

Association of Alaska Community Health Aide Program Directors  
(AACHAPD) Bylaws, adopted February 14, 2011

**Article I: Name and Authority**

Section I. Name

Association of Alaska Community Health Aide Program Directors herein referred to as the AACHAPD.

Section II. Authority

The basic authority for the existence of the CHA Program and Federal responsibilities related to it are contained in: The Indian Health Care Improvement Act as amended by P.L. 102-573, 25 U.S.C. sec. 16161. The AACHAPD is formed as a standing committee of the Alaska Tribal Health Directors.

Section III. Organizational Year

The organizational year shall be January 1 to December 31.

**Article II: Purpose and Mission**

Section I. Purpose

1. Provide statewide continuity and coordination of the Community Health Aide Programs in Alaska
2. Advisory subject matter expert to the Community Health Aide Program Certification Board (CHAPCB), Alaska Tribal Health Directors and other interested groups on matters pertaining to Community Health Aides/Practitioners.
3. Serve as the official forum for all Community Health Aide activities or issues.
4. Advocate within tribal health, the state of Alaska and nationally on behalf of the program.
5. Set statewide program goals and project priorities for AACHAPD, subcommittees and ad hoc work groups.

Section II. Mission

Provide for high quality health care in rural Alaskan communities through the training and support of Community Health Aides.

**Article III: Membership and Voting**

Section I. Membership

One representative from each Tribal Health Organization, village or tribal group (P.L. 93-638 contractor or compactor) which employs and supervises CHA/Ps.

AACHAPD may request a letter of nomination from sponsoring organization as to who shall represent their interests.

Members agree to abide by current Federal Community Health Aide Program Certification Board Standards and Procedures in the employment, training and certification of CHA/Ps.

Honorary membership may be granted to agencies or individuals who, in the view of AACHAPD have a need to be represented. Honorary members shall not be eligible to vote or hold office.

## Section II. Voting

Each CHAP Director who is a member in good standing of AACHAPD or their designee is entitled to vote on all matters coming before the committee. Good standing shall be defined as regular, active participation in matters pertaining to the program and attendance at AACHAPD meetings.

## Section III. Conflict of Interest

Members who have a conflict of interest may request that they be allowed to abstain from voting on a particular issue. Where the conflict of interest is unclear, the AACHAPD Chairperson shall determine whether a conflict exists.

## **Article IV: Executive Committee, Duties and Terms of Office**

### Section I. Executive Committee

- Chairperson
- Chair-Elect
- Secretary-Treasurer
- Past Chair/Advisor

### Section II. Duties

The Chairperson shall chair meetings and be a member of all committees, both standing and ad hoc. S/he will appoint ad hoc committees and designate a chairperson. S/he will represent AACHAPD and give an account of their activities as requested by membership, to the Tribal Health Directors, the Certification Board and other interested groups or agencies.

The Chair-Elect shall fulfill the duties of Chairperson in their absence and perform duties as assigned by Chairperson. S/he shall succeed to the office of the Chairperson at the expiration of the Chairperson's term or earlier should the office become vacant.

The Secretary/Treasurer shall ensure minutes of meetings are recorded and draft is distributed to members within three weeks of meeting, execute general correspondence and perform duties as assigned by the Chairperson.

Past Chair/Advisor shall fulfill duties of Chair and Chair-Elect if both are absent and serve as advisor to Executive Committee.

### Section III. Terms of Office

The term of all offices shall be two calendar years.

### Section IV. Eligibility and Qualifications of Executive Committee

Members can reasonably commit to the term of the office and meeting attendance.

If relevant, member will attend orientation to the CHA program through ANTHC prior to their first meeting as a part of the executive committee.

### Section V. Elections and Vacancies

Chair-Elect shall succeed to Chairperson, Chairperson shall succeed to Past Chair/Advisor. If both the Chairperson and the Chair-Elect are vacant, the Secretary/Treasurer shall succeed the Chairperson.

Elections for positions not filled by succession shall be held annually at the “face to face” meeting which most closely precedes January of each year. Newly elected members to the Executive Committee shall assume offices on January 1, following the election.

Vacancies in the Executive Committee will be filled by consensus of remaining Executive Committee until elections can be held at the next meeting with a quorum in attendance.

### Section VI. Compensation

AACHAPD members including honorary members shall not receive salary, wages, bonuses or other compensation for their services. They may, with prior approval of the membership, receive reimbursement for expenses incurred (other than salary) as a result of their duties as a member of AACHAPD.

## **Article V: Meetings**

### Section I. Meetings

The AACHAPD shall meet at least quarterly in person and may hold additional meetings, either in person or through video teleconference/telephone, as needed.

When in the opinion of the Chairperson there is insufficient business to warrant an in person meeting, it can be cancelled. Meetings cannot be cancelled consecutively. Meetings shall comply with federal guidelines regarding public or open meetings.

## Section II. Quorum

Nine members shall constitute a quorum. At the direction of the Chairperson, members may be contacted to ensure that quorum is expected at a meeting.

## Section III. Special Meetings

Special meetings can be called by the Chairperson or nine members. Documents requesting a special meeting and stating the agenda, with the signature of the voting AACHAPD members requesting the meeting, shall be sent to the Secretary/Treasurer who shall then cause a meeting to be scheduled within 14 days and send meeting notices to the general membership within seven days.

## Section IV. Notice

Notice to membership that a meeting is scheduled and setting forth the draft agenda shall be sent at least two weeks prior to a regular meeting and five working days prior to a special meeting.

## Section V. Executive Sessions

All meetings shall convene and adjourn in open session. The AACHAPD may discuss any matter in closed or executive session (AACHAPD members and invited guests only) by a simple majority vote. That an executive session will be, or was, held shall be recorded in the minutes. Matters discussed in executive session are not to be discussed outside of that session nor recorded in the minutes. No action or vote shall be taken in executive session and/or voting on a particular motion can only be done in open session.

# **Article VI: Sub-Committees of AACHAPD**

## Section I. Standing Sub-Committees

AACHAPD has two standing sub-committees:

- Academic Review Committee (ARC)
- Review and Approval Committee (RAC)

These committees shall have only such powers as conferred by AACHAPD and operate as an advisor to AACHAPD and to the CHAPCB. Committees are responsible to draft operating procedures [bylaws] (and revisions) for AACHAPD approval. Operating procedures [bylaws] to include purpose, duties and composition in accordance with AACHAPD bylaws. To the extent possible, committee membership shall reflect statewide tribal representation.

Advisors and other key stakeholders to AACHAPD and sub-committees are welcome as non-voting members.

## Section II. Ad Hoc Committees

Ad hoc committees may be created by the AACHAPD Chairperson. All committees shall cease to exist one year after creation unless a shorter period is stated or the committee's existence is extended by a majority vote.

## Section III. Committee Duties

ARC will review and advise on training curriculum and continuing education requirements for CHA/Ps. This committee shall oversee and periodically review the CHAM and all other reference materials generic to the program. The membership shall be one representative from each Tribal Health Organization, village or tribal group (P.L. 93-638 contractor or compactor) that employs and supervises CHA/Ps. Organizations with training centers may also be represented by their training center director or curriculum coordinator. Committee officers and terms shall be determined by committee operating guidelines.

RAC shall review and advise on CHA training centers and their requirements for certification [accreditation]. The membership shall consist of:

- Training center director or curriculum coordinator for each training center.
- 6 members appointed by AACHAPD.

Committee officers and terms shall be determined by committee bylaws.

## **Article VII: Rules of Order**

In the absence of any provisions to the contrary, all meetings of the AACHAPD shall be governed by "Roberts Rules of Order" as described in its current issue.

## **Article VIII: Amendments**

The AACHAPD Bylaws may be amended or repealed by the AACHAPD with written notice of intent to amend or repeal and the specific amendment and/or deletion given to the membership at least thirty (30) days prior to the action.

To amend or repeal the Bylaws, a vote of simple majority of the voting membership is required.

## **Article IX: Indemnification and Liability**

### Section I. Indemnification

Except to the extent prohibited by then applicable law, the AACHAPD shall reimburse, indemnify and hold harmless each present and future director and officer from and against all loss, cost, liability and expense which may be imposed upon or reasonably incurred by such

person. This includes cost of defense and all reasonable settlement payments in connection with any claim, action, suit or proceeding or threat thereof made or instituted against such person in his or her capacity as a present or former director or officer by reason of any action alleged to have been taken or omitted by the person in such capacity. If a disinterested majority of the directors (or a majority of the directors is not disinterested, then independent legal council) determines that such person was acting in good faith:

- A. Within what the person reasonably believed to be the scope of this authority or employment; and
- B. For a purpose which that person reasonably believed to be in the best interest of AACHAPD.


The right of indemnification provided in these sections shall insure each director and in the event of the death of the person, shall extend to the person's legal representative.

## Section II. Liability

Members of the AACHAPD shall not be personally liable for the debts, liabilities or obligations of AACHAPD.

### **Certification**

I hereby certify that the foregoing Bylaws, as amended, were approved and adopted at a duly called and convened meeting of the AACHAPD held on the 14th day of February 2011 in Anchorage, Alaska.

Attest:  \_\_\_\_\_ February 14, 2011  
Chairperson Date

Original signature on file