

AMENDED AND RESTATED
BYLAWS OF THE
ALASKA NATIVE TRIBAL HEALTH CONSORTIUM
(As of June 15, 2006)

PREAMBLE

The Alaska Native Tribal Health Consortium is incorporated to secure Alaska Native people, tribes and tribal organizations an organized voice and participation in decisions, developments and implementation of Alaska Native management of the Alaska Native Medical Center and the Alaska Area Office of the Indian Health Service and to carry out the purposes of Section 325 of Public Law 105-83.

ARTICLE I

NAME AND LOCATION

- A. Name.** The name of this organization shall be the Alaska Native Tribal Health Consortium (ANTHC).
- B. Principal Office.** The principal place of business and office of the ANTHC shall be in Anchorage, Alaska.
- C. Registered Office.** The ANTHC shall have and continuously maintain in the State of Alaska a registered office and a registered agent whose office is identical with such registered office, as required by the Alaska Non-Profit Corporation Act. The registered office may, but need not, be identical with the corporation's principal office in the State of Alaska and the address of the registered office or identity of the registered agent may be changed from time to time by the Board of Directors in the manner prescribed by law.

ARTICLE II

MEMBERS AND MEETING OF ALASKA NATIVE TRIBES

- A. **Members.** The corporation shall have no members.
- B. **Annual Meeting of Tribes.** The ANTHC shall convene a meeting not less than once every twelve months at which all federally recognized tribes in Alaska, tribal organizations operating a health program for the Indian Health Service under Public Law 93-638 (25 U.S.C. 450 et seq.) in Alaska, and ANTHC beneficiaries may participate to review and make recommendations regarding the activities of the ANTHC and health program priorities.

ARTICLE III

BOARD OF DIRECTORS

- A. **Board of Directors - Membership.** The Board of Directors of the Corporation shall consist of not more than fifteen persons appointed as follows:

(1) one person appointed by each of the entities identified in (a) through (m)

below:

- (a) Aleutian/Pribilof Islands Association, Inc.
- (b) Bristol Bay Area Health Corporation
- (c) Chugachmiut
- (d) Copper River Native Association
- (e) Kodiak Area Native Association
- (f) Maniilaq Association

- (g) Metlakatla Indian Community
- (h) Arctic Slope Native Association, Ltd.
- (i) Norton Sound Health Corporation
- (j) Southcentral Foundation
- (k) Southeast Alaska Regional Health Consortium
- (l) Dena Nena` Henash, Inc. d/b/a Tanana Chiefs Conference, Inc.
- (m) Yukon Kuskokwim Health Corporation

provided, however, that if an entity named above ceases to operate a regional health program for the Indian Health Service under Public Law 93-638 (25 U.S.C. 450 et seq.), as amended, such entity shall not have a representative serve on the Board of Directors of the ANTHC.

(2) Two additional persons and one alternative for each such person shall be elected by the Unaffiliated Alaska Native Tribal Health Committee ("UANTHC") to serve until their successors are chosen and have qualified. UANTHC is comprised of one representative from each of the tribes and sub-regional tribal organizations authorized by Section 325(b) of P.L. 105-83. The selection of the UANTHC directors and alternates shall be according to procedures agreed to by UANTHC. The two directors and two alternates selected by UANTHC in 1997 shall occupy their positions on the ANTHC Board of Directors pending the 1998 selection of such directors.

B. Method of Selection of Board of Directors. Subject to compliance with Article III, Section D, the Chair of the Board of Directors of each entity (or in the case of the

Metlakatla Indian Community, the mayor) named in Article III, Section A, Paragraph (1) above, shall serve on the Board of Directors as the representative of such entity unless such entity designates another person to serve as such entity's representative. The entity also may designate a standing alternate to serve when the Chair of the entity's Board of Directors or the entity's designee is not available, or may designate another person to serve as an alternate for any specific meeting or meetings.

C. Letter of Authorization. (1) Each entity named in Article III, Section A, Paragraph (1) shall send a letter to the ANTHC identifying its authorized representative and consenting to such representative's service as an officer of the ANTHC. In the event that a director resigns or a director representing an entity named in Article III, Section A, Paragraph (1) is removed and replaced:

- (a) by the entity represented thereby; or
- (b) by the Board of Directors, as provided in Section H of this Article III;

then the entity shall provide a new letter of authorization identifying its representative to the ANTHC and consenting to such person's service as an officer of the ANTHC.

(2) In the event that a director selected pursuant to the provisions of Article III, Section A, Paragraph (2) resigns or is:

- (a) removed by the entities who elected him/her; or
- (b) removed by the Board of Directors as provided in Article III, Section H;

then the named alternate for that director shall serve in such director's stead without any further letter of authorization.

(3) The UANTHC shall send a letter to the ANTHC setting forth the results of its election of directors and alternates. Such letter shall also consent to each person's service as an officer of ANTHC when serving as a director.

D. Qualifications of Directors. (1) Each person serving as a director must have at least one-fourth (1/4) Alaska Native blood quantum or be an enrolled member of a federally-recognized tribe in Alaska.

(2) A director may not be an employee of ANTHC except for the person elected to serve as President/Chairman of the Board.

(3) A person may not serve as a director if his/her service would allow the Secretary of Health and Human Services to exclude ANTHC from participation in any state or federal health care program. This includes, but is not limited to, having been convicted of certain crimes set forth in 42 U.S.C. § 1320a-7. Each director shall immediately notify the President/Chairman when s/he: (a) has been convicted of any offense set forth in 42 U.S.C. § 1320a-7; (b) has a civil monetary penalty assessed against him/her under 42 U.S.C. § 1320a-7 or 42 U.S.C. § 1320a-8; or (c) has been excluded, or is subject to potential exclusion, from participation in a federal or state health care program (each of (a), (b), and (c) is referred to herein as a "Prohibited Activity"). Each director shall annually execute a statement that (i) certifies s/he is not engaged in a Prohibited Activity, and (ii) discloses every felony conviction of the director. In these by-laws, "conviction" shall have the meaning set forth in 42 U.S.C. § 1320a-7(i).

(4) A person who does not meet the qualifications set forth in this Article III, Section D shall not be seated as a director. A director who fails to meet these qualifications after having been seated shall resign or, upon failure to resign, shall be removed as soon as possible after ANTHC learns of the director's failure to meet these qualifications. The entity, or entities in

case of the UANTHC, that selected the removed director shall be informed of the reason for the director's removal.

E. Term of Office. Subject to the provisions of Section H of this Article III, each director representing an entity or entities named or described in Article III, Section A shall serve an indefinite term at the pleasure of the entity or entities that selected such director.

F. Board of Directors' Powers. The business and affairs of the ANTHC shall be managed by its Board of Directors. No director shall have the power to take any action on behalf of the ANTHC outside of meetings of the Board of Directors unless specifically authorized by a resolution or by action of the Board of Directors or pursuant to his or her duties as President/Chairman of the Board of Directors of the ANTHC.

G. Vacancies. (1) Any vacancy on the Board of Directors arising from the death, disability, resignation, removal, or other cause, of a person appointed by an entity named in Article III, Section A, Paragraph 1, shall be filled by the entity that appointed the director whose departure caused the vacancy.

(2) Any vacancy on the Board of Directors because of the death, disability, resignation, removal or other cause of a person selected pursuant to the provisions of Article III, Section A, Paragraph 2, shall be filled by the named alternate for the director whose departure caused the vacancy. The named alternate shall serve in the stead of the person so removed until the entities that selected the director select a new director to serve on the Board of Directors.

H. Removal. A director may be removed from office by vote of the Board of Directors, if he or she has three consecutive unexcused absences from meetings of the Board of Directors of the ANTHC. The President/Chairman of the Board of Directors shall send a letter to the appointing or electing entity notifying such entity of such removal. In the case of a director appointed by an entity named in Article III, Section A, Paragraph (1) the entity that such director represented shall designate a new director to serve in the place and instead of the person so removed. In the case of a director selected pursuant to the provisions of Article III, Section A, Paragraph (2), the named alternate shall serve in the place and instead of the person so removed until such time as the entities who selected the removed director select a new director to serve on the Board of Directors.

ARTICLE IV

VOTING

A. Vote. Each director shall have one vote on all matters that may properly come before a meeting of the Board of Directors. Decisions of the Board of Directors shall be made by consensus, and by majority vote of the directors present at a meeting at which a quorum is present in the event that no consensus is reached; provided, however, that a majority of the entire Board of Directors must approve (1) amendments to these bylaws or the articles of incorporation; (2) the adoption, amendment, modification, or repeal, of a resolution that sets forth specific actions which require the approval of a majority of the entire Board of Directors; (3) when required in these bylaws.

B. Presumption of Assent. A director of the ANTHC who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V

QUORUM OF THE BOARD OF DIRECTORS

A quorum for the transaction of business at a meeting of the Board of Directors shall be a majority of the total number of directors of the Board of Directors, and a quorum shall be necessary for the transaction of any official business.

ARTICLE VI

OFFICERS OF THE BOARD OF DIRECTORS OF ANTHC

A. General. The officers of the Board of Directors of ANTHC shall consist of the President/Chairman, the Vice Chairman, the Secretary and the Treasurer. No officer shall continue to be an officer after he or she ceases to serve on the Board of Directors. No person may simultaneously hold more than one office.

B. Election and Term of Office. The elected officers of the Board of Directors of ANTHC shall serve one-year terms. Every officer shall be elected by a majority of the

entire Board of Directors at an annual meeting of the Board of Directors. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may occur. Other elected or appointed officers of the Board of Directors shall be elected or appointed in the manner determined from time to time by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified.

C. Removal. Any officer elected or appointed by the Board of Directors may be removed by a majority of the entire Board of Directors whenever in its judgment the best interests of the ANTHC would be served thereby.

D. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President/Chairman, or to the Secretary. In the absence of an effective date specified in the resignation, a resignation notice shall take effect immediately.

E. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority of the entire Board of Directors for the unexpired portion of the term.

ARTICLE VII

DUTIES OF OFFICERS AND EMPLOYMENT OF STAFF

A. President/Chairman of the Board of Directors. The President/Chairman shall preside at all meetings of the Board of Directors and discharge the duties of a presiding officer. The President/Chairman shall act as the primary spokesperson for the ANTHC and perform the duties incident thereto, including but not limited to signing major contracts and agreements, testifying before governmental bodies, and commenting on proposed legislation. The President/Chairman may delegate duties to the Chief Executive Officer, other officers, other directors, and agents of the ANTHC as s/he deems appropriate under the circumstances. The President/Chairman shall perform whatever other duties the Board of Directors may from time to time prescribe. The President/Chairman shall also be an *ex-officio* member of all committees established by the Board of Directors. The President/Chairman shall be entitled to vote in all matters that may properly come before the Board of Directors. The President/Chairman does not supervise any employees of the ANTHC. In lieu of meeting fees, the President/Chairman shall receive a salary, per diem and benefits as compensation for the performance of his/her duties in an amount established by the Board of Directors immediately prior to the President/Chairman's election.

B. Vice Chairman. The Vice Chairman shall, in the absence or disability of the President/Chairman, perform the duties and exercise the powers of the President/Chairman associated with presiding over the Board of Directors. He or she

shall also perform such other additional duties as are prescribed from time to time by the Board of Directors or the President/Chairman.

C. Secretary. The Secretary shall keep or cause to be kept a true and complete record of the proceedings of all the meetings of the Board of Directors and shall distribute or cause to be distributed such records to the Board of Directors. The Secretary shall also give or cause to be given notice of all meetings of the Board of Directors and shall also perform such other additional duties as are prescribed from time to time by the Board of Directors or the President/Chairman. The Secretary shall keep the seal of ANTHC.

D. Treasurer. The Treasurer shall keep or cause to be kept adequate financial records of all proceedings and businesses of the corporation and shall also perform such other additional duties as are prescribed from time to time by the Board of Directors or the President/Chairman.

E. ANTHC Staff. The ANTHC may employ a Chief Executive Officer (“CEO”) and such other staff as it may determine under such terms and conditions and exercising such powers as may be determined from time to time by the Board of Directors. The CEO shall be responsible for the general supervision, management and control of the day-to-day operations of the programs, functions, services and activities of the ANTHC. S/he shall supervise all employees of the ANTHC, except for the President/Chairman. In the absence or disability of the President/Chairman, the CEO shall perform all of the President/Chairman’s duties not associated with presiding over the Board of Directors.

ARTICLE VIII

BOARDS AND COMMITTEES

A. Boards and Committees. The Board of Directors may establish such subordinate boards and committees as it deems necessary or appropriate to carry out the purposes of ANTHC including boards and committees established by, between or in conjunction with other organizations having power to appoint members. To assure participation in health planning by all affected Alaska Native Communities, the members of such subordinate boards and committees need not be serving on the Board of Directors. The establishment of such subordinate boards or committees shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon the Board or Directors by law. The Board of Directors may specify by resolution or other board action the powers, duties and internal procedures of such subordinate boards or committees, including the means by which the Board of Directors may choose to appoint members to such subordinate boards and committees. Such appointments may be made by the President/Chairman, by election by the Board of Directors, or by any other means approved by the Board of Directors. Such appointments shall be terminable at the will of the Board of Directors.

B. Committee Notice and Participation. All members of the Board of Directors shall be provided notice of every committee meeting on the same basis as members of the committee. All directors may attend and participate in discussion during any committee meeting, except to the extent participation of a director is limited under Article XIV.

Committee meetings may be held by teleconference or other electronic means at the discretion of the committee members.

ARTICLE IX

ANNUAL AND REGULAR BOARD MEETINGS

A. Annual and Regular Meetings. The annual Board of Directors meeting shall be held on such date and at such time and place as may be determined from time to time by resolution of the Board of Directors. Regular meetings of the Board of Directors shall be held not fewer than five (5) times each year. Additional regular meetings of the Board of Directors shall be held at such times and places as shall be designated from time to time by resolution of the Board of Directors.

B. Notice of Regular Meetings. Written notice of regular meetings shall be given no fewer than five (5) days prior to the scheduled meeting date.

C. Teleconference Meetings. The Board of Directors may hold meetings by teleconference. Participation by teleconference or other electronic means at meetings not called by teleconference is allowed at the discretion of the Board of Directors.

D. Waiver of Notice. Any director may waive notice of any regular meeting by a written waiver, whether signed before or after the time stated in the applicable notice of such meeting, except where a director attends a regular meeting for the express purpose of objecting to the transaction of any business because the regular meeting is not lawfully called or convened.

E. Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed by all directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board of Directors meeting.

ARTICLE X

SPECIAL MEETINGS OF THE BOARD

A. General. Special meetings of the Board of Directors may be called by the President/Chairman, or in his or her absence, by the Vice Chairman, or on the written request of five (5) directors. Special meetings may be held by teleconference. Participation by teleconference or other electronic means at meetings not called by teleconference is allowed at the discretion of the Board of Directors.

B. Notice of Meetings. Notice of a special meeting shall be mailed, telefaxed, delivered, or communicated orally no fewer than seventy-two (72) hours prior to the scheduled meeting date.

C. Waiver of Notice. Any director may waive notice of any special meeting by a written waiver, whether signed before or after the time stated in the applicable notice. The attendance of a director at any special meeting shall constitute a waiver of notice of such meeting, except where a director attends a special meeting for the express purpose of

objecting to the transaction of any business because the special meeting is not lawfully called or convened.

ARTICLE XI

ACCREDITATION

The Board of Directors shall establish such committees and adopt medical staff bylaws in accordance with standards necessary for the Alaska Native Medical Center to maintain accreditation by a nationally recognized accreditation entity.

ARTICLE XII

BYLAW AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors upon the affirmative vote of a majority of the entire Board of Directors, provided that at least 21 days notice of any proposed amendment shall have been given to the persons serving on the Board of Directors.

ARTICLE XIII

ROBERT'S RULES OF ORDER

To the extent necessary to conduct business, all meetings of the Board of Directors shall be guided by Robert's Rules of Order in the version selected by the Board of Directors.

ARTICLE XIV

BOARD OF DIRECTORS' RULES OF CONDUCT

A. Duty of Loyalty, Fair Dealing and Full Disclosure. Directors have a duty of undivided loyalty to ANTHC. This means each director must exercise his/her powers in good faith and in the best interests of ANTHC, rather than in the director's own interests or the interests of another person or entity, including any of the entities that appointed, selected or elected a director to serve on the board of ANTHC. Conflicts of interest are not inherently illegal. However, the failure of a director to reveal a conflict of interest involving that director reflects on the integrity of the director with the conflict and on each director who knew and failed to disclose another director's conflict. In addition, the failure of the disinterested directors to deal properly with a disclosed conflict reflects on the integrity of the board as a whole.

Conflicts of interest can arise because of a director's personal interests or the interests of a director's family members. Whenever a director has a direct or indirect material personal interest in an issue that comes before the Board of Directors for consideration, a conflict of interest is present. In these circumstances, (1) a director shall not use a corporate position for personal or immediate family member advantage; (2) a director shall not take advantage of a corporate opportunity in which it is reasonably foreseeable that ANTHC would be interested without first offering the opportunity to ANTHC; (3) a director shall not buy or sell property or services to ANTHC without first fully disclosing the terms of the transaction and the nature of his/her involvement in the

sale to the Board of Directors; and (4) a director shall reveal every investment or employment relationship that the director or his/her immediate family member has with any entity involved in a transaction or issue being considered by the Board of Directors or Committee.

Conflicts of interest can also arise because ANTHC is a consortium of entities, each of which may have overlapping, competing or differing interests. This creates the potential for conflicts of interest to arise between ANTHC and each of the entities that appointed, selected or elected a director. Notwithstanding a director's duty of undivided loyalty to ANTHC, a director may properly consider and advocate the concerns of his/her appointing, selecting or electing entity and its service population in forming a good faith business judgment of what serves the best interests of ANTHC. A director does not violate the duty of undivided loyalty merely by advancing a position that is beneficial to his/her appointing, selecting or electing entity or its service population so long as the director's actions also serve the overall best interests of ANTHC, the people it serves, its purposes, and comport with the director's general duty of care.

Each director must inform the Board or Committee of all known potential or actual undisclosed conflicts of interest involving any director and, except as noted below, disclose all relevant information about the conflict to the Board or Committee. This step must occur before the Board or Committee discusses the item that gives rise to the conflict or potential conflict or as soon as the conflict or potential conflict becomes apparent. This is a continuing duty, requiring directors to disclose additional information

to the Board or Committee that becomes available after the initial disclosure if it might affect the Board or Committee's view of whether a conflict exists and how significant the conflict might be.

The director with the potential conflict of interest must also inform the Board or Committee whether s/he believes the potential conflict compromises his/her ability to comply with the undivided duty of loyalty to ANTHC. In addition, if any director believes that the director with the potential conflict cannot comply with his/her duty of loyalty, s/he must inform the Board or Committee. The Board or Committee, by motion adopted by a majority of disinterested directors present, shall then determine whether a conflict exists. If the Board or Committee determines that a conflict exists, then a majority of the disinterested directors present shall adopt by secret ballot one of the following actions: (1) allow the director with the conflict to be present but not participate in the discussions nor vote on the action; or (2) require the director with the conflict to leave the room during the discussion and while the Board or Committee votes on the action. In either case the Board may ask the director to respond to questions and provide comments as deemed helpful in resolving the issue.

In situations where a director believes s/he may have a potential or actual conflict of interest but confidentiality or obligations owed to another entity or person make the director unable to disclose relevant information about the conflict or facts creating the conflict, the director must advise the Board or Committee of the existence of the potential or actual conflict. Under these circumstances, because the Board or Committee will be

unable to make an informed decision regarding the nature and extent of the actual or potential conflict, the director with the conflict must leave the room during the discussion and cannot vote on the action that gave rise to the actual or potential conflict of interest.

B. Duty of Care. Directors owe ANTHC a duty to act as a reasonable person in similar circumstances would act. A mistake in exercise of business judgment is not a breach of the duty of care, so long as the director is not acting in bad faith, and is not breaching his or her duty of loyalty to ANTHC.

C. Duty to be Informed. ANTHC directors have a duty to be familiar with and understand ANTHC's Articles of Incorporation, Bylaws and programs, policies and general affairs. Directors should be familiar with the agenda for meetings of the Board of Directors, should review Board of Directors' packets, and should be prepared for informed discussion and voting on agenda items.

D. Duty of Effective Representation. As representatives of their appointing authorities, directors have a duty to attend ANTHC Board of Directors meetings for the full session of the meetings unless extraordinary circumstances prevent attendance. A director should be able to participate throughout meetings of the Board of Directors, and should comply with rules and regulations established by the Board of Directors. While directors are expected to present for the Board's consideration the views and concerns of their appointing organization, each director must act in good faith to protect the interests of ANTHC and all of the people it serves, even if that requires a director to advocate or

vote for a different resolution than the one preferred by the entity that appointed, selected or elected that director.

E. Duty of Communication and Confidentiality. Each ANTHC director should inform the appointing authority he or she represents, or the entities identified in Article III, Section A, Paragraph 2, as the case may be, of the actions taken and issues considered by the Board of Directors. Each director should be familiar with issues of importance to the appointing authority he or she represents or the entities identified in Article III, Section A, Paragraph 2, as the case may be, and should inform the Board of Directors of such issues and concerns. However directors shall also have the duty to maintain the secrets and confidences in accordance with the confidentiality policy adopted by the Board of Directors.

F. Duty to act as a Deliberative Body. The ANTHC Board of Directors owes a duty to ANTHC to meaningfully consider all issues on the agenda, including conducting investigations and requesting reports from persons not serving on the Board of Directors. An individual director shall not act on behalf of the Board of Directors without proper authorization.

G. Duty of Corporation Oversight. Neither the ANTHC Board of Directors nor any individual director shall participate in the day-to-day management of the corporation. The Board of Directors formulates corporate policy and oversees the operation of ANTHC.

H. Supervision of CEO. The ANTHC Board of Directors selects and supervises the CEO. The ANTHC Board of Directors shall adopt personnel policies to govern the Corporation, but shall not otherwise involve itself in personnel actions involving employees other than the CEO except as set forth in such personnel policies.

I. Duty of Respect. Directors are selected by various entities located across Alaska and may, at times, have different views on the best approach to take to reach the common goal of providing high quality health care to Alaska Natives and American Indians.

Directors and alternates shall at all times be respectful of differing opinions expressed by any person. Directors and alternates shall not use threats, intimidation, coercion, or abusive or vulgar language in their interactions with other persons regarding ANTHC affairs. Directors and alternates shall be polite and respectful in their interactions with other directors, alternates, management and staff and shall not promote unnecessary conflicts or disputes, be discourteous, rude, insensitive, or engage in other conduct which is disruptive of an ANTHC board or committee meeting or event. Each Director shall advise persons attending an ANTHC meeting or event who are affiliated with the entity that appointed that Director of the application of these rules of conduct to all persons present at such meetings or events.

ARTICLE XV

INSURANCE

The Corporation shall have power, to the extent permitted by the Alaska Nonprofit Corporation Act and any amendments thereto, to purchase and maintain insurance on

behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of the Articles of Incorporation of ANTHC, including all amendments thereto.

ARTICLE XVI

FISCAL YEAR

The fiscal year of the ANTHC shall begin on the 1st day of October and end on the 30th day of September of each year, unless the Board of Directors, by resolution, establishes a different fiscal year.

Certificate

Emily Hughes, being the Secretary of Alaska Native Tribal Health Consortium, hereby certifies that the foregoing Amended and Restated Bylaws correctly set forth the Bylaws of the corporation including all amendments adopted by the Board of Directors through June 15, 2006.

Date: 11-29-07

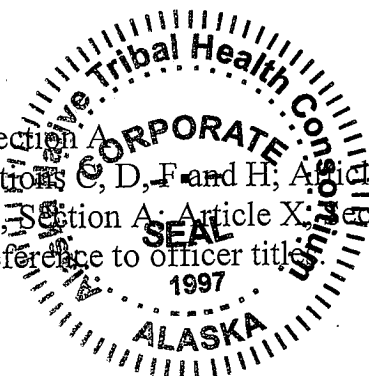


Emily Hughes, Secretary

AMENDMENTS (since inception)

December 2, 1999; effective immediately: Article VIII, Section A
December 1, 2000; effective immediately: Article III, Sections C, D, F and H; Article VI, Sections A, B and D; Article VII, all sections; Article VIII, Section A; Article X, Section A; Article XIV, Section H.; various sections to conform reference to officer title.

Amended and Restated Bylaws of
Alaska Native Tribal Health Consortium -- 22
(Revisions through 6/15/06)



February 6, 2002; effective immediately, Article IX, Section A.

April 2, 2004; effective immediately: Article XIV, adding new Section I.

April 5, 2005; effective immediately: Article III, Section D.

June 15, 2006; effective immediately: Article IX, Sections A and D.