

HOOPA VALLEY TRIBAL COUNCIL

Hoopa Valley Tribe

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SEP 26 2023

Chairman Joe Davis

K'IMA:W MEDICAL CENTER

LEGISLATIVE PROCEDURES ACT ROUTING SHEET

- A. PROPOSAL: The Hoopa Valley Tribal Council would like your comments on the proposed **K'ima:w Medical Center Governing Board By-Laws & Charter** amendments that are being routed through the LPA process.
- B. PROPOSED BY: K'ima:w Medical Center Board
- C. COMMENTS ARE BEING REQUESTED BY: All Departments, Entities, and Tribal Membership
- D. NOTE: The proposed **K'ima:w Medical Center Governing Board By-Laws & Charter** amendments were approved to be routed under the LPA Process on September 7, 2023 by the Tribal Council and is set for final approval at the Regular Council Meeting Scheduled for October 19, 2023. The location for the Public Hearing will be at the Neighborhood Facilities in the Council Chambers.

If you would like to participate in the Public Hearing via Zoom, please see below for the Zoom information.


Meeting ID: 816 1993 8220
Passcode: 195970
Dial In: 1.669.444.9171

For a copy of the routing for the proposed K'ima:w Medical Center Governing Board By-Laws & Charter amendments, please contact Amber Turner, Executive Secretary at (530) 625-4211, Ext. 393.

- E. SEQUENCE OF EVENTS SHOWING DATES FOR THIS ISSUE.

- | | |
|---------------------------|------------------------------|
| 1. Initial Routing: | September 22, 2023 |
| 2. Public Hearing: | October 10, 2023 @ 5:30 p.m. |
| 3. Deadline for Comments: | October 11, 2023 @ 5:00 p.m. |
| 4. Final Approval: | October 19, 2023 |

This notification is pursuant to TRIBAL ORDINANCE NO. 4-89 LEGISLATIVE PROCEDURES ACT. In accordance with Section 6.4, please route your comments, suggestions and recommended amendments to the Executive Secretary on or before the date indicated above.


Amber Turner, Executive Secretary
Hoopa Valley Tribal Council

CHARTER OF THE
HOOPA HEALTH ASSOCIATION K'IMA:W
MEDICAL CENTER

As amended The Hoopa Health Association, Inc., now known as the K'ima:w Medical Center,
was originally chartered on January 2, 1974

<u>Amended</u>	<u>June 28, 1974</u>
<u>_____</u>	<u>March 6, 1975</u>
<u>_____</u>	<u>May 29, 1975</u>
<u>_____</u>	<u>November 15, 1979</u>
<u>_____</u>	<u>October 3, 1991</u>
<u>_____</u>	<u>August 5, 1993</u>
<u>_____</u>	<u>[insert new date]</u>

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The Hoopa Valley Indian Tribe ("Tribe") is a federally recognized Indian Tribe and sovereign nation. The elected Hoopa Valley Tribal Council ("Tribal Council"), acting pursuant to its inherent sovereign governmental authority, and pursuant to the powers of the Tribal Council enumerated in the Constitution of the Hoopa Valley Tribe, hereby charters the Hoopa Health Association K'ima:w Medical Center ("HHA-KMC"), and instrumentality created, wholly owned and controlled by the Hoopa Valley Indian Tribe. All employees of the Hoopa Health Association are employees of the Hoopa Tribe.

SECTION 1 - DEFINITIONS

SECTION 21 IDENTITY AND PURPOSES

Section 21.1 Name. The official name of this Tribal organization of the Hoopa Valley Tribe shall be "~~Hoopa Health Association~~ K'ima:w Medical Center (HHA).

Section 21.2 Location and Place of Business. The principal place of business and the office of HHA-KMC shall be located on the Hoopa Valley Indian Reservation, Hoopa, California. HHA-KMC may have other places of business as the Tribal Council approves, as when recommended by the Board of Directors.

Section 21.3 Authority. HHA-KMC is established in accordance with and under the authority of Article IX, Section 1 (p) of the Constitution and Bylaws of the Hoopa Valley Indian Tribe of California, approved August 18, 1972, and reapproved by Congress on October 31, 1988.

Section 21.4 Seal. The Seal of HHA-KMC shall consist of such design as the Tribal Council shall designate, upon the recommendation of the Governing Board of Directors, and shall include the words "A Subdivision of the Hoopa Valley Indian Tribe".

Section 21.5 Purposes. The purpose for which HHA-KMC is formed is:

21.5.1 For providing health care services for Indian and non-Indian members of the Hoopa Valley Indian Reservation and surrounding communities, to the extent permitted by available funding. It is understood that services provided to non-Indians shall be on a fee-for-service basis.

21.5.2 To make recommendations to the Tribal Council regarding the development of the broadest and most comprehensive health care possible for area residents and, to the extent possible, maintain and oversee a long-term self-sufficient health care system.

21.5.3 To develop and maintain a communication and networking system with health care providers as may be necessary to maintain a comprehensive health care system.

21.5.4 To make recommendations to the Tribal Council regarding the recruitment and retention of health care professionals and personnel as may be necessary to maintain a comprehensive health care system.

21.5.5 To oversee the operations of the health care system and to ensure that at least the minimum standards as required by funding agencies are being adhered to.

21.5.6 This ~~amended~~ Charter is enacted for the additional purpose of providing a mechanism for ensuring the involvement and support of the ~~non-Indian~~ community in health and related prevention programs.

SECTION 32 DURATION, ATTRIBUTES AND POWERS.

Section 32.1 Duration. ~~HHA-KMC~~ shall continue until it is dissolved in accordance with provisions of this Charter.

Section 32.2 Attributes. ~~HHA-KMC~~ is a tribal public body, wholly-owned governmental subdivision of the Hoopa Valley Indian Tribe and is a subordinate body to the Tribal Council regarding health care matters and any issues affecting the ~~Hoopa Valley Indian Reservation~~. ~~The HHA KMC~~ is delegated such powers as are necessary to oversee the day-to-day administration and operations of the health programs.

Section 32.3 Powers. In furtherance, but not in limitation except as provided in Section 32.4 below, of the foregoing purposes, and to the extent not prohibited by ~~Applicable applicable law-law~~ or this Charter, ~~HHA-KMC~~ shall have and is authorized to exercise the following powers:

32.3.1 To receive public and other donated funds and to purchase therewith facilities to be used for the purpose of providing health care for members of the community within the Hoopa Valley ~~Indian~~ Reservation and the surrounding area;

32.3.2 To assign, transfer, or otherwise dispose of, trade, deal in and with goods, wares, merchandise, real and personal property of every class and description;

32.3.3 To employ personnel;

32.3.4 To develop and enforce, subject to Tribal Council approval, governing and administrative documents necessary for the orderly conduct of HHA-KMC business;

32.3.5 To enter into contracts, ~~subject to Council approval~~, that are necessary for the conduct of HHA-KMC business;

32.3.6 To do all other acts necessary to carry out the purpose of HHA-KMC.

Section 32.4 Reserved Powers. The Tribal Council reserves all powers from HHA-KMC to establish major policy, approve the employment of executive management and professional personnel, and from time to time direct general operations. Notwithstanding any authority delegated to HHA-KMC under this Charter, the Tribe reserves to itself the right to bring suit against any person or entity in its own right, on behalf of the Tribe or on behalf of HHA-KMC, whenever the Tribe deems it necessary to protect the sovereignty, rights and interests of the Tribe and HHA-KMC.

Section 32.5 Compliance With Tribal Law. As a wholly owned governmental subdivision of the Hoop Valley Indian Tribe, HHA-KMC shall be subject to and fully comply with all Tribal laws, including all Tribal resolutions, regulations, ordinances, codes and referenda, as now or hereafter enacted or amended, unless explicitly made exempt. In carrying out its purposes and exercising its powers under this Charter, HHA-KMC shall comply in all respects with the Tribal Employment Rights Ordinance of the Hoop Valley Indian Tribe.

Section 32.6 Sovereign Immunity and Waiver, Credit of the Tribe.

32.6.1 Sovereign Immunity of the Tribe. The Tribe expressly reserves all its inherent sovereign rights, privileges, and immunities as a federally-recognized Indian Tribe, including the Tribe's sovereign immunity from suit in any court with respect to the creation, existence and activities of HHA-KMC. Nothing in this Charter nor any action of HHA-KMC shall be deemed, implied, or construed to be a waiver of sovereign immunity from suit of the Tribe, or to be a consent of the Tribe to the jurisdiction of the United States or of any state or of any other tribe with regard to the business or affairs of HHA-KMC or the Tribe, or to be a consent of the Tribe to any cause of action, case or controversy, or to the levy of any judgement, lien or attachment upon any property of the Tribe, or a consent to suit in respect of any land within the exterior boundaries of the Hoop Valley Indian Reservation, or a consent to the alienation, attachment or encumbrance of any such land.

32.6.2 Sovereign Immunity of HHAKMC. HHAKMC is clothed by federal and tribal law with all the privileges and immunities of the Tribe, including sovereign immunity ~~from~~ suit in any state, federal or tribal court, except as may be specifically limited by the Tribe. Nothing in this Charter shall be deemed, implied, or construed to be a waiver of the sovereign immunity of HHAKMC from suit.

32.6.3 Nothing in this Charter, ~~not nor~~ any activity of HHAKMC, shall implicate or in any way involve the credit of the Tribe.

Section 32.7 LIMITATIONS~~Limitations~~. HHAKMC may not:

32.7.1 Expressly, impliedly, or otherwise through its status or activities, subject the Tribe to obligations or liabilities arising from contract, tort, regulation, licensing, taxation, or any other matter;

32.7.2 Pledge the credit of the Tribe;

32.7.3 Dispose of, mortgage, or otherwise encumber real or personal property of the Tribe;

32.7.4 Waive any right of the Tribe or release any obligation owed to the Tribe; or waive any other rights, privileges or immunities of the Tribe;

32.7.5 Name the Tribe or attempt to join the Tribe in any claim, action, suit, proceeding, dispute or other matter, whether as plaintiff, defendant, or otherwise, without the express written consent of the Tribe, and any such attempt is hereby declared to be ultra vires of HHAKMC's powers and authority;

32.7.6 Claims Made in Litigation. In litigation or any administrative or regulatory proceeding or in any mediation or arbitration or any other dispute resolution proceeding, HHAKMC shall neither assert nor concede to any claims regarding the legal status, powers, authority or immunities of HHAKMC or the Hoopa Valley Indian Tribe, the Hoopa Valley Indian Reservation, or activities taking place or property found thereon without the express, written consent of the Tribal Council.

Section 32.8 Assets of HHAKMC. HHAKMC shall have only those assets assigned to it by the Tribal Council or acquired by HHAKMC after its organization. Neither any activity of HHAKMC nor any indebtedness incurred by HHAKMC shall in any way implicate or involve any interest in assets of Tribal members or of the Tribe not assigned in writing to HHAKMC.

SECTION 43 GOVERNING BOARD OF DIRECTORS.

Section 43.1 Governing Board of Directors. To the extent such authority is delegated to HHAKMC, the general policies, scope, and procedures of HHAKMC shall be determined by a Governing Board of Directors (the "Board") which shall exercise all powers of HHAKMC granted under this Charter.

Section 43.2 Number and Selection of Directors.

3.2.1 The Board of Directors shall be comprised of ~~He~~consist of seven (7) tribal members appointed by the Tribal Council.

3.2.2 consisting of 6 members representing the Tribe, 3 members representing the Community Health Association and There shall be an additional one (2-1) member representing local professional medical personnel serving in ex officio non-voting positions. The Medical Director, or his or her designee, may participate in the ex officio and non-voting position to provide technical advice, as needed, and to present and respond to issues that affect clinic operations and patient services.

3.2.3 The Tribal Council shall appoint 3 members nominated by the Community Health Association unless good cause is shown why a nominated individual should not be appointed. No person that has been employed by KMC in any capacity any time during a one-year period prior to the opening date for acceptance of applications for a Governing Board seat shall be eligible to serve on the Governing Board.

3.2.4 At least fifty-one percent (51%) of the entire Board must be active users of KMC and shall reside in the service area.

Section 43.3 Terms of Office. Directors shall serve a ~~three-year~~three-year term and shall hold office until their successors have been appointed, ~~however the first Board of Directors shall have terms as described in Section 4.4.~~

Section 43.4 Present/Founding Board of Directors. The following represents present-the Hoopa Health Association founding Board of Directors, shall serve until the selection of their successors, and the dates when their terms expire, unless sooner terminated by resignation or removal in accordance with the Bylaws of HHHA, are dates opposite their names and addresses below:

<u>NAME</u>	<u>ADDRESS</u>	<u>EXPIRATION OF TERM</u>
<u>REPRESENTING</u>		

1. Mahton Marshall

2. Byron Nelson, Jr.
3. Teresa Carpenter
4. Corene Miguelena
5. Millie Hostler
6. Darcy Baldy
7. Larry Marshall
8. Ollie May Davis (Community Health Association Rep.)
9. Eleanor Abbott (Community Health Association Rep.)
10. Ex Officio Vacant
11. Ex Officio Vacant
12. Jill Fletcher (Tribal Council Liaison)

Section 43.5 ~~Eligibility and Qualifications of Directors.~~ No member of the Hoopa Tribal Council shall be eligible to sit as a member of the Board of Directors of HHA. No member of the HHA Board of Directors shall be employed by HHAKMC in any paid capacity that is subject to direct appointment or supervision of the Board. Members of an immediate family, as defined by Tribal law, shall not serve together on the Board of Directors.

Section 43.6 ~~Resignation.~~ Any Director-Board member may resign at any time by delivering a written resignation to the Chairperson or Secretary. The resignation shall be effective upon receipt, unless otherwise provided by the terms thereof.

Section 43.7 ~~Removal of Directors Board Member.~~ Directors-Board Members may be removed from office by the Tribal Council for serious inefficiency or neglect of duty or for misconduct in office, but, but except as provided below, only after a hearing before the Tribal Council, and only after the Director-Board Member has been given notice of the specific charges at least ten days prior to such hearing. At such hearing, the Director-Board Member shall have the opportunity to be heard and present witnesses on the Director's-Board Member's behalf. If the Tribal Council determines that immediate removal of a Director-Board Member is necessary to protect the assets or activities of HHAKMC or of the Tribe, the Director Board Member may be temporarily removed immediately, and the question of permanent removal shall be determined pursuant to the hearing procedure specified herein. In any removal action, a record of the proceedings, together with the charges and findings shall be kept by the Secretary of the Tribal Council. A decision to remove a Director-Board Member by the Council shall be final. The Board of Directors may request that the Tribal Council remove a Director-Board Member for serious inefficiency or neglect of duty or for misconduct in office. Following such request, the Tribal Council shall determine whether to initiate removal proceedings. The Tribal Council's decision shall be final.

Commented [AM1]: This could probably be deleted.

I would also recommend some language about thanking the founding board of directors.

Section 43.8 Vacancies.

3.8.1 Whenever the number of Directors shall for any reason be less than the number fixed by this Charter, Any vacancy shall be filled by the Tribal Council in accordance with Section 34.2 above. Each Director-Board Member so appointed to fill a vacancy shall hold office for the remainder of the term of the position vacated.

3.8.2 The term of any member of the Board shall expire if he/she has unexcused absences from three consecutive regular meetings or if he/she has three unexcused absences of any five consecutive meetings. If a vacancy occurs due to unexcused absences then the Board shall declare that seat vacant by Resolution and shall notify the Tribal Council of the vacancy.

3.8.3 Should the Chairperson office become vacant the Vice-Chairperson shall act as Chairperson until a new Chairperson is selected. A new Chairperson shall be selected at the next regular meeting and shall hold office until the next annual meeting in October, unless resignation or removal occurs.

Section 43.9 Officers.

The Officers of HHAKMC shall be the ChairmanChairperson, Vice-ChairmanChairperson, Secretary, and Treasurer, and all to be they shall be selected by the Board of Directors. Each of The Officers shall be appointed each year by the Board at its annual meeting in October. All Officers shall be members of the Board of Directors. Unless an Officer resigns, dies, or is removed prior thereto, an Officer shall hold office until a successor has been chosen. Any Officer may resign at any time by delivering a written resignation to the Chairman of Secretary.

Section 43.10 Removal of Officers. The Chairman-Chairperson may be removed by the Tribal Council and other Officers may be removed by the Board, with or without cause, by a majority vote of that body at a duly held meeting with a quorum present. Proper notice specifying the proposed removal shall be given prior to any meeting of the Tribal Council or Board at which removal of an Officer is to be considered. A decision of the Council or Board to remove an Officer shall be final.

Section 43.11 Annual Meeting. The annual meeting of the Board of Directors for the election of Officers and for the transaction of such other business as may properly come before it shall be held at the principle office of HHAKMC on the anniversary date of the first approval of this Charter by the Council.

Section 43.12 Other Meetings. Other meetings of the Board ~~of Directors~~ shall be held at any time as determined by the Board or when called by either the ~~Chairman~~ Chairperson or four members of the Board.

Section 43.13 Notice of Meetings. Notice of each Board meeting shall be mailed to each Director not less ~~thanthan~~ five nor more than twenty days in advance, or delivered personally not less than two days in advance. Notice need not be given to a Director who waives notice either before or after the meeting or who participates in the meeting without timely objection at to notice. Notice need not be given of a meeting resumed after adjournment.

Section 43.14 Quorum. ~~Six-Five~~ members of the Board ~~of Directors~~ shall constitute a quorum. A majority of those Directors present at a meeting at which there is no quorum may, by resolution, adjourn the meeting from time to time for a period not exceeding ten days in any one case.

Section 43.15 Conduct of Meetings. At all meetings of the Board ~~of Directors~~ where a quorum is present, all matters shall be decided by a vote of the majority of the Directors present at the meeting. The ~~Chairpersonman~~ Chairperson shall preside at each meeting and in the ~~Chairpersonman's~~ Chairperson's absence, the ~~Vice-Chair~~ Vice Chair shall preside. All meetings shall be conducted in accordance with Roberts Rules of Order

4.16—(reserved)

Section 43.16 Record of Meetings. The Secretary shall keep, or cause to be kept, a complete and accurate record of all meetings, copies of which shall be furnished to the Board ~~of Directors~~ and the Tribal Council.

Section 43.17 Compensation. Compensation of ~~the Board members~~ shall be determined by the Board ~~of Directors~~, subject to Tribal Council approval, and shall be paid from HHAKMC funds. Members of the Board shall be reimbursed by HHAKMC for all reasonable and necessary expenses incurred in the performance of their duties on behalf of HHAKMC.

Section 43.18 Signatures. The Chairperson or, ~~in the absence of the Chairperson, the Vice-Chairpersonman~~ of the Board ~~of Directors~~ may sign such papers ~~as the Board may authorize~~ for and on behalf of the Board.

Section 43.19 Voting. Each member of the Board ~~of Directors~~ shall be entitled to vote on each matter coming properly before the Board, except that the ~~meeting~~ Chairperson shall vote ~~only~~ in the case of a tie.

Section 43.20 Bylaws. The Board may adopt, amend, or repeal Bylaws of HHAKMC, subject to Council approval, consistent with the provisions of

this Charter and ~~Applicable applicable~~ Lawlaw.

Section 43.2221 Committees. The Board ~~of Directors~~ may from time to time establish committees which shall have such duties and the members of which shall hold office for with periods as the Board may determine, provided that the Board ~~of Directors~~ shall not delegate any of its powers to any committee, director or officer.

Section 43.2322 Bonding. —All members of the Board ~~of Directors~~, executive personnel, and those corporate employees specifically designated by the Board shall be bondable.

Section 43.2423 Duties of the Officers. The Officers of the Board ~~of Directors~~ shall have the following duties and powers:

43.2423.1 Chairpersonman. The Chairpersonman shall be the principal officer of ~~HHAKMC~~. The Chairman shall, when present, preside at all meetings of the Board, sign with the Secretary, or any other Officer authorized by the Board, any deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed, and, in general, shall perform all duties incident to the office of Chairpersonman and such other duties as may be prescribed by the Board from time to time. The Chairpersonman shall vote only in case of a tie.

43.2423.2 Vice-Chairpersonman. In the absence of the Chairpersonman, or in the event of his/her death or inability or refusal to act, the Vice-Chairpersonman shall perform the duties of the Chairpersonman and when so acting have all the powers of and be subject to all restrictions of the Chairpersonman. In addition, the Vice-Chairpersonman shall perform such other duties as shall, from time to time, be assigned by the Chairpersonman or the Board ~~of Directors~~.

43.2423.3 Secretary. The Secretary shall record and maintain a full report of all proceedings of each meeting or the Board ~~of Directors~~, and shall in general perform all duties as may, from time to time, be assigned by the Chairpersonman or the Board.

43.2423.4 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of ~~HHAKMC~~ and deposit all such monies in such banks or other depositories as may be designated by the Board ~~of Directors~~. The Treasurer shall establish and maintain proper books and records accounting for all receipts and disbursements, and in general, perform incident to the office of Treasurer and such other all the duties as may, from time

to time, be assigned by the Chairperson or the Board. The Treasurer shall give a fidelity bond for the faithful discharge of the Treasurer's duties in such sum as the Board of Directors shall determine.

34.2423.5 Delegation. In the case of absence or inability to act of any officer and of any person herein authorized to act in an Officer's place, the Board of Directors may from time to time delegate the powers or duties of such Officer to any Director or any other person whom it may select.

Section 43.2524 Conflict of Interest. All ~~Directors~~Board Members, Officers, employees and agents of HHAKMC are subject to and shall strictly comply with all conflict of interest and anti-nepotism rules, regulations, resolutions, ordinances and referenda of the Tribe, including the Tribal Conflict of Interest and nepotism referendum of February 17, 1981, unless specifically made exempt.

No ~~Director~~Board Member, Officer, attorney or employee of HHAKMC shall in any manner, directly or indirectly, participate in the deliberation of the determination of any HHAKMC matter affecting such person's pecuniary interest or the interest of any corporation, partnership, individual or entity in which the person is directly or indirectly interested.

No ~~Director~~Board Member, Officer, agent or employee of HHAKMC or any official of the Tribe who exercises any responsibilities or functions with regard to any activity of HHAKMC shall voluntarily acquire any interest, direct or indirect, in any matter or in any property included or planned to be included in any project of HHAKMC, or in any contract, agreement or other transaction or proposal relating to an activity of the HHAKMC, and no such person shall participate in any action of HHAKMC or the Board relating to the property, contract or other transaction in which the person has an interest. This provision shall apply to any contract or other transaction between HHAKMC and an entity of which a HHAKMC ~~Director~~Board Member, Officer, agent, employee or Tribal Official is an owner, shareholder, member, director, officer, agent or employee, or in which he or she is otherwise interested.

If a ~~Director~~Board Member, Officer, agent, employee or Tribal official involuntarily acquires such interest, or voluntarily acquires such interest prior to appointment or employment with respect to HHAKMC, in any such event, the person shall immediately disclose any such interest in writing to the Board, and such disclosure shall be entered upon the minutes of the Board, and that person shall not participate in any action by the Board relating to the property, contract or other transaction in which he or she has any such interest.

Any intentional violation of the foregoing provisions of this Section shall constitute misconduct in office and a violation of the public trust and shall subject the person to removal from the Board or other office held, and render such person liable to HHAKMC for any and all profits or gains of any kind or character which that person may have obtained by virtue of the violation of the trust.

SECTION 54. MANAGEMENT.

Section 54.1 Chief Executive Director/Officer. The Tribal Council shall hire an Chief Executive Director/Officer ("CEO") of HHAKMC under a written employment contract upon the recommendation of the Board of Directors, provided that no member of the Tribal Council may be hired as the Executive Director/CEO, nor may any member of the Tribal Council be employed in any capacity by HHAKMC. Subject to the supervisory authority of the Board, the Executive Director/CEO shall have the responsibility with respect to.

- 54.1.1 Daily operations, in accordance with such directions, policies, plans and procedures as may be established by the Board;
- 54.1.2 Employing, directing, training and discharging employees subject to the provisions of 54.2 below;
- 54.1.3 Purchasing and sales within limits set by the Board;
- 54.1.4 Planning and development as directed by the Board;
- 54.1.5 Income, expenditures, accounting; budgeting and accounting
- 54.1.6 The making of periodic reports to the Board; and
- 54.1.7 Such other matters as the Board may determine.

Section 54.2 Employment. The hiring of the Executive Director/CEO of HHAKMC and all other employment by HHAKMC or of any business or enterprise subject to HHAKMC management and supervision under this Charter, shall be in accordance with the following minimum requirements:

- 54.2.1 All major policy and direction of HHAKMC and of the health care system is reserved to the Tribal Council;
- 54.2.2 All conflict of interest and anti-nepotism rules, regulations, resolutions, ordinances and referenda of the Tribe, including the conflict of interest and nepotism referendum of February

17, 1981;

§4.2.3 The Tribal Employment Rights Ordinance of the Tribe ~~as new~~
and hereafter amended;

§4.2.4 All written personnel policies, manuals and grievance
procedures enacted or approved by the Tribal Council; and

§4.2.5 All other rules, regulations, resolutions, ordinances, referenda
and other laws of the Tribe.

SECTION 65 OPERATION OF THE ASSOCIATION CLINIC.

Section 65.1 HHAKMC Fiscal Policy. Within 90 days following approval of this
~~amended~~ Charter, the ~~HHAKMC~~ Board of ~~Directors~~ shall adopt and submit for
approval by the Tribal Council, a written fiscal policy consistent with
applicable Tribal and Federal law. The written fiscal policy shall address
all financial matters of ~~HHAKMC~~, including, but not limited to:
establishment of deposit accounts, disbursement policy, petty cash
accounting, check approval and bookkeeping and accounting, approval of
~~HHAKMC~~ obligations and contracts, funding acquisition, day-to-day cash
flow and cash handling, and related matters.

Section 65.2 Deposit of Funds. All funds of ~~HHAKMC~~ not otherwise employed shall
be deposited in such banks, trust companies or other reliable depositories
as the Board of ~~Directors~~ may determine, subject to Tribal Council
approval. Each account in any depository selected by the Board of
~~Director~~ shall be in the name of the operating division, if any, for which
use the funds are held.

Section 65.3 Disbursements, Etc. Payment of all debts, except those obligations subject
to Section ~~5.9~~ (petty cash) of this Charter, shall be made by check. All
checks, drafts or other orders for payment of money, notes or other
evidence of indebtedness issued in the name or of payable to ~~HHAKMC~~
shall be signed or endorsed by such Officers or agents of ~~HHAKMC~~ and
in such manner as the Board of ~~Directors~~ may determine.

Section 65.4 Loans. No loan or advance shall be contracted on behalf of ~~HHAKMC~~ and
no notes, debenture, bonds, guarantees of indebtedness shall be issued in
the name of ~~HHAKMC~~ unless authorized by the Board of ~~Directors~~.

Each such authorization of the Board shall relate to a specific transaction
and may include authorization to pledge, as security for loans and
advances so authorized, any or all securities, property and any interest
therein owned by ~~HHAKMC~~, subject to any restrictions contained in this
Charter and ~~Applicable applicable Law~~ law.

Section 65.5 Contracts. When authorized by the Board, the Chairperson or other Officer or agent of HHAKMC may enter into such contracts or execute and deliver such instruments as are authorized by the Board. Authorization by the Board may be general or limited to specific transactions.

Section 65.6 Representation of Shares of Other Enterprises or Corporations. The Chairperson and the Secretary are authorized to vote, represent and exercise on behalf of HHAKMC, in person or by proxy, all rights incident to any and all shares of any other enterprise or corporation in the name of HHAKMC.

Section 65.7 Insurance. Fire and other insurance on property owned by HHAKMC or on property in which HHAKMC has an insurable interest, shall be in amounts and type of coverage specified by the Board of Directors.

Section 65.8 Fiscal Year. The fiscal year of HHAKMC shall be October 1 through September 30.

Section 65.9 Petty Cash Fund. A petty cash fund is authorized to be established by HHAKMC on an interest basis in an amount to be set by the Board of Directors. This fund may be used to pay small expenses when necessity demands and to pay small obligations when it is not feasible to pay by check on the official depository.

Section 65.10 Records. There shall be maintained by HHAKMC, all financial books and records of account, all minutes of the Board of Directors meetings and copies of all other material, books, records, documents and contracts. Such records shall be made available for inspection at any reasonable time during usual business hours by the Council or duly authorized representative thereof for any lawful and proper purpose. Upon leaving office, each Director, Officer or agent of HHAKMC shall turn over to the person's successor or the Chairperson, in good order, such monies, books, records, minutes, writs, documents, contracts, or any other property of HHAKMC as have been in the custody of such Director, Officer or agent during the person's term of office. All employment contracts are to be maintained at the Tribal Personnel/Human Resource's Office.

Section 65.11 Audit. HHAKMC shall participate and be included in the Tribe's single wide audit. Within 90 days after the close of the fiscal year, the Council may order an independent audit, at HHAKMC expense, by Certified Public Accountants ("CPA") of the books of HHAKMC. A report by the CPA of the audit shall be submitted to the Council when it is issued.

Section 65.12 Annual Reports. HHAKMC shall file an annual report with the Tribal Council within 90 days following the end of each fiscal year of

Commented [AM2]: This may have changed or is no longer the Board's desires.

HHAKMC. Such report shall describe:

- 65.12.1 All business conducted during the preceding fiscal year and planned or intended to be done during the current fiscal year, including any material changes and developments since the last report in the business described, a description of competitive conditions, research and development activities, new or expanded lines of business or service conducted, the ~~the~~ approximate amount of total sales and revenue and income or loss attributable to each line of business which accounted for more ~~than~~ 10% of total sales and revenues;
- 65.12.2 Any material pending legal proceeding to which HHAKMC was a party;
- 65.12.3 Financial statements of HHAKMC, both current and for the ~~preceding~~ preceding fiscal year, including a consolidated statement of income and source and application of funds; and
- 65.12.4 An operations plan for the current fiscal year, including the short-term and long-term goals and objectives of HHAKMC and the strategies to be employed by which to accomplish these goals and objectives. HHAKMC shall file with the Tribal Council all additional reports as may be required from time to time by the Tribal Council.

Section 65.13 Semi-Annual Reports. At least every six (6) months commencing with the date of this Charter, the Board of ~~Directors~~ shall deliver to the Tribal Council a written report of the business activities of ~~the Association~~ KMC for the preceding six (6) months, including a complete financial statement.

Section 65.14 Source of Fund. — HHAKMC shall be entitled to apply for funds to ~~from~~ the Hoopa Valley Indian Tribe, Bureau of Indian Affairs, Indian Health Service and any Government agency.

In any such application, HHAKMC shall be entitled to identify itself as a tribal enterprise or subdivision of the Hoopa Valley Indian Tribe. HHAKMC shall also have authority to negotiate grants or loans from any non-governmental foundation, institution, business or private individual, subject to the provisions of this Charter. HHAKMC shall not allow investment by any private individual, but may negotiate grants or loans from private individuals in the regular course of business.

SECTION 76 OWNERSHIP, ACCOUNTS AND DISTRIBUTIONS.

Section 76.1 Ownership. All of the assets required by HHAKMC shall be owned and

Charter of K'imaaw Medical Center

Enacted January 2, 1974

Last Amended **DATE**

held by HHAKMC as a Tribal enterprise operated by and for the benefit of the Hoopa Valley Indian Tribe. Legal title to real property and property which is to become a fixture or permanent improvement or part of real property shall be taken either in the name of the Hoopa Valley Indian Tribe or in the name of the United States in trust for the Hoopa Valley Indian Tribe.

SECTION 87 DISSOLUTION.

Section 87.1 Method of Dissolution. HHAKMC may be dissolved only by a vote of at least five members of the Tribal Council.

Section 87.2 Dissolution of Assets. Upon winding up and dissolution of HHAKMC, the assets of HHAKMC remaining after payment of, or provisions for payment of, all debts and liabilities of HHAKMC shall be distributed to the Tribal Council or enterprise duly designated by the Tribal Council, so as to ~~insure~~ensure that such assets will be used exclusively to accomplish the general purposes for which HHAKMC is organized.

SECTION 98 APPROVAL AND AMENDMENT OF CHARTER.

Section 98.1 Approval. This ~~amended~~ Charter shall become effective upon the date of its approval by the Hoopa Valley Tribal Council.

Section 98.2 Amendment of Charter. This Charter may be amended only by a ~~five member~~five-member vote of the Tribal Council.

[CERTIFICATION PAGE FOLLOWS]

CERTIFICATION

I, the undersigned, as Chairman of the Hoopa Valley Tribal Council hereby certify that the Hoopa Valley Tribal Council is composed of eight (8) member of which (--) were present, constituting a quorum at a Regular meeting thereof; duly and regularly called, noticed, and convened and held this day of 202319; and that this Charter was duly adopted by a vote of (--) for with (--) against, and (--) abstaining; and that said Charter has not be rescinded or amended in anyway.

DATED THIS DAY OF 202319

Ryan Jackson Joe Davis, Chairman
Hoopa Valley Tribal Council

ATTEST:

Amber Turner, Executive Secretary
Hoopa Valley Tribal Council

K'ima:w Medical Center Governing Board of Directors By-Laws

Approved by K'ima:w Medical Center Governing Board
March 1998

Approved by The Hoopa Valley Tribal Council
June 24, 1998 March 1998 Approved by The Hoopa Valley Tribal Council
June 24, 1998 and

Amended with Approval of The Hoopa Valley Tribal Council

March 21, 2002

Amended by the K'ima:w Medical Center Governing Board
May 7, 2008

June 10, 2008
[insert date]

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PREAMBLE

The Hoopa Valley Indian Tribe ("Tribe") is a federally recognized Indian Tribe. The elected Hoopa Valley Tribal Council ("Tribal Council"), acting pursuant to its inherent sovereign governmental authority and pursuant to the powers of the Tribal Council enumerated in the Constitution of the Hoopa Valley Tribe, has created the K'ima:w Medical Center. K'ima:w Medical Center is wholly owned and controlled by the Hoopa Valley Indian Tribe and all employees of K'ima:w Medical Center are employees of the Hoopa Valley Tribe. Pursuant to the Tribe's self-governance and sovereign authority, these By-Laws are adopted for the purpose of establishing rules and regulations, not inconsistent with applicable law, necessary for the exercise of the powers conferred and the performance of the duties imposed by the Tribal Council or its designees upon the Governing Board of Directors (the "Board") according to the laws of the Tribe.

ARTICLE I GENERAL PROVISIONS

Section 1. Purpose

It shall be the purpose of the K'ima:w Medical Center ("KMC" or the "Clinic") to provide health services and operate an ambulatory care center for the purpose of furnishing those people in the service area, whether residents or non-residents, with clinic services such as may be associated with the operation of the ambulatory care center. K'ima:w Medical Center KMC shall encourage the practice of preventive medicine and the education of both health care workers and the general public. K'ima:w Medical Center KMC may enter into cooperative agreements with any recognized health concern or agency in order to further clinical and medical care, education and research.

Section 2. Fulfillment of Purpose

To fulfill its duties and obligations to the community, the Governing Board shall maintain and operate the ambulatory care center and other related or supplemental services on the Hoopa Valley Indian Reservation. The Governing Board shall employ such persons as necessary to operate the clinic and carry out what other services the Governing Board may direct. The Governing Board is responsible for ensuring that K'ima:w Medical Center KMC's programs and facilities are properly accredited and that such accreditation is protected and maintained.

Section 3. Other By-Laws

The Governing Board may authorize subordinate bodies, such as the Medical Staff and others that may be established, to adopt their own By-Laws, subject to prior approval by the Governing Board, and may authorize the adoption of certain rules and regulations by the Chief Executive Officer. The Governing Board is the supreme and final authority in all matters, and should any other By-Laws, rules or regulation conflict with the By-Laws of K'ima:w Medical Center KMC, the By-Laws of K'ima:w Medical Center KMC are to remain in full force and effect and the contrary

sections of the other By-Laws, rules or regulations are deemed to have no force and effect.

Section 4. Principle Office

The Principal office for the transaction of the business of Klamath Medical Center MC is hereby fixed at Airport Road on the Hoopa Valley Indian Reservation, which is situated on the lower Trinity River in northeastern Humboldt County, California.

ARTICLE II MEETINGS

Section 1. Public

All meetings of the Governing Board, whether regular or special, shall be open to the public, except as otherwise authorized by law.

Section 2. Place

All regular and special meetings of the Governing Board shall be held at such time and place as established by the Governing Board.

Section 3. Time and Notice

A. Regular Meetings

Regular meetings of the Governing Board shall be held bi-monthly at a date and time established by resolution of the Governing Board. The date and time of regular meetings shall be posted at Klamath Medical Center MC, the Tribal Offices, and in other places frequented by the public. In the event a regular meeting date shall fall upon a legal holiday, or should a canvas of Governing Board members reveal that a quorum would not be present for the meeting, or should other conditions make it necessary or advisable to postpone the meeting scheduled for the regular date, the Chairperson of the Governing Board may select an alternate meeting date. In the event an alternate date is selected, all Governing Board Members must be notified of this date and local news media and all persons having business with the Governing Board scheduled for the regular meeting shall be notified at least two days in advance of the rescheduled meeting date.

B. Special Meetings

Special meetings may be called by the presiding officer or by a majority of the

~~Governing~~ Board Members for any purpose(s). Written notice of the time, place and purpose of such ~~special-Special meeting-Meeting~~ shall be delivered to and received by the ~~Governing-Board~~ Members at least twenty-four (24) hours prior to the start of the ~~special-Special meeting-Meeting~~. The notice of the special meeting shall clearly state the matter(s) to be decided or discussed. No business other than that stated in the above required notice shall be acted upon. Notice of the special meeting and its purposes shall be posted at least twenty-four (24) hours prior to the start of the ~~special-Special meeting-Meeting~~ in locations that are freely accessible to and frequented by members of the general public.

C. Adjourned Meetings

At a ~~regular-Regular meeting-Meeting~~ of the ~~Governing-Board~~, the ~~Governing~~ Board may consider any issues raised at a previously adjourned meeting. Issues raised at a previously adjourned meeting may be considered at a ~~special-Special meeting-Meeting~~ if such issues were properly noticed in accordance with Article 2, Section 3, B above.

Section 4. Quorum

~~Five Members of the Governing Board shall constitute a quorum. A majority of those Governing Board Members present at a meeting at which there is no quorum may, by resolution, adjourn the meeting from time to time for a period not exceeding ten days in any one case.~~

Section 5. Minutes

The ~~Secretary~~ of the ~~Governing-Board~~ shall keep, or cause to be kept at the ~~Principal office-Office~~ of the ~~Governing-Board~~, a book of the minutes of all meetings, whether ~~regular-Regular~~ or ~~specialSpecial~~, of the ~~Governing-Board~~, showing the time and place, how authorized, the notice given, the names of the ~~Governing-Board~~ Members present, whether the meeting was regular or special and a statement of the vote of the ~~Governing-Board~~ Members on all motions and Resolutions. ~~Electronic storage of minutes is acceptable.~~ Copies of such shall be furnished to the ~~Governing-Board~~ and be available to the Tribal Council.

Section 6. Motions and Resolutions

A. General

Action on all questions and other matters before the ~~Governing-Board~~ shall be by motion or by Resolution. The voting on Resolutions coming before the ~~Governing~~

Board shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, except on the election of ~~officers~~ Officers which may be by ballot.

B. Records

Resolutions are formal documents and each is to have its own number and caption, be signed separately by the Chairperson and attested to by the Secretary. The Resolutions are to be typed, indexed, and filed separately; and may be stored electronically. Copies are to be attached to the minutes.

C. Repeal or Amendments

Resolutions ~~shall~~ may be amended or repealed at any ~~regular~~ Regular or ~~special~~ Special meeting.

Section ~~67~~ 67 - Order of Business

The order of business at any meeting of the Governing Board shall be as follows:

- ~~I.~~ I. ~~Call Meeting to order~~ Order.
- ~~II.~~ II. ~~Approval of Consent Calendar Items~~
 - ~~a)~~ a) ~~Minutes~~
 - ~~b)~~ b) ~~CEO Report- Written~~
 - ~~c)~~ c) ~~COO Report- Written~~
 - ~~d)~~ d) ~~Controller Report- Written~~
 - ~~e)~~ e) ~~Polls~~
 - ~~f)~~ f) ~~Continuing Agreements Contracts~~
 - ~~g)~~ g) ~~Budget Modifications~~
 - ~~h)~~ h) ~~Travel~~
- ~~III.~~ III. ~~Approval of Agenda and Correspondence~~
 - ~~II.~~ II. ~~Minutes of previous meeting.~~
- ~~III-IV.~~ III-IV. ~~Correspondence~~ Public Comment.
- ~~IV.~~ IV. ~~CEO's report.~~
- ~~V.~~ V. ~~Old Unfinished business~~ Business.
- ~~V-VI.~~ V-VI. ~~New business~~ Business.
- ~~VI.~~ VI. ~~Public Comment.~~
- ~~VII.~~ VII. ~~Executive session~~ Session.
- ~~VIII.~~ VIII. ~~Adjournment.~~

ARTICLE III COMMITTEES FORMATION

ARTICLE III **DIRECTORS AND OFFICERS**

SECTION 1- DIRECTORS

The K'ima:w Medical Center Governing Board shall consist of seven members, with at least fifty-one percent (51) election by Council).

The Medical Director, or his or her designee, may participate in an *ex-officio* and non-voting capacity in the business of the Governing Board. The Medical Director's participation is intended

SECTION 2- ABSENCES AS CREATING VACANCY

Notwithstanding any other provision of law, the term of any member of the Governing Board shall expire if he/she has unexcused absences from three consecutive regular meetings, or from three of any five consecutive meetings of the Board and the Board by Resolution declares that a vacancy exists on the Board.

SECTION 3- OFFICERS

The officers of the Governing Board shall be Chairperson, Vice Chairperson and Secretary/Treasurer, and they shall be elected by the Board from among its members at their annual meeting in October.

SECTION 4- TERMS OF OFFICE

Chairperson, Vice Chairperson, and Secretary/Treasurer shall be elected for a term of one year with a maximum of two additional consecutive elected terms. Unless an officer resigns, dies, or is removed prior thereto, an officer shall hold office until a successor has been chosen. Any officer may resign at any time by delivering a written resignation to the Chairperson or Secretary/Treasurer.

SECTION 5- VACANCIES OF TERMS OF OFFICE

Should the office of Chairperson become vacant the Vice Chairperson shall fill that vacancy in the unexpired term of said office. A successor in a vacancy for the office of Vice Chairperson shall be elected at the next regular meeting, and such election shall be for the unexpired term of said office.

SECTION 6- CHAIRMAN

The Chairperson shall preside at all meetings of the Governing Board. In his/her absence, the Vice Chairperson will assume such duties. Except as otherwise authorized by Resolution of the Governing Board, the Chairperson shall sign all contracts, and other instruments for and on behalf of the K'ima:w Medical Center. No contract, deed, lease, or similar documents shall be signed without the review of the Tribe's Attorney as to form and legality.

SECTION 7- VICE-CHAIRPERSON

The Vice Chairperson shall serve as Chairperson Pro Tem and shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Vice Chairperson shall fill the unexpired term of office.

SECTION 8. ADDITIONAL DUTIES

The Officers shall perform such other duties and functions as may from time to time be required by the Governing Board or the By-Laws or rules and regulations or by the Applicable Statutory Law of California.

Section 1. Special Committees

Special committees ~~Committees~~ may be appointed by the Chairperson with the concurrence of the ~~Governing~~ Board for such special tasks as circumstances warrant. Such ~~special~~ ~~Special~~ ~~committees~~ ~~Committees~~ shall limit their activities to the accomplishment of the task for which ~~the Special Committee was~~ created and appointed, and shall have no power to act except such as specifically conferred by action of the ~~Governing~~ Board. Upon completion of the task(s) for which ~~the Special Committee was~~ appointed, such ~~special~~ ~~Special~~ ~~committee~~ ~~Committee~~ shall stand ~~automatically~~ be discharged.

Section 2. Standing Committees

A. Standing Committees

Standing committees ~~Committees~~ may be appointed by the Chairperson with the concurrence of the ~~Governing~~ Board when such standing ~~Standing~~ ~~committees~~ ~~Committees~~ are deemed necessary. Such standing ~~Standing~~ ~~committees~~ ~~Committees~~ shall limit their activities to the accomplishment of the task(s) for which ~~the Standing Committee was~~ created and appointed, provided that the ~~Governing~~ Board shall not delegate any of its powers to any committee, Director or Officer. Said standing ~~Standing~~ ~~committees~~ ~~Committees~~ as may be created shall be discharged by motion duly made and passed by the ~~Governing~~ Board.

ARTICLE IV CHIEF EXECUTIVE OFFICER

Section 1. Selection

The Tribal Council shall hire a competent, experienced Chief Executive Officer ("CEO") for ~~K'ima:w Medical Center~~ ~~KMC~~ under a written employment contract, upon the recommendation of the ~~Governing Board~~, provided that ~~no~~ No member of the Tribal Council may be hired as the CEO, nor may any member of the Tribal Council be employed in any capacity by ~~K'ima:w Medical Center~~ ~~KMC~~. Subject to the supervisory authority of the ~~Governing~~ Board, the CEO shall be ~~its the~~ ~~clinic's~~ direct executive representative in the management of the ~~K'ima:w Medical Center~~ ~~KMC~~. The desirable educational qualifications of the CEO are graduation from an accredited college or university with a B.A. in hospital, public health or business administration, accounting or other closely related field with course work in health care administration, MPH preferred; and preferably five (5) years of experience in health care administration with Native American Programs.

The CEO shall be given the necessary authority and held responsible for the administration of the

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clinic in all its activities and departments subject only to such policies as may be adopted, and such orders as may be issued by the Governing Board or by any of its committees to which it has delegated power for such action. He or she ~~The CEO~~ shall act as the "duly authorized representative" of the Board in all matters in which the Governing Board has not formally designated some other person for that specific purpose. The Governing Board should designate a mechanism for the periodic performance review of the Chief Executive Officer ~~CEO~~.

Section 2: Authority and Duties

Among the specific duties of the CEO, in addition to those listed in the CEO job description and in the CEO employment contract, are the following:

- A. Assume administrative authority as delegated by the Governing Body.
- B. Act as business manager of the ~~Kimaaw Medical Center~~ KMC, acting for the Governing Board in the handling of programs and facilities, and in the handling of financial arrangements between ~~Kimaaw Medical Center~~ KMC and patients; act in the interest of the ~~Kimaaw Medical Center~~ KMC and in the collection of its accounts receivable; purchase equipment and supplies needed in the operation of ~~Kimaaw Medical Center~~ KMC's programs and facilities; to prepare for payment of all accounts payable; assume responsibility for payrolls; office records and bank deposits.
- C. Receive communications and other matters to be brought to the attention of the Governing Board at times when the Governing Board is not in session. Report these as well as other matters pertaining to clinical operations regularly to the Governing Board.
- D. Handle matters pertaining to clinic personnel, including employment and discharge of employees.
- E. Do any and all things possible toward protection of patients of this clinic from injury or negligence on the part of persons serving patients and to act to protect its Governing Board from any cause that might give rise to any legal action and from any condition that might subject the Board to legal action for negligence and the like.
- F. Oversee the implementation of Continuous Quality Improvement as a representative of the Governing Board.
- G. Act in the capacity of liaison between the Governing Board and the Medical Staff of the clinic which would include representing the Governing Board at meetings of

the Medical Staff and its committees and subcommittees when not contraindicated by the By-Laws of the Medical Staff.

- H. Act in the interest of the Kimaaw Medical Center KMC in the matter of maintaining the highest possible standards of medical care for its patients.
- I. Be official custodian of all minutes of the Medical Staff and its committees.
- J. Act in the interest of the Governing Board in all the aforementioned duties to the best of his or her ability in the interpretation and enforcement of policies set forth by this Governing Board in such other matters as may be specifically delegated to him or her by this Governing Board from time to time.
- K. Designate an individual to act for him or her in his or her absence, in order to provide Kimaaw Medical Center KMC with administrative direction at all times.
- L. Oversee the development and implementation of the budget.
- M. It is understood that while responsibility rests on the CEO of this organization for the duties assigned, many of the tasks so included will be delegated to other employees of the Kimaaw Medical Center KMC by the CEO.

ARTICLE VI MEDICAL STAFF

Section 1. The Medical Staff

The Governing Board shall approve appointment of all members of the Medical Staff, which Medical Staff shall have its own By-Laws.

Section 2. Medical Staff Membership

A. PART I. BOARD POWERS

The Governing Board shall have the power to exclude an individual from Medical Staff membership, to deny re-appointment to the Medical Staff, and to restrict the privileges of any physician, surgeon, dentist or podiatrist who fails to meet the standards of competence, character, or professional ethics prevailing for membership on the Medical Staff or the enjoyment of particular privileges. No physician, surgeon, dentist, or podiatrist shall be entitled to membership on the Medical Staff or to the enjoyment of particular privileges merely by virtue of the fact that he or she is duly licensed to practice medicine, surgery, dentistry, or podiatry in this or any other state, or that he or she is a member of some professional organization or that he or she has had in the past, or presently has,

such privileges at some other clinic. The burden shall be on the physician, surgeon, dentist, or podiatrist to establish that he or she is professionally competent and worthy in character and professional ethics.

B. ~~PART 2-~~NON-DISCRIMINATION

No applicant for membership on the Medical Staff shall be denied membership on the Clinic's Medical Staff or denied any privileges at the Clinic on the ground of race, color, creed, national origin, religion or sex.

Section 3. Medical Staff By-Laws

- A. The Medical Staff shall develop, adopt, and periodically review Medical Staff By-Laws, Rules and Regulations that are consistent with clinic policy and with any applicable legal or other requirements. Such Medical Staff By-Laws, Rules and Regulations are subject to and are effective upon approval by the Governing Board. The Governing Board will not unreasonably withhold approval.
- B. The Medical Staff By-Laws shall provide ~~for the~~ procedure for appointment and re-appointment of Medical Staff.
- C. The By-Laws of the Medical Staff shall provide procedures for a hearing by the Medical Staff where an applicant has been denied a recommendation for membership or privileges.
- D. The Medical Staff By-Laws shall provide that the Medical Staff shall be self-governing with respect to the professional work performed in the ambulatory care center.
- E. The Medical Staff By-Laws shall provide such limitations with respect to the practice of medicine and surgery in the clinic ~~Clinic~~ as the Governing Board may find to be in the best interests of the public health and welfare.
- F. The Medical Staff By-Laws shall provide that accurate and complete medical records be prepared and maintained for all patients. Medical records are to include identification data, personal and family history, history of present illness, physical examination, special examination, provisional or working diagnoses, condition on discharge, and such other matters as the Medical Staff shall determine.

ARTICLE VII THE EMPLOYED PHYSICIANS

Section 1. Employed Physicians

- A. Physicians and dentists employed by the clinic in a purely administrative capacity, with no clinical duties, are subject to the regular personnel policies of the clinic or the terms of their contract.
- B. Physicians and dentists employed by the clinic, whose duties are medico-administrative in nature and include professional staff clinical responsibilities must be members of the Medical Staff. Their clinical privileges must be assigned under the Medical Staff By-Laws by the same procedure provided for other Medical staff Staff members.
- C. The administrative duties of such a physician or dentist may be terminated subject to the regular personnel policies of the clinic or the terms of their contract. The Medical Staff privileges shall not be terminated without the same due process provisions as provided for any other member of the Medical Staff unless otherwise stated by contract.

Commented (AM2): Above there are also surgeons and podiatrists

ARTICLE VIII BY-LAWS

Section 1. Inspection

These By-Laws shall be kept at the Principal office ~~Office of the Klamath Medical Center~~ KMC and shall be open to public inspection.

Section 2. Amendments

The By-Laws may be amended by approval and vote of the majority of the Governing Board at a regular or special meeting. All amendments to the By-Laws shall require the approval of the Hoopa Valley Tribal Council in order to become effective.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 1. Adoption

These By-Laws shall be adopted by Resolution of the Hoopa Valley Tribal Council. Upon adoption of these By-Laws, all prior By-Laws and Amendments thereto, shall be of no further force and effect, and provided further, that if any of these By-Laws, sections or section are found to be contrary to the laws of the Hoopa Valley Tribe, the Constitution or laws of the United States of America, such By-Laws, sections or section, are deemed to have no force and effect, but all remaining By-Laws, sections or section, are to remain in full force and effect.

The Governing Board By-Laws shall be reviewed at least every two (2) years, revised as necessary, and dated to indicate time of the last review.

Section 2. Delegation

No assignment, referral, or delegation of authority by the Governing Board to the Clinic, CEO, the Medical Staff, or anyone else shall transfer ultimate responsibility for conduct of the clinic. The Governing Board shall retain the right to rescind any such delegation.

Section 3. Orientation

A comprehensive orientation program shall be provided for new members of the Governing Board to enhance the effectiveness of their participation. A continuing education program, based at least in part on identified needs, shall be provided for Governing Board members.

The CEO will meet with all new Board members prior to their attendance at their first Board Meeting. At this time, the CEO will discuss the format of the reports which he or she presents at the Board Meetings and explain their significance to the operation of the Kimaaw Medical Center KMC. The new Board members will be given a tour of the organization and will receive copies of the prior twelve (12) months Board minutes to read and any other relevant documents. Should they have any questions regarding this material, they should contact the CEO.

ORIENTATION CHECKLIST FOR NEW GOVERNING BOARD MEMBERS

1. The most recent annual Kimaaw Medical Center KMC financial audit.
2. Kimaaw Medical Center KMC By-Laws.
3. Medical Staff By-Laws, Rules and Regulations.
4. Kimaaw Medical Center KMC Organization chart.
5. Minutes of previous year's Board meetings.
6. Most recent Accreditation Report.
7. Comprehensive tour of the organization and facilities.
8. Accreditation and Continuous Quality Improvement and
- * 8.9. Any other relevant documents.

Section 4. Conflict of Interest

Any board member having a potential conflict of interest in a matter before the Board shall

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so indicate and shall remove themselves from making or participating in the making of any decision with relation to that matter.

If a board-Board member does not voluntarily declare any potential conflict of interest, any board-Board member may raise the question. If a question is raised regarding a board-Board member(s) potential or actual conflict of interest, the board-Board member(s) in question shall remove themselves from the room and the remaining board-Board members shall make a determination regarding specific conflict of interest factors that cause the question to be raised. All decisions made during this process are final.

CERTIFICATION

I, the undersigned, as Chairperson of the K'ima:w Medical Center Governing Board of Directors hereby certify that the Governing Board is composed of 8 members of which _____ (-) were present,— constituting a quorum at a Regular meeting thereof; duly and regularly called, noticed, and convened and held this _____ day of _____ 20192023; and that these By-Laws were duly adopted by a vote of _____ (-) for with _____ (-) against; and _____ (-) abstaining; and that said By-Laws has not been rescinded or amended in anyway.

Commented [AM6]: The by-laws have 7... this number may need to be adjusted

[Kimberly Dodge, Chairperson
KMC Governing Board of Directors

Commented [AM7]: Might need to be updated

ATTEST: _____

[insert name], Secretary
KMC Governing Board of Directors

Commented [AM8]: Needs to be updated

I, the undersigned, as Chairman of the Hoopa Valley Tribal Council hereby certify that the Hoopa Valley Tribal Council is composed of 8 members of which _____ (-) were present, constituting a quorum at a Regular meeting thereof; duly and regularly called, noticed, and convened and held this _____ day of _____ 20192023; and that these By-Laws were duly adopted by a vote of _____ (-) for with _____ (-) against; and _____ (-) abstaining; and that said By-Laws has not been rescinded or amended in anyway.

Ryan Jackson Joe Davis, Chairman
Hoopa Valley Tribal Council

ATTEST: _____

Amber Turner, Executive Secretary
Hoopa Valley Tribal Council