



Tribal Council Workshop Information

Workshop Title: KWC Governance Model update	Date of Workshop: October 8, 2020
<input checked="" type="checkbox"/> Open Workshop <input checked="" type="checkbox"/> Continued from previous Workshop – Date:9/23/20 <input type="checkbox"/> Closed Executive Workshop	
Presenter’s Name, Title and Department: Mark Johnston, Executive Director	
Guest Presenter(s), Title and Agency (anyone not associated with CIT): KWC Decision Team	
Note Taker for Workshop: TBD	
Brief Description (provide outline of discussion points as well as questions you need answered by this workshop): Continuing discussion regarding the Ko-Kwel Wellness Center (KWC) Governance Model with a review of a draft charter, bylaws and program authorization and evaluation document. Staff looking for motion to move forward with the final drafting of the charter, bylaws and related documents, as presented, to create a Healthcare Division as part of the Tribal Government.	
<u>Workshop Attendees</u> Tribal Council: Staff: Others:	
Workshop Summary (provide outline of discussions that occurred):	
Reference Materials (provide for posting): Powerpoint for discussion topics.	

Next Steps: Please fill out this required section at the end of the workshop.

- 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

TRIBAL HEALTH CHARTER

October 8, 2020

TRIBAL HEALTH CHARTER

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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 health care services at or through the CIT Wellness Centers, the Coquille Indian Tribal Council, pursuant to the Constitution of the CIT, hereby establishes and delegates all healthcare operational authority to the Tribal Health Board of Directors. The Ordinance(s) cited for this purpose are as follows: Government Organization and Procedure (#120) and Program Authorization and Evaluation Ordinance (#175).

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

1. Increase Tribal Council time & efficiency to focus on other tribal matters.
2. Allow Tribal Wellness Centers to operate as independent businesses.
3. Allow healthcare experts, as Board members, to provide oversight and input.
4. Allow greater flexibility and efficient decision making for the Healthcare 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, pharmacy, dental, behavioral and community health to members of the Coquille Indian Tribe and other eligible persons.
- 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 CIT Wellness Centers, 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 Healthcare Division in accordance with the guidelines contained in the Board Bylaws. The specific powers, duties and responsibilities of the Board are also delineated in the Bylaws.

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)

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. CIT HEALTHCARE DIVISION 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 workforces in a safe and clean work environments
- 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 or the overall authority of the CIT Tribal Council.

SECTION VII. AMENDMENT

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

Coquille Indian Tribe

Healthcare Division

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ARTICLE 1: NAME, OFFICE AND PURPOSE

Section 1 .01 Name of Entity

The name of the entity is the Healthcare Division, a 'Division' of the Coquille Tribal Government as authorized and through the Program Authorization and Evaluation Ordinance #175, Charter and Bylaws approved by Tribal resolution # ???, dated ????, 2020.

Section 1.02 Seal

The seal is the Coquille Indian Tribe's (CIT) tribal logo.

Section 1.03 Principal Office

The principal office of the Division shall be located at the Coquille Indian Tribe's KoKwel Wellness Center, 630 Miluk Drive, Coos Bay, OR, 97420.

Section 1.04 Mission

The mission of the Healthcare Division 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.

ARTICLE 2: PURPOSE OF THE HEALTHCARE DIVISION

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 "Division" 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.

6. The CIT Tribal Council as the Governing Body has final authority to approve/disapprove recommendations from the Health Board 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 Healthcare Division shall be governed by the Board of Directors. The CIT Tribal Council is responsible for selecting the Board Members, including the hiring of the Healthcare CEO who will also serve as the Chairperson of the Board. The Board of Directors is responsible for the Division's policies, while the Healthcare CEO is 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 other Board Members in any unauthorized manner on behalf of the Board.

The CIT Tribal Council and the Board will refer all health care questions, concerns, complaints, inquiries to the Healthcare Division CEO for resolution. At no time should individual CIT Tribal Council members attempt to resolve an inquiry about healthcare matters without first notifying the Healthcare Division CEO.

Section 3.02 Specific Powers, Duties and Responsibilities

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

- (1) Provide recommendations for the selection, annual evaluation, renewal and/or dismissal of the Healthcare CEO, to the CIT Tribal Council.
- (2) Adopting 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;
- (3) 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;
- (4) Establishing policy for the expectations of the Division and approval of programs and expenditures of the Division. The Board of Directors shall annually review its policies and Bylaws;
- (5) Ensuring that the Division is operating within applicable Tribal, Federal, State, and local laws and regulations;
- (6) Adopting health care policies including the scope and availability of services, location and hours of services, and quality of care audit procedures;

- (7) Keep minutes of Healthcare Board of Directors and all meetings.
- (8) The Health Board of Directors shall abstain from voting on any motion in which the Board member may have a conflict of interest;
- (9) The Health Board of Directors shall meet quarterly with the CIT Tribal Council (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 CIT Tribal Council or Health Board of Directors, 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 five (5) members appointed by the Tribal Council. One member will be a non-voting Tribal Council Representative. The Healthcare CEO is the Chairperson of the Board and only votes on matters where a tie needs to be broken.

Subsection 3.03.02 Tenure

Excluding the Chairperson, the Board Directors shall be appointed annually by the Tribal Council and may be removed by the Council at any time, without cause.

Subsection 3.03.03 Qualifications

The Board of Directors shall be composed of individuals who have expertise in providing comprehensive healthcare services, especially in a Tribal or IHS facility that also serves the general public. Other areas of expertise that may be considered include: law, finance, social services, business, tribal operations, or other experience that would enhance the expertise of the Board in overseeing the Division.

Section 3.04 Selection

Individuals shall be selected to become Board of Directors members by the CIT Tribal Council. The CIT Tribal Council will develop and approve a plan for recruitment and selection, including; Board member job descriptions, selection criteria, timeframes, etc.

In selecting individuals to serve as members of the Board of Directors, the CIT Tribal Council will ensure that the 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 CIT Tribal Council. Such resignation shall be effective upon receipt,

unless otherwise provided by the terms thereof. The Tribal Council will fill the vacancy as specified in these Bylaws.

Section 3.06 Removal

A decision to remove a Board member may also occur 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 the other three (3) members of the 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 the following:

- unethical or unprofessional conduct
- theft or dishonesty
- malfeasance
- disorderly conduct
- breach of confidentiality
- lack of support of Healthcare Division mission
- behavior that interferes with the orderly functioning of the Board
- four (4) unexcused absences (abandonment)

A Board Member may be removed if such Director has four (4) unexcused absences in any one calendar year. 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 Board member shall remain in office until her/his successor is elected and qualified, subject to earlier termination by removal or resignation.

A vacancy because of death, resignation, removal, disqualification or otherwise shall be filled by the CIT Tribal Council for the unexpired portion of the term.

Section 3.08 Meetings

Meetings of the Board of Directors may be called by the Healthcare Division CEO for any purpose to transact business but not less than monthly. 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 may be held in face-to-face, phone conferences, videoconference, or other electronic means, at the pleasure of the Chairman. The 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 with the CIT Tribal Council, which will be scheduled in January for filling expiring terms of office and to provide an annual report of the Healthcare Division and discuss future goals and objectives.

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.

Subsection 3.08.05 Quorum

Three (3) members of the Board of Directors (including the Chairperson) shall constitute a quorum for the transaction of business

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.

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.

Subsection 3.08.07 Conduct of Meetings

The Chairperson, shall call meetings of the Board of Directors to order and shall act as Chair of the meeting. The Chairperson in his/her absence, may request another Board member to serve as the Chairman. The presiding officer may appoint any Director or other person present to act as Secretary of the meeting. No business may be approved without a quorum but business may be discussed and voted on, if needed, at the next regularly scheduled meeting when a quorum exists.

Subsection 3.08.08 Executive Session

Meetings of the Board are not open to the public and therefore considered to be in Executive Session .

Section 3.09 Honorarium/Compensation

The Board of Directors, with the exception of the Board Chair are entitled to an honorarium of \$XXXX per meeting and travel related costs based on the Tribe's travel policies.

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 an initial, in depth, Tribal and Board orientation. Additional Board training will occur, at a minimum, once every two years. 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 only of a Chairman .

Section 4.02 Election and Term of Office

The Chairman of the Board is the Healthcare Division CEO and serves as the Chairman as long as he/she retains the CEO position.

All Board members with the exception of the Chairman shall hold office for a term of one (1) year.

Section 4.03 Resignation

Any Board member may resign at any time by delivering a written resignation to the Board Chairman and the Chairman of the CIT Tribal Council.

Section 4.04 Removal

Any Board member may be removed at the recommendation of the Board to the CIT Tribal Council by all voting members of the Board. The reason for the proposed removal shall be for cause as outlined in Section 3.06 and submitted in writing to the CIT Tribal Chairman

Section 4.05 Board Chairman

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

The Chairperson 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 Healthcare Division, all documents or instruments necessary and/or proper to be executed in the course of the Division's regular business. In general, he or she shall perform all duties incident to the office of the Chairperson, have such other duties, and exercise such other authority as may be prescribed by the Board of Directors from time to time.

Section 4.06 Other Assistants and Acting Officers

The Board Chairperson/Healthcare CEO may designate an assistant or Acting Chairperson as necessary to facilitate meetings and business.

Section 4.07 Records

There shall be maintained at the Coos Bay, Ko-Kwel Wellness Center, all financial books and records of account, all minutes of the Board of Directors' meetings, the list of members and copies of all other material records, books, documents and contracts.

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 Board member of the Division, or duly authorized representative thereof, for any lawful and proper purpose, and (2) by any Tribal Council member, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each Board member 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 Division as may have been in the custody of such officer or agent during his or her term of office.

ARTICLE 5: Healthcare Division Chief Executive Officer

Section 5.01 CEO

The CIT Tribal Council shall hire a full time Healthcare Chief Executive Officer to manage the Healthcare 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. (Need to update Executive Management Ordinance and Fiscal Management Ordinance to provide full authority) The CEO shall be responsible to the CIT Tribal Council for executing the policies of the Healthcare Division and the mission of the Division. The CEO shall serve at the pleasure of the CIT Tribal Council.

Section 5.02 Evaluation

An annual appraisal of the CEO's performance shall be performed in writing by the CIT Tribal Council with input from the Health Board of Directors. 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 6: DEPOSITS, CHECKS, CONTRACTS

Section 6.01 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 dictated by the Tribal Governments fiscal management ordinance and polices & procedures.

Section 6.02 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 the Healthcare CEO, or their designee. Processes will follow the Tribal Government fiscal management ordinance and policies & procedures.

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 6.03 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 6.04 Contracts

The Healthcare CEO, or their designee, may enter into any contract or execute or deliver any instrument in the name of and on behalf of the Division as long as it pertains to the operation of the Healthcare Division, and such authorization may be general or confined to specific instances.

ARTICLE 7: CONFLICTS OF INTEREST

Section 7.01 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.

Section 7.02 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 7.03 Conflicts of Interest

The Healthcare Division CEO is an employee of the Division. No other Board member may be an employee of the Division.

ARTICLE 8: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 8.01 Indemnification (need to coordinate with Legal Department for language)

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.

Section 8.02 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 9: AMENDMENT OF BYLAWS

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 10: SERVICES PROVIDED BY THE DIVISION

Section 10.01 Health Care Services

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

Section 10.02 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 10.03 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, sexual orientation or national origin.

ARTICLE 11: MISCELLANEOUS

Section 11.01 Fiscal Year

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

Section 11.02 Approval of Bylaws

By **Resolution XXXXXX**, the CIT Tribal Council approved the Bylaws of the Healthcare Division and directs that the Board operate the Healthcare Division consistent with the approved Bylaws which creates the Division as a separate, single purpose instrumentality of the Coquille Indian Tribe, Tribal Government.

Section 11.03 Dissolution

A simple majority of the Tribal Council may dissolve the Division.

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.