

**BYLAWS of the TRIBAL HEALTH COMMISSION of the UMATILLA INDIAN RESERVATION**  
*As Amended through Board of Trustees Resolution No. 19-043 (July 1, 2019)*



**YELLOWHAWK**  
TRIBAL HEALTH CENTER

# TRIBAL HEALTH COMMISSION BYLAWS

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YELLOWHAWK TRIBAL HEALTH CENTER

CONFEDERATED TRIBES

OF THE

UMATILLA INDIAN RESERVATION

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## ARTICLE I. DEFINITIONS

- A. BOARD OF TRUSTEES – shall mean the governing body of the Confederated Tribes of the Umatilla Indian Reservation.
- B. COMMISSION – shall mean the Tribal Health Commission of the Confederated Tribes of the Umatilla Indian Reservation.
- C. COMMISSIONER – shall mean a member of the Commission.
- D. CTUIR, TRIBE or TRIBAL – shall mean the Confederated Tribes of the Umatilla Indian Reservation.
- E. GROSS MISCONDUCT – shall mean an act that involves criminal, wrongful or improper conduct that was intentional or controllable, or a failure to take action, showing a deliberate disregard of the interests of the Commission and/or Yellowhawk.
- F. YELLOWHAWK TRIBAL HEALTH CENTER or YELLOWHAWK – shall mean the healthcare facility located on the Umatilla Indian Reservation.

## ARTICLE II. ESTABLISHMENT AND COMPOSITION

- A. The Commission was established pursuant to the Tribal Health Commission Charter.
- B. Membership. The Commission shall be comprised of seven members appointed by the Board of Trustees, with one member being that of the Board of Trustees.
- C. Selection of Commission Officers. The Commission shall elect annually a Chair, Vice Chair and Secretary from its membership.
- D. Duties of the Chair. The Chair shall perform and exercise all duties and powers delegated to them by the Tribal Health Commission Charter and these Bylaws. The Chair shall preside at all meetings of the Commission and, along with at least one other Commission member, shall be authorized to sign required documents in accordance with the powers of the Commission. The Commission Chair will establish meeting dates and times in coordination with Yellowhawk staff. The Commission Chair will report to the Commission at least quarterly and at any other time at the request of the Commission. The Chair shall only vote in case of a tie.
- E. Duties of the Vice-Chair. The Vice-Chair shall assist the Chair when called upon to do so. In the absence of the Chair, the Vice-Chair shall preside over Commission meetings and carry on Commission business and when so presiding or carrying out these duties, shall have all the rights and authority of the Chair.
- F. Duties of the Secretary. The Secretary shall be responsible for assuring the timely and proper production, distribution and storage of all written records of the Commission. The Secretary shall assure that all Commission minutes, executive summaries and other written record shall be distributed to appropriate Tribal offices. At each regularly scheduled Commission meeting, the

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Secretary shall submit the official Commission minutes from the prior Commission meeting for the Commission's review and approval. The Yellowhawk CEO will ensure that staff are available to assist with their duties and ensure that new Commission members are provided with orientation materials, if any exist.

### ARTICLE III. RULES GOVERNING MEMBERSHIP ON THE COMMISSION

#### A. Qualifications.

1. Members of the Commission shall possess and demonstrate as minimum qualifications:
  - a. Enrolled member of the Confederated Tribes of the Umatilla Indian Reservation;
  - b. Eighteen years of age or older; and
  - c. Resides within the Yellowhawk Service Area.
2. Recommended qualifications for Commission members:
  - a. Having no Gross Conflict of Interest, as defined in Section III.D. below;
  - b. Willingness and ability to comply with the Ethical Duties of Commission Members, as defined below;
  - c. Willingness and ability to perform the Commission's duties in compliance with the Confederated Tribes' Treaty, Constitution and statutes, the policies and directives of the Board of Trustees and other applicable law;
  - d. Knowledge of, familiarity or training in, or experience with the Yellowhawk Tribal Health Center and/or the health care industry;
  - e. Having the time available to actively fulfill the duties of membership -- at least eight hours per month;
  - f. Willingness to receive orientation and training regarding the duties of the Commission;
  - g. Willingness and ability to travel for Commission business, with travel expenses provided by the Yellowhawk Tribal Health Center; and
  - h. Having not been removed from an appointment from another CTUIR Committee or Commission in the past twelve (12) months for neglect of duty or gross misconduct.

- #### B. Vacancies.
- Whenever a vacancy occurs on the Commission, the Secretary of the Board of Trustees shall post announcements of the vacancy consistent with process and procedures outlined in the Board of Trustees' Secretaries Procedures Policy.

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- C. Terms. Appointments to the Commission shall be for a period of three years. There is no limitation on the number of terms a Commissioner may serve.
- D. Gross Conflict of Interest.
1. No person may be appointed to the Commission who:
    - a. Is employed with the Yellowhawk Tribal Health Center;
    - b. Is engaged in litigation against the Confederated Tribes in a matter related to the subject matter of the Commission; or
    - c. Has a similar interest that would necessarily grossly conflict with the impartial performance of a Commissioner's duties.
  2. The Board of Trustees' determination whether an applicant is barred from appointment by a gross conflict of interest (or must be removed from the Commission due to a gross conflict of interest) is final.
- E. Oath of Office. Each appointee to the Commission shall take an oath of office prior to assuming the duties of Commission membership. The oath shall be administered by an officer of the Umatilla Tribal Court.
- F. Ethical Duties of Commissioners. Commissioners are expected to comply with the following ethical requirements. Violations of these ethical duties may be considered neglect of duty or gross misconduct, requiring the removal of a Commissioner, depending on the severity and/or frequency of the violation. The purpose of these standards is to provide safeguards to prevent Commission members from using their positions for purposes that are, or give the appearance of being, motivated by a desire for private financial and/or personal gain for themselves or others (such as those with whom they have family, business or other ties).
1. Commissioners are to carry out faithfully and impartially the duties as a Commission member to the best of their abilities, provide and protect the best interests of the CTUIR and Yellowhawk in accordance with the CTUIR Constitution and the Commission Charter and Bylaws.
  2. Commissioners shall comply with their oath of office and shall avoid impropriety in the exercise of their powers and duties.
  3. Commissioners shall not attempt to exceed the authority granted to Commissioners by these Bylaws.
  4. Commissioners shall recognize that the authority delegated by these Bylaws is to the Commission as a whole, not to individual Commissioners. As a result, the powers of the Commission may only be exercised by the Commission, acting through the procedures established by these Bylaws.

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5. Commission members shall not take it upon themselves to speak for the CTUIR, Yellowhawk or the Commission, except that the member may speak on behalf of the Commission or Yellowhawk if the member obtains prior express authorization from the Commission to do so. A Commission member may report on decisions that have already been made by the Commission. Commissioners who are approved to attend a meeting as a Commission representative, will be empowered to speak appropriately as the Commission representative.
6. Accordingly, Commission members shall recognize that the authority to commit Yellowhawk funds or proceeds, request information from the Chief Executive Officer, or in any other manner interact with any patient, agency, committee, office or department on Yellowhawk or Commission business is authority possessed by the Commission, not of individual Commission members, unless expressly authorized by the Commission.
7. Commission members shall not involve the Commission in any controversy outside the Commission's duties.
8. Commission members shall refrain from conducting themselves in a manner where the member would gain preferential treatment for themselves or their immediate family.
9. Commissioners shall hold all information revealed during the course of Commission business in strict confidence, including information about the Tribe, the Tribe's partners, appealing parties, records from appeals, employees, community members and Commission deliberations. Commissioners may only discuss or disclose such information to persons who are entitled to the information, and only for the purpose of conducting official Commission business.
10. Commission members are expected to behave in a professional manner and treat others with courtesy and respect.
11. Commission members shall not accept nor solicit honoraria or stipends for work performed using their status as a Commission member in the course of exercising Commission duties. When the Commission appoints one of its members to an organization, and that organization pays an honorarium or stipend for its work, the organization shall be asked to pay the honorarium or stipend directly to Yellowhawk for use by the Commission.
  - a. Reporting By Commission Members. When reporting on completed travel at a Commission meeting, Commission members shall disclose the amount of any travel reimbursements they have received (or anticipate receiving) from any outside entities associated with that travel. Commission members shall also disclose any travel related services that were paid directly by the outside entity.
  - b. Reporting by Finance Office. On a monthly basis the Yellowhawk Finance Office shall report to the Commission concerning all Commission-related travel

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reimbursements, honoraria and stipends that the Office has received in the prior month.

- c. Reporting Requirement. Commission members may accept gifts provided to them as a Commission member, so long as the Commission member reports the gift at the next Commission meeting. The Commission will determine the disposition of the gift. Personal gifts unrelated to Commission service (birthdays, Christmas, family) do not have to be reported.
12. Commission Members are to avoid involving the Yellowhawk and Commission in any political controversy or policy issues not concerning the administration of Yellowhawk. No Commission member may use the name of the CTUIR, Yellowhawk or the Commission in connection with political activities.
  13. Conflict of Interest.
    - a. When a matter before the Commission directly and specifically affects a Commissioner's own interests, or the interests of his or her immediate family, that member has a "conflict of interest." Immediate family includes parents, children, spouse or domestic partner, siblings, grandparents, grandchildren, stepparent, stepsibling, stepchildren or any other person residing in the Commissioner's household. Except as described below, a Commissioner shall not act in an official capacity when he or she has a conflict of interest.
    - b. A Commissioner must inform the Commission of any conflict of interest immediately upon becoming aware of the conflict.
    - c. In all other cases, immediately after disclosing the conflict, a Commission member shall recuse himself or herself from discussion of, and voting on, any matter concerning the conflict. Commissioners shall not discuss or vote on the matter in the presence of a Commissioner who has a conflict of interest.
    - d. It is not a violation of this provision for a Commissioner to disclose a conflict about an issue, suggest that the Commission take action on the issue, and then recuse himself or herself from the Commission discussion and voting on the issue.
    - e. If an apparent conflict of interest exists, but the Commissioner with the conflict refuses to comply with these procedures, then the Commission shall table the matter until such time as the Commissioner leaves or the dispute is otherwise resolved. A Commissioner's refusal to comply with these procedures shall constitute neglect of duty and/or gross misconduct, justifying removal from the Commission.
- G. Violations of any of the Commission members' ethical duties must be reported promptly to the Commission Chair. If the Commission Chair has violated the standards, notice must be given to the Board of Trustees.

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- H. Revocation of Appointment. Commission members serve at the pleasure of the Board of Trustees. Appointment to the Commission confers no liberty or property rights upon the appointee. The Board of Trustees may revoke a person's appointment to the Commission at any time, regardless of the length of time remaining in the person's appointment. It is not required that the Board state a reason for revoking the appointment or provide the person an opportunity to appear before the Board. A majority vote by the Board is sufficient to revoke any appointment. Revocation decisions by the Board are not subject to review or appeal to any administrative or judicial forum.
- I. Removal by Commission Motion. Whenever it comes to the attention of the Commission that one of its members may: (1) fail to meet the minimum qualifications for membership, (2) have a gross conflict of interest, or (3) have committed neglect of duty or gross misconduct, the Commission by motion, may decide to hold a hearing inquiring into the matter.
1. At least five business days before the hearing is scheduled, the Chair shall provide notice of the hearing to the Commission member whose conduct is the subject of the hearing. The notice of the hearing shall include a written statement of the charges against the Commission member.
  2. At the hearing, the Commission member shall have an opportunity to appear before the Commission and answer all charges against him or her before the Commission votes. The Commission member shall represent his or her self, and shall not be represented by an attorney. If the Commission concludes by majority vote that the Commission member fails to meet minimum qualifications for membership, has a gross conflict of interest, or has committed neglect of duty or gross misconduct, the Chair shall promptly notify the Commission member and the Secretary of the Board of Trustees that the Commission member has been removed from the Commission.
  3. The decision of the Commission shall be final, except the Board of Trustees may review the decision on the Board's own motion, and may impose a different decision than the one ordered by the Commission. If the Board does this, it will immediately convey its decision in writing to the Chair of the Commission.
- J. Resignation by Letter. Any Commission member who wishes to resign from the Commission shall submit his or her written resignation to the Chair. At the next regular meeting of the Commission, the Commission shall act upon the letter received to ensure there is a record in the minutes and said action shall then be forwarded to the Board of Trustees for the Board to initiate filling the vacancy.
- K. Resignation by Default. If any Commission member is absent from three consecutive meetings of the Commission without excuse or misses more than 50% of the regular meetings during a year, that Commission member shall be considered to have resigned without providing notice to the Chair.
1. Excused Absence. Commission members who will be absent from a meeting shall notify the Chair or his/her designee prior to the start of the meeting in order to be excused.



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## ARTICLE IV. DUTIES, POWERS AND LIMITATIONS

- A. Duties. The Commission shall carry out its duties under these Bylaws consistent with the Confederated Tribes Constitution and laws and the Commission Charter. Commission
- B. Limitations.
1. The Commission does not possess supervisory authority over Yellowhawk personnel, except for the CEO, and should not attempt to provide direction to them, rather, they will work with the CEO to accomplish the Commission's goals.
  2. Except when authorized by the Commission, no individual Commissioner may take action or make any commitment on behalf of the Commission or Yellowhawk Tribal Health Center.
  3. The Commission has no authority to waive the sovereign immunity of the Tribe, its agents or entities, except as expressly outlined in the Commission Charter.
- C. Meetings.
1. Meetings of the Commission shall be held at regularly scheduled times each month.
    - a. Agendas for all meetings regular or special, shall identify the time, location and items of discussion and be posted at least two business days in advance.
  2. Special meetings shall be called only upon the written authorization of the Commission Chair.
  3. Regular meetings shall be open to the public. Whenever necessary, in the judgment of the Chair, to protect the confidentiality of sensitive information, the Commission shall hold private deliberations. The Chair may temporarily recess a regular or special meeting in order to conduct private deliberations. Members of the public, including members of the General Council, are prohibited from attending private deliberations. Staff may only attend private deliberations if as a consequence of their job duties they have specialized information or responsibilities concerning the matter being discussed, and the Chair allows them to attend. Board of Trustees members and senior staff (or the senior staffs' designees) are entitled to attend any private deliberations of a committee so long as the person attending does not have a conflict of interest concerning the matter being discussed. Because private deliberations take place while the Commission is in recess, no taking of minutes or recording of the deliberations shall take place. No notice of private deliberations is required. If a closed session occurs in the absence of a committee member who does not have a conflict of interest concerning the subject matter being discussed, the absent committee member may request an oral report on the subject matter discussed by the committee members who were present for the closed session.
- D. Quorum. Commission business may only take place when three or more voting members are present in addition to the presiding Chair. Voting by proxy shall not be allowed. A Commission

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meeting shall not be cancelled if a quorum is present, except by consensus of the Commission's members.

1. If a quorum cannot be obtained, the meeting may be reconvened within two business days of the originally scheduled meeting. Notice must be provided to all Commission members if a meeting is to be reconvened immediately after it has been determined that a quorum cannot be established and the meeting is needed.
- E. Meeting Business. The Commission shall attempt whenever possible to execute its powers by consensus. If a consensus cannot be achieved, the affirmative vote of a majority of the Commissioners shall be required to take Commission action. The Chair shall vote only in the event of a tie. All documents requiring Commission signature, shall bear the signature of the Chair and at least one other Commissioner.
- F. Minutes. The Secretary shall produce draft minutes for each meeting, using a standard format established by the Secretary of the Board of Trustees. Confidential material shall not appear in minutes. The draft minutes shall be reviewed and finalized by the Commission at its next regular meeting. The Secretary shall then finalize the minutes as directed by the Commission and immediately forward the final minutes to the Secretary of the Board of Trustees. The Secretary must distribute the final minutes within five business days of the regular meeting that approved them.
- G. Polled Vote. Although their use is discouraged, polled resolutions or votes may be used by the Commission to take official action. They shall only be used when circumstances require that an official Commission decision be taken sooner than a regular or special meeting can take place. The polling of Commission members shall be first authorized by the Chair or their designee and conducted by the Secretary of the Commission, or the Secretary's designee. Polled resolutions or votes shall be ratified by the Commission at the next Commission meeting.
- H. Stipend. All Commission members are eligible to receive a stipend while they attend Commission meetings and other meetings as assigned. The amount of the stipend shall be determined on a fiscal year basis by the Commission.
- I. Commission Travel. Commission members shall be reimbursed for official travel approved by the Commission as set forth in the CTUIR Fiscal Management Policies. Commission approval of official travel shall be by formal action of the Commission, which formal approval shall be reflected in Commission meeting minutes.
- J. Commission Procurement. Any purchase of equipment, supplies or services by the Commission shall only occur after formal action of the Commission approving the purchase, which formal approval shall be reflected in the Commission meeting minutes. Such purchases shall be in compliance with CTUIR Fiscal Management Policies.
- K. Chief Executive Officer Evaluation. The Commission shall, at least on an annual basis, conduct a performance evaluation on the Chief Executive Officer. The evaluation will be done in accordance to the process outlined in the Executive Management Policy.

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- L. Chief Executive Officer Complaints. The process for filing and hearing a complaint against the Yellowhawk Chief Executive Officer is set forth in Section V of the Yellowhawk Executive Management Policy.

**ARTICLE V. COMMISSION TRAINING**

The Commission will be afforded annual training on hearing procedures and decision-making techniques.

**ARTICLE VI. BYLAW AMENDMENT**

These Bylaws may be amended only by Resolution of the Board of Trustees.