnehill, Controller	
Guest Presenter(s), Title and Agency (anyone not associated with CIT):	
Note Taker for Workshop: Anna Chavez	
Brief Description (provide outline of discussion points as well as questions you need answered by this workshop): The workgroup will present the draft KWC Charter and By-Laws to the Tribal Council. The main discussion points will include: <ul style="list-style-type: none">• Review the purpose of KWC Charter and By-Laws and rationale for the proposed structure.• Summarize proposed Charter and By-Laws• Review the preferred timeline to begin recruiting the KWC Board of Directors.• Other	
Workshop Attendees (list everyone who attended workshop):	
Reference Materials (provide for posting): Health Advisory Board Meeting Minutes 1-29-20	

DRAFT CIT Elder Care Policy
2019 Satisfaction Survey Plan

Next Steps:

- Information Only**
- Schedule second workshop**
- Prepare item for Tribal Council Motion**
- Prepare item for Tribal Council Resolution**
- Prepare item for Administrative Approval process**
- Other:**

Executive Director Comments:

Tribal Council Secretary/Treasurer Comments:

Executive Director Initials:

**Coquille Indian Tribe
dba
Ko-Kwel Wellness Center**

BYLAWS

**TABLE OF CONTENTS WILL BE UPDATED UPON
FINAL APPROVAL OF BYLAWS**

NAME, OFFICE AND PURPOSE

Section 1 .01	Name of Corporation
Section 1 .02	Seal
Section 1 .03	Principal Office
Section 1 .04	Mission

ARTICLE 2: MEMBERS

	Number
Section 2.01	
Section 2.02	Transfer of Membership and Dues

ARTICLE 3: BOARD OF DIRECTORS

Section 3.01	General Powers
Section 3.02	Specific Powers, Duties and Responsibilities
Section 3.03	Number, Tenure, and Qualifications
Subsection 3.03.01	Number
Subsection 3.02.02	Qualifications
Section 3.04	Election of Directors
Section 3.05	Resignation
Section 3.06	Removal
Section 3.07	Vacancies
Section 3.08	Meetings
Subsection 3.08.01	Annual
Subsection 3.08.02	Regular
Subsection 3.08.03	Special
Subsection 3.08.04	Notice; Waiver
Subsection 3.08.05	Quorum
Subsection 3.08.06	Voting
Subsection 3.08.07	Conduct of Meetings

Ko-Kwel Wellness Center

BYLAWS

Subsection 3.08.08
Section 3.09
Section 3.10

Presumption of Assent
Compensation
Board Evaluations

ARTICLE 4:

Section 4.01

Section 4.02
Section 4.03
Section 4.04
Section 4.05
Section 4.06
Section 4.07
Section 4.08
Section 4.09
Section 4:10
Section 4.1 1
Section 4.12

OFFICERS

Titles and Qualifications

Election and Term of Office
Resignation
Removal
Vacancies
The Chairman
The Vice Chairman
The Secretary
Treasurer
Other Assistants and Acting Officers
Records
Compensation

ARTICLE 5:

Section 5.01

STANDING COMMITTEES

Appointment of Committees

Ko-Kwel Wellness Center BYLAWS

ARTICLE 1: NAME, OFFICE AND PURPOSE

Section 1 .01 Name of Entity

The name of the entity is the Ko-Kwel Wellness Center (KWC), a 'Division' of the Coquille Tribal Government as designated through Tribal Ordinance # _____, dated _____.

Section 1.02 Seal

The seal is the Coquille Indian Tribes (CIT) tribal logo.

Section 1.03 Principal Office

The principal office of the Corporation shall be located at the Coquille Indian Tribes Ko-Kwel Wellness Center, Coos Bay, OR.

Section 1.04 Mission

The mission of the Ko-Kwel Wellness Center is to provide high quality, affordable and accessible healthcare services to all community members, both Native and non-Native.

The purposes for which this Division is formed, are set forth in the Bylaws, to which reference is hereby made, and the same are hereby incorporated in these Bylaws as though fully set forth herein.

The Ko-Kwel Wellness Center is organized for the following purposes:

1. To maintain an organization that will provide healthcare services which may include primary medical and dental services, laboratory services, pharmacy services, urgent care services, mental health and substance abuse services, alternative and complimentary services and other disease prevention and health promotion services as needed to promote, foster and maintain good health.
2. To coordinate and collaborate service delivery with the pre-existing community resources.
3. To provide non-discriminatory services.
4. To do all things, including the lease, purchase, or assignment of real and personal property, necessary to accomplish the aforementioned corporate purposes as set forth in these Bylaws.
5. The KWC is prohibited from encumbering short-term or long-term debt financing for any purpose including remodeling or new construction; the "Division" is required to submit a recommendation to the CIT Governing Body should it desire to encumber debt. The CIT

Ko-Kwel Wellness Center

BYLAWS

6. Governing Body has final authority to approve/disapprove recommendations from the KWC regarding debt financing.

ARTICLE 3: DIRECTORS

Section 3.01 General Powers and Responsibilities of the Board of Directors.

The activities, committees, affairs and property of the KWC shall be governed by the Board of Directors. The Board of Directors is responsible for the hiring and firing of the CEO and is responsible for the Division's policies but is not responsible for the day-to-day operations.

The Board of Directors shall have authority and responsibility for establishing the policy for administration of the Division in accordance with the guidelines herein contained. Individual Board Directors are specifically restricted from meeting with the Board of Directors in any unauthorized manner on behalf of the Division.

Section 3.02 Specific Powers, Duties and Responsibilities

The duties of the Board of Directors in its administration of the Division include, but are not limited to, the following:

- (1) The selection, annual evaluation, renewal and/or dismissal of the CEO of the KWC
- (2) Establishment of the personnel policies and procedures including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices. The CIT may assist with any of these items as requested;
- (3) Adopting policies for financial management practices including a system to ensure accountability for the Division's resources, approval and administration of the annual budget, establishing the Division's priorities, eligibility for services including the criteria for partial payment schedules, and long-range financial and strategic planning;
- (4) Evaluation of the Division's activities including services, quality of care metrics, utilization patterns, productivity, patient satisfaction, achievement of objectives and development of a practice for hearing and resolving patient grievances;
- (5) Establishing policy for the conduct of the Division and approval of programs and expenditures of the Division. The Board of Directors shall annually review its policies and Bylaws;
- (6) Ensuring that the Division is operating within applicable Tribal, Federal, State, and local laws and regulations;

Ko-Kwel Wellness Center

BYLAWS

- (7) Adopting health care policies including the scope and availability of services, location and hours of services, and quality of care audit procedures;
- (8) Keep minutes of Board of Directors and all committee meetings.
- (9) Coordinating the independent annual audit in conjunction with the CIT;
- (10) The Board of Directors shall have the power to veto any action of the Officers and Committees;
- (11) The Board of Directors members shall abstain from voting on any motion in which the Board member may have a conflict of interest;
- (12) The property and lawful business of the Division shall be held and managed by the Board of Directors, which shall exercise all of the powers of the Division.
- (13) The KWC & CEO shall meet quarterly with the CIT Governing Body to provide at a minimum the following reports: financial status, productivity, quality of care, staffing, patient satisfaction and issues needing attention. Special meetings, over and above the quarterly meetings, may be requested by either the KWC or the CIT Governing Body as needed. The entity that requests the special meeting is required to have a specific agenda that is within the purview of either entity's responsibilities or accountabilities. Prohibited agenda items include; employer relation matters, employee corrective actions, patient complaints, staff grievances, political matters, clinical decisions and personal health related matters, are prohibited topics for special meeting requests.

Section 3.03: NUMBER, TENURE & QUALIFICATION

Subsection 3.03.01 Number

The Board is comprised of eight (8) members; four of whom must be Coquille Tribal members without regard to residency. One member of the Board must be a Coquille Tribal elder that qualifies as an elder as defined by the Elder Services program and one must be a patient of the KWC. The KWC CEO is an ex-officio non-voting Board member.

Subsection 3.03.02 Tenure

The Directors shall serve a term of three years. However, the terms of the initial Directors shall be staggered, such that the terms of approximately one-third of the Directors shall expire each year. Once selected, two Directors will serve a one-year term, two Directors will serve a two-year term and three Directors will serve a three-year term. Names will be drawn to determine the term limits. Directors may be re-appointed by the CIT Governing Body to consecutive terms of office for a two-year period without limit to the number of consecutive terms as long as the Director is in good standing and is recommended by the majority of the Board for renewal. It is the responsibility of the Board Chairman to present the recommendation to the CIT Governing Body approval/disapproval of re-appointment at least two months prior to expiration of the Director's term expiration.

Ko-Kwel Wellness Center

BYLAWS

Subsection 3.03.03 Qualifications

1. The Board of Directors shall be composed of individuals who have expertise in at least one of the following entities: health care, law, finance, social services, business, tribal operations, longevity in the community or other entity that would enhance the expertise of the Board in overseeing the Division

Section 3.04 Election

Individuals shall be selected to become Board of Directors members by the CIT Governing Body. The CIT Governing Body will announce the recruitment of Board members to the entire CIT membership and the public with an accompanying deadline for applications. Prior to the recruiting announcement, the CIT Governing Body will approve the following:

- Process for recruitment and selection
- Board membership application
- Board member job description
- Selection criteria
- Timeframe

In selecting individuals to serve as members of the Board of Directors, the Nominating Committee and the CIT Governing Body will ensure that the composition and expertise requirements specified in Article 3, Section 3.03 are met and that the Board of Directors is at all times compliant with this requirement.

Section 3.05 Resignation

A member may relinquish their position on the Board of Directors at any time by delivering a written resignation to the Chairman of the Board of Directors. Such resignation shall be effective upon receipt, unless otherwise provided by the terms thereof. The Chairman will immediately notify the CIT Tribal Council of the resignation and need to fill the vacancy.

Section 3.06 Removal

A decision to remove a Board member is at the recommendation of the Board of Directors and approval by the CIT Tribal Council. A special meeting with the CIT Tribal Council will be requested by the Board for this purpose. Any Director may be recommended for removal by the affirmative vote of five (5) members of the entire Board with prior notice given that specifies the proposed removal. Board members may be removed for cause. "For cause" includes, but is not limited to:

- unethical or unprofessional conduct
- theft or dishonesty

Ko-Kwel Wellness Center

BYLAWS

- malfeasance
- disorderly conduct
- breach of confidentiality
- lack of support of corporate mission
- political behavior
- four (4) unexcused absences (abandonment)
-

A Director may be removed if such Director has four (4) unexcused absences in any one calendar year period. A Director's absence shall be excused if they inform the Board Chairman of their inability to attend prior to the meeting.

Section 3.07 Vacancies

Vacancies will be filled by the CIT Tribal Council under the guidelines identified in Section 3.04. Each officer shall remain in office until her/his successor is elected and qualified, subject to earlier termination by removal or resignation.

Any vacancy in an office may be filled by the affirmative vote of the majority of the CIT Tribal Council and Board of Directors. An officer elected to fill a vacancy shall be elected for the unexpired term of such officer's predecessor in office.

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the CIT Governing Body for the unexpired portion of the term. Individuals shall be selected to become Board of Directors members upon recommendation of the Nominating Committee and election by the Board of Directors as described in Section 3.04.

Section 3.08 Meetings

Meetings of the Board of Directors may be called by the Chairman, Vice Chairman (in the Chairman's absence) and a member of the Board or at the request of the CEO by notifying the Chairman or the Vice Chairman. The officers of the Board will convene and determine if the Board agrees to the meeting request. Regular meeting days will be established throughout the year based on consensus of the Board. Minutes of all meetings of the Board shall be recorded and maintained. Meetings of the Board and its committees may be held in face-to-face, phone conferences, videoconference, or other electronic means, at the pleasure of the Chairman or Vice Chairman. After notifying the Chairman or Vice Chairman, (Section 3.08 gives Vice Chairman this power) the Chairman or Vice Chairman must contact all Board members, in a timely manner to notify the Board members of the meeting time and date.

Subsection 3.08.01 Annual Meeting

The Board of Directors shall have an annual meeting which will be scheduled in January for the purpose of filling expiring terms of office or re-appointing previous members and the transaction of other business that may come before the Board. The Chairman, Vice Chairman, Secretary and Treasurer shall be elected at the Annual Meeting of the Board of Directors and Committees appointed. The newly elected Officers will take the office at the next scheduled Board of Directors meeting. Official customary business may be conducted at this meeting.

Ko-Kwel Wellness Center

BYLAWS

Subsection 3.08.02 Regular Meetings

Regular meetings of the Board shall be held monthly at a convenient time and location as determined by a majority of the members of the Board.

Subsection 3.08.03 Special Meetings

A special meeting of the Board of Directors may be called as outlined in Section 3.08 of these by-laws.

Subsection 3.08.04 Notice Waiver

Directors shall be notified of any special meeting using the usual business or residence address, in advance of the said meeting by at least seven (7) days where possible, but not more than thirty (30) days.

Notice of each meeting of the Board of Directors shall be given by telephone, by written notice delivered personally, e-mail, or given via his or her business/personal address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

Whenever any notice is required to be given to any Director of the Division under the Bylaws, or any provision of the law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of the Director at the meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects there to the transaction of any business because the meeting is not lawfully called or convened.

Notice may be waived by the consent of all the Directors. Such notice may be waived at the discretion of the Board of Directors to address urgent need situations. Each such notice shall state the general business to be transacted; and the day, time, and place of such meeting. Only items stated in the notice of such meeting may be transacted.

Subsection 3.08.05 Quorum

Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business except for Committee Meetings; which require three (3) members.

Actions taken at a meeting where a quorum is present, shall be determined by a majority of those present, unless otherwise required by these Bylaws.

A majority of the Directors present (though less than such quorum) may adjourn a meeting from time to time without further notice.

Ko-Kwel Wellness Center BYLAWS

Subsection 3.08.06 Voting

At all meetings of the Board of Directors, except as otherwise expressly required by these Bylaws, all matters shall be decided by the vote of a majority (at least four) of the Directors present at the meeting.

The act of the majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Subsection 3.08.07 Conduct of Meetings

The Chairman, and in his or her absence, the Vice Chairman, and in their absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as Chair of the meeting. The presiding officer may appoint any Director or other person present to act as Secretary of the meeting.

Subsection 3.08.08 Executive Session

An Executive Session may be called by any Board member.

Subsection 3.08.09 Presumption of Assent

A Director of the Division who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action on any Division matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.09 Honorarium

The Board of Directors shall serve without salary, but each member is entitled to an honorarium of \$75 per meeting which includes committee meetings as warranted.

Ko-Kwel Wellness Center BYLAWS

Section 3.10 Board Evaluations & Training

The Board of Directors shall conduct an annual self-evaluation at the December meeting. The purpose of the self-evaluation is a checks and balances on the overall performance of the Board. The self-evaluation process shall include facilitation by a non-Board member selected in advance by the Board who will meet with the Board to determine the agenda.

The Board of Directors shall receive Board training, at minimum, once every two years. New Board members are to be oriented to the Board upon selection to the Board. The Board and the CEO will orient a new member on Board practices and the current status of the Health Center. The new Board member will receive at least six months of the most current Board minutes, documents, reports, etc. to bring the Board member current on the status of the KWC.

ARTICLE 4: OFFICERS

Section 4.01 Titles and Qualifications

The officers shall consist of a Chairman, Vice Chairman, Secretary and Treasurer.

Section 4.02 Election and Term of Office

The CIT Tribal Council will appoint the Chairman of the Board. The, Vice Chairman, Secretary and Treasurer shall be elected by the Board of Directors at the January meeting or other determined forum and each shall be a current Director on the Board of Directors, by a majority of those Board members in attendance at said meeting. The election shall be either by written or oral ballot.

The Vice-Chairman, Secretary and Treasurer shall hold office for a term of one (1) year.

Section 4.03 Resignation

Any officer may resign at any time by delivering a written resignation to the Chairman or the Secretary of the Board but may remain a member of the Board of Directors.

Section 4.04 Removal

Any officer may be removed at any time by a majority vote of four (4) Directors, excluding the officer to be removed, at a duly-held or special meeting of the Board. Reason of the proposed removal shall be for cause as outlined in Section 3.06 and submitted in writing to the Chairman prior to any meeting of the Board of Directors, at which such removal shall be considered. If the Chairman is requested to be removed, the reason shall be submitted to the Vice Chairman who will conduct the meeting. This section only pertains to the removal of an officer, not removal from the Board.

Ko-Kwel Wellness Center

BYLAWS

Section 4.05 The Chairman

The Chairman shall be the principal officer subject to the control of the Board of Directors and in accordance with the purposes of the Division. The Chairman is responsible for: presiding at all meetings of the Board of Directors, forming agendas for the Board of Directors meetings, and addressing items on the agenda.

The Chairman shall, when present, preside at all meetings of the Board of Directors. He or she shall have authority, subject to such rules as may be prescribed by the Board of Directors, to delegate authority to sign, execute and acknowledge, on behalf of the Corporation, all documents or instruments necessary and/or proper to be executed in the course of the Corporation's regular business. In general, he or she shall perform all duties incident to the office of Chairman and have such other duties and exercise such other authority as may be prescribed by the Board of Directors from time to time.

The Chairman shall have such powers and duties as are vested in the Chairman of the Division by law or custom and as may be determined from time to time by the Board, except as otherwise provided by these Bylaws, the Articles of Incorporation and the laws of the CIT. In the absence of the Chairman, a Vice Chairman or such person as is designated by the Board shall assume the responsibilities of the Chairman. The Chairman, by virtue of office, can be an ex officio member of all committees.

Section 4.07 The Vice Chairman

In the absence of the Chairman or in the event of his/her inability to act, the Vice Chairman shall act in his/her place and shall have the powers and authorities of the Chairman and be subject to all the restrictions upon the Chairman, except as limited by resolution of the Board of Directors. The Vice Chairman does not automatically succeed to the role of Chairman.

The Vice Chairman may sign, with the Secretary certificates for memberships of the Corporation, and shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the Chairman or by the Board of Directors. The execution of any instrument on behalf of the Division by the Vice Chairman shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the Chairman.

Section 4.08 The Secretary

The Secretary shall be responsible for all records of the Board of Directors and of the Division and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

The Secretary and designated staff shall: (a) keep the minutes of the Board of Directors electronically as provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Division records; (d) have general charge of the Membership transfer books of the Division ; and (e) in general perform all duties incident to the office of Secretary and may have such other duties and exercise such other authority as may be prescribed by the Board of Directors from time to time or as may be delegated or assigned to him or her by the Chairman from time to time.

Ko-Kwel Wellness Center BYLAWS

Section 4.09 The Treasurer

The Treasurer or designated staff shall: (a) have charge and custody of and be responsible for all funds and securities of the Division; (b) a monthly report will be submitted by the CEO to the Treasurer and shared with the Board at the monthly Board meeting. The report will cover receipts for monies due and payable to such banks, trust companies, or other depositories; (c) annually ensure, with the Chairman, that an audit of the Division's businesses has been conducted; (d) in general perform all duties incident to the office of Treasurer and may have such other duties and exercise such other authority as may be prescribed by the Board of Directors from time to time or as may be delegated or assigned to him or her by the Chairman from time to time.

Section 4.10 Other Assistants and Acting Officers

The CIT Tribal Council shall have the power to appoint any person to act as assistant to any officer, or as agent for the Division in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Section 4.1 1 Records

There shall be maintained at the Health Center all financial books and records of account, all minutes of the Board of Directors' meetings, membership meetings and Committee meetings, the list of members and copies of all other material records, books, documents and contracts.

Such records shall be sufficient to permit determination of the number of Directors holding office at any point in time, and of the names and addresses of same. All such books, records, minutes, lists, documents and contracts shall be made available for inspection at any reasonable time during usual business hours, (1) by any member of the Division, or duly authorized representative thereof, for any lawful and proper purpose, and (2) by any Director of the Division, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each officer or agent of the Division shall turn over to his or her successor or the Chairman, in good order, such corporate moneys, books, records, minutes, lists, documents, contracts or other property of the Corporation as may have been in the custody of such officer or agent during his or her term of office.

Section 4.12 Compensation

The officers shall not be paid any compensation for their services as officers to the Division.

ARTICLE 5: STANDING COMMITTEES

Section 5.01 Appointment of Committees

The Board of Directors may designate and appoint one or more standing or special committees, each of which shall consist of at least one Director, but which may consist of other individuals who are not Board members. Such committees shall have powers and duties as are granted to them by these Bylaws or by resolution of a majority of the Board .

Ko-Kwel Wellness Center

BYLAWS

The Chairman of the Board shall appoint committee chairpersons except as is otherwise expressly provided by these Bylaws or by resolution adopted by a majority of the Board members present. Each committee may select its own secretary. Committee meeting minutes will be submitted to the Board of Directors for information, discussion and action at the regularly scheduled monthly meeting. Quorum of committee meetings is three (3).

Section 5.02 Executive Committee

The Executive Committee may make recommendations to the Board with respect to any matter on which the Committee considers such advice to be appropriate. The Executive Committee shall perform such other duties as may be delegated to it by the Board of Directors. All actions of Executive Committee shall be reported in writing at the next meeting of the Board. The CEO may be excused from that portion of the meeting when discussing compensation, performance review, etc. Executive Committee meetings should only be convened when a specific topic needs to be addressed and of utmost importance to the Board.

Subsection 5.02.01 Number and Qualifications

The Executive Committee shall consist of the CEO, who will act as a non-voting member and four (4) elected officers: Chairman, Vice-Chairman, Secretary, and Treasurer. The Executive Committee may excuse the CEO from a portion of the meeting.

Subsection 5.02.02 Authority

The Executive Committee shall have and may exercise all of the authority of the Board of Directors in situations where short decision time frames and urgent decisions prevent a meeting of the full Board of Directors. Executive Committee decisions shall be subject to ratification by the Board of Directors at the next full Board meeting at which a quorum is present. It shall not have authority to act with respect to matters of major policy importance beyond the current and ordinary business affairs of the Corporation, except as such powers may be specifically delegated to it by the Board. The Executive Committee shall *not* have the authority of the Board in reference to:

- a. approving a plan of merger or consolidation;
- b. recommending to the members the sale, lease, or exchange of all or substantially all of the property and assets of the Division otherwise than in the usual and regular course of its business;
- c. recommending to the members a voluntary dissolution of the Division or a revocation thereof;
- d. elect or appoint officers;
- e. fix compensation for officers or Board members;
- f. amending, altering, or repealing these Bylaws or adopting new Bylaws; and
- g. hiring and firing of the CEO.

Ko-Kwel Wellness Center

BYLAWS

Subsection 5.02.03 Notice of Meetings

Written, telephonic, or electronic notice, including time and place, of all Executive Committee meetings shall be given by the Chairman or the Vice Chairman to the members at least five (5) days, but not more than fourteen (14) days, prior to such meeting. Such notice may be waived by unanimous consent of the Executive Committee. Such notice may be waived at the discretion of the Chairman to address urgent need situations. Minutes shall be kept of Committee proceedings and shall be reported at the following Board of Directors' meeting.

Subsection 5.02.04 Quorum: Majority Vote

At meetings of the Executive Committee, a majority of Committee three (3) members shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Executive Committee, the members present may adjourn the meeting without notice, until a quorum is present.

Section 5.03 Finance Committee

The Finance Committee will be a standing committee. The purpose will be to review financial policies, reports and procedures and to recommend the position it supports on such matters that are before the Board of Directors.

The Finance Committee is composed of at least three (3) members appointed by the Chairman. At least one (1) of the Finance Committee members will be the Chief Financial Officer (CFO) from the Coquille Indian Tribe. The CFO is not a Director of the Board. The Treasurer shall preside over the Finance Committee Meetings.

- A. The Finance Committee shall review periodically the monthly financial statements and it shall recommend to the Board of Directors a yearly budget and make recommendations in regard to financial policy as described in Article 3, Section 3.02 above.
- B. The Treasurer shall serve as Chairperson of the Committee.
- C. The Committee shall be responsible for making recommendations to the Board of Directors on all policies and procedures described in Article 3, Section 3.02 above.
- D. The Committee shall regularly review compliance with Federal, State, and Tribal and/or other laws and regulations.

Section 5.04 Operations Committee

The Operations Committee will be a standing committee. The purpose will be to guide development, review and the recommendation of the KWC Personnel Policies and Procedures. The Personnel Policies and Procedures will be developed and mirror the CIT Personnel Policies where applicable.

The Operations Committee is composed of at least three (3) members appointed by the Chairman. At least one (1) of the Operations Committee members will be the Medical Director or Quality Assurance Officer, one (1) will be the HR Director and one (1) will be the CEO. Other staff may be present as requested. No Health Center staff may serve as a Director of the Board.

Ko-Kwel Wellness Center BYLAWS

- A. The Operations Committee shall monitor and review major policy and legislative developments related to the delivery of primary health care services and personnel policies.
- B. The Committee shall be responsible for making recommendations to the Board regarding scope and availability of services, location and hours of services, and productivity. The Committee shall take appropriate actions as directed by the Board regarding the health benefits package, protocols and standards of care, the conduct of health service delivery, and shall develop and implement quality assurance review procedures, as well as ensure patients have a formal opportunity to provide feedback and input regarding the services received at the Health Center.
- C. The Committee shall address issues of health care accessibility, comprehensiveness and appropriateness of services and shall monitor progress toward attainment of short and long-range goals identified in the annual health care plan of the Health Center.
- D. The Committee shall ensure that patients have a grievance/complaint process that is clearly defined and is expected to follow the due process guidelines that are set forth and approved by the Board. Staff grievance rights are defined in the Division Personnel Handbook/personnel policies and patient grievance rights are defined in the Patient Rights and Responsibilities policy. At no time is the committee or Board to discuss or become involved in any patient or staff matter unless they have followed the protocols outlined in the respective policies.

ARTICLE 6: OTHER COMMITTEES

Section 6.01 Appointment of Ad-hoc Committees

The Chairman may designate other committees as appropriate. When such committees are created, a written charge will be provided to guide the work of the committee.

The Chairman may designate one or more committees, each of which shall consist of at least one Director, but which may consist of other individuals who are not Board members. These committee members shall serve with the advice, consent, and at the pleasure of the Board of Directors. Committee members who are not Directors may attend meetings and otherwise assist in the management of the Division in any manner deemed appropriate by the Board of Directors but may not vote.

ARTICLE 7: Chief Executive Officer

Section 7.01 CEO

The Board of Directors shall hire a full time Chief Executive Officer to manage the Division. The CEO shall be the chief executive officer of the Division, shall be the executive representative of the Board of Directors in the management of the Division, and shall have all the duties and authority which such position would customarily require. The CEO shall be responsible to the Board of Directors for executing the policies of the Board of Directors and the mission of the Division. The CEO shall serve at the pleasure of the Board.

Ko-Kwel Wellness Center BYLAWS

Section 7.02 Evaluation

An annual appraisal of the CEO's performance shall be performed in writing by the entire Health Board with input from the Executive Committee. The annual appraisal of the CEO's performance shall be performed within thirty (30) days before or after the anniversary of the CEO hire date.

ARTICLE 8: DEPOSITS, CHECKS, CONTRACTS (TBD)

Section 8.01 Deposits

All funds of the Division shall be deposited daily (or as soon as possible) to the credit of the Division in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Section 8.02 Checks

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Division, shall be signed by such officer or officers, agent or agents of the Division and in such a manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Endorsements for deposits to the credit of the Division shall be made in the following manner: All checks that can be processed through the check reader shall be deposited on a daily basis and stamped as void. Copies of the processed check report will be ran and reconciled monthly with the bank statement. Items that cannot be processed through the check reader shall be deposited no less than weekly. The checks, endorsed with a stamp noting the deposit to the corporation bank with the corporation name and account number, will be reconciled monthly with the bank statement.

Section 8.03 Loans

No indebtedness for borrowed money shall be contracted on behalf of the Division, and no evidences of such indebtedness shall be issued in its name.

Section 8.04 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Division, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge and any other contracts for or on behalf of the Division must be agreed to by the Chairman or a Vice Chairman and by the Secretary. The Secretary shall validate by signature as warranted. When so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Without the express and specific authorization of the Board of Directors, no officer or other agent of the Division may enter into any significant financial contract in excess of \$100,000 or execute and deliver any instrument in the name of and on behalf of the Division.

Ko-Kwel Wellness Center
BYLAWS

ARTICLE 9: CONFLICTS OF INTEREST

Section 9.01 Contracts with Directors or Officers

No Director or officer of the Division shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by five (5) Directors present and voting at a meeting at which the presence of such Director is not necessary for such authorization. The facts and nature of such interest shall have been fully disclosed or shown to the members of the Board of Directors present at the meeting at which such contract is so authorized.

Section 9.02 Loans to Officers and Directors

No loans shall be made by the Division to its Directors, officers, staff or any other person or entity.

Section 9.03 Conflicts of Interest

A Director may not be an employee of the Division.

Director conflicts of interest or the perception of same shall be disclosed to the Board. When any such interest becomes a matter of Board action, such Director shall not vote or use personal influence on the matter and shall not be counted in the quorum for a meeting at which Board action is to be taken on the interest. The Director may, however, briefly state a position on the matter and answer pertinent questions of Board members. The minutes of all action taken on such matters shall clearly reflect that these requirements have been met. A Director that submits an application for a Health Center staff position must immediately resign their position on the Board of Directors, regardless of the outcome of the application.

ARTICLE 10: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.0 Indemnification (RESEARCH)

To the fullest extent permitted by its Bylaws and CIT Tribal law, CIT is authorized and required to indemnify all the Division Directors and officers. The officers or Directors with CIT, shall be entitled to determine the terms of indemnification, including advance of expenses and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the officers. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification prior to such amendment or repeal.

It is the intention of the Directors and officers of the Division these Bylaws and all suits and special proceedings under these Bylaws be construed in accordance with and pursuant to the laws of CIT and that any action, special proceedings or other proceeding that may be brought arising out of, in connection with or by reason of these Bylaws, the laws of the CIT shall be applicable and shall govern to the exclusion of the law of any other forum; and, the venue of the action of proceeding shall be the designated jurisdiction that the part first exhaust all remedies in CIT Tribal Court.

Ko-Kwel Wellness Center BYLAWS

Section 10.02 Insurance and Other Indemnification

The Board of Directors in collaboration with the CIT CFO shall have the power to authorize the purchase, maintenance, and expense of (i) insurance on behalf of the Division and on behalf of others to the extent that power to do so has been or may be granted by statute, and (ii) give other indemnification to the extent permitted by law at the Division's expense.

ARTICLE 11: AMENDMENT OF BYLAWS

Section 11.0 Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted in a manner authorized by law at the time of amendment. Amendments shall be approved by at least five (5) members of the Board. The Board will present recommended Bylaws changes to the Tribal Council for review and approval.

ARTICLE 12: SERVICES PROVIDED BY THE DIVISION

Section 12.01 Health Care Services

Within the eligibility guidelines, capabilities, talents and expertise of the personnel and facilities of the Health Center, health care shall be provided for all persons who seek health care. The range of comprehensive services shall be approved by the Board.

Section 12.02 Health Records

All health record shall be kept in accordance with Federal, Tribal, state and local laws and regulations, on each patient with pertinent data recorded necessary for adequate diagnosis and treatment of the patient's condition. These records shall remain confidential, for clinical or referral uses only, other uses being determined by authorized staff of the Division .

Section 12.03 Non-discrimination

All the above services shall be provided to the best of the Division's ability. Patients will not be discriminated because of race, color, creed, religion or national origin.

ARTICLE 13: MISCELLANEOUS

Section 13.01 Fiscal Year

The fiscal year of the Division will be consistent with the Coquille Indian Tribe.

Ko-Kwel Wellness Center
BYLAWS

Section 13.02 Approval of Bylaws

By **Resolution XXXXXX**, the CIT Governing Body approved the Bylaws of the Division dba Ko-Kwel Wellness Center, Inc. and directs that the Board operate the KWC consistent with the approved Bylaws which creates the Division as a separate, single purpose instrumentality of the CIT.

Section 13.03 Dissolution

The Division may be dissolved by a simple majority of the Tribal Council.

The above Bylaws were duly and legally adopted at a meeting of the CIT Governing Body on the **XXXX** day of _____, 2020, by a vote of _____ FOR and _____ AGAINST.

TRIBAL HEALTH CHARTER

KO-KWEL WELLNESS CENTER
COQUILLE INDIAN TRIBE

TRIBAL HEALTH CHARTER

TABLE OF CONTENTS

SECTION I. ESTABLISHMENT	2
SECTION II. PURPOSE & AUTHORITY.....	2
SECTION III. DURATION	3
SECTION IV. MISSION, VISION & VALUES.....	3
SECTION V. KO-KWEL WELLNESS CENTER GOALS	5
SECTION VI. NO WAIVER OF SOVEREIGN IMMUNITY	5
SECTION VII. AMENDMENT	5

SECTION I. ESTABLISHMENT

In order to ensure and oversee the provision of comprehensive, efficient and effective health care for members of the Coquille Indian Tribe (CIT) and other eligible persons seeking to receive healthcare services at or through the Ko-Kwel Wellness Center (KWC), the Coquille Indian Tribal Council, pursuant to the Constitution of the CIT, hereby establishes and delegates all healthcare operational authority to the KWC Tribal Health Board. The Ordinance(s) cited for this purpose are as follows: **(TBD)**

The rationale for establishing a Tribal Health Board are as follows:

1. Eliminate political influence in health and wellness services and administrative decisions.
2. Increase Tribal Council time & efficiency to focus on other tribal matters.
3. Allows KWC to operate more business-like as opposed to a tribal government program
4. Tribal member participation provides greater opportunities for tribal members to provide input and gain knowledge of the health care system.
5. Allows greater flexibility and efficient decision making for the KWC CEO to manage day to day operations

SECTION II. PURPOSE & AUTHORITY

PURPOSE

The overall purpose of the Board is as follows:

- A. To provide oversight of quality and timely health and wellness services, including but not limited to, medical, dental, behavioral health and pharmacy to members of the CIT & other eligible persons in the region seeking to receive health and wellness services.
- B. To ensure a high quality, accessible, responsive and well-coordinated delivery system of health education, promotion and health and wellness services, for the benefit of current and future CIT members and eligible members of the general community
- C. To serve as the governing body of the Ko-Kwel Wellness Center which satisfies the requirements of the Accreditation Association for Ambulatory Health Care (AAAHC) and/or other accreditation or licensing authorities.
- D. Maintain fiscal accountability by closely monitoring and generating revenue, implementing cost control policy and procedures, obtain and review comprehensive monthly and year end fiscal reports and provide Tribal Council with an accurate financial overview at quarterly

combined meetings. The annual budget will be developed in conjunction with the Tribe's budgeting process.

- E. Ensure timely response to patient complaints and to serve as the primary health advocate for the CIT membership.

AUTHORITY

The Board of Directors shall have authority and responsibility for establishing the policy for administration of the KWC in accordance with the guidelines contained in the Board Articles and Bylaws. The specific powers, duties and responsibilities of the Board are also delineated in the Articles and Bylaws. The Board is responsible for the hiring and termination of the KWC CEO and is responsible for the policies but is not responsible for the day-to-day operations.

SECTION III. DURATION

The Tribal Health Board shall exist until terminated by the Tribal Council.

SECTION IV. MISSION, VISION AND VALUES

A. Health and Human Services Mission

HHS fosters and promotes a whole person approach to wellness, health, and the promotion of self-sufficiency through commitment to a safe, traditional, and culturally-meaningful environment. Our mission is to ensure the legacy of the Coquille Indian people.

B. Vision

a. Coquille Indian Tribe Vision

We are a proud and powerful resilient people, a sovereign nation, whose binding thread is our Coquille identity. In the footsteps of our ancestors we celebrate.

C. Core Values

As a sovereign nation we dedicate ourselves to:

- i. Promoting the health and well-being of tribal members and our community

- ii. Providing equitable opportunities, experiences and services to all tribal members
- iii. Taking care of our old people
- iv. Educating our children
- v. Practicing the culture and tradition of potlatch
- vi. Considering the impacts to our people, land, water, air and all living things
- vii. Practicing responsible stewardship of Tribal resources

SECTION V. KO-KWELL WELLNESS CENTER GOALS

- A. Provide comprehensive health services that are high quality, trauma informed & culturally competent
- B. Maximize revenue, minimize expenses, reduce the CIT General Fund subsidy and create financial reserves
- C. Maintain a high quality and stable workforce in a safe and clean work environment
- D. Maintain well trained/educated/competent Board.

SECTION VI. NO WAIVER OF SOVEREIGN IMMUNITY

Nothing in this Charter is intended nor shall be construed to waive the sovereign immunity of the CIT.

SECTION VII. AMENDMENT

Any amendment to this Charter shall be effective with the approval by Resolution of the CIT Tribal Council.