



PACIFIC ISLAND HEALTH OFFICERS ASSOCIATION

By-Laws, as amended August 2014

Respectively Submitted
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TABLE OF CONTENTS

Title	Page
Article I. Name	4
Article II. Members	4
Article III. Offices	4
Section 1. Principle Office	4
Section 1. Other Office(s)	4
Article IV. Mission Statement and Objectives	4
Section 1. Mission Statement	4
Section 2. Association Objectives	5
Article V. Membership	5
Section 1. Determination and Rights of Members	5
Section 2. Qualifications of Members	6
Section 3. Member Fees, Dues and Assessment	7
Section 4. Notification and Delinquency in Payment of Fees, Dues and Assessment	7
Section 5. Non-Liability Membership	7
Section 6. Termination of Membership	7
Article VI. Meeting of Members	8
Section 1. Categories and Place of Meeting	8
Section 2. Frequency of Meetings	8
Section 3. Calling of Meetings/Notice of Meetings	9
Section 4. Quorum	10
Section 5. Adjourned Meeting	10
Section 6. Voting	10
Article VII. Officers	11
Section 1. Officers	11
Section 2. Term of Office	11
Section 3. Vacancies	11
Section 4. Officer Responsibilities	11
Section 5. Non-Liability of Officers	13
Article VIII. Election of Officers	13
Section 1. Nominations and Solicitations for Votes	13
Section 2. Vote Required to Elect	14
Article IX. Executive Office	14
Section 1. Establishment	14
Section 2. Staffing	14
Section 3. Responsibilities of the Executive Director	14
Section 4. Responsibilities of the Board	15
Section 5. Reports to the Board	15
Article X. Directors	15
Section 1. Powers	15
Section 2. Numbers and Qualification of Directors	16
Section 3. Non-Liability of Directors	16

Section 4. Place of Meeting and Meetings by Telephone	16
Section 5. Manner of Calling Meetings	16
Section 6. Quorum	17
Section 7. Adjournment	17
Article XI. Committees	17
Section 1. Committees of Directors	17
Section 2. Meetings and Actions of Committees	18
Section 3. Other Committees/Standing Committees	18
Article XII. Records and Reports	18
Section 1. Maintenance of Association Records	19
Section 2. Members' Inspection Rights	19
Section 3. Inspection by Directors	19
Section 4. Annual Report to Members	19
Article XIII. Indemnification and Insurance	20
Section 1. Indemnification	20
Section 2. Liability Insurance	20
Article XIV. Construction, Definition, and Procedure Rules	20
Section 1. Amendment by Members	20
Certificate of Secretary	22
Exhibit 1. Executive and Associate Member Fees	23
Exhibit 2. List of Association Affiliate, Honorary and Partner/ Members	24

PACIFIC ISLAND HEALTH OFFICERS ASSOCIATION

By-Laws, as amended 2014

Article I. Name

The name of this corporation shall be the Pacific Island Health Officers Association (PIHOA), hereinafter referred to as the Association.

Article II. Members

The membership of this Association shall include the principal health officials from the following jurisdictions: Commonwealth of the Northern Mariana Islands; Territory of Guam; Territory of American Samoa; Federated States of Micronesia; Republic of Palau; and Republic of the Marshall Islands. The members shall be known herein as the Board of the Directors of the Association.

Article III. Offices

Section 1. Principal Office

The principal office for the transaction of the business of this Association is located in the State of Hawaii. The Directors may change the principal office from one location to another at any time provided there is 2/3 majority vote that the office should be relocated.

Section 2. Other Offices

The Board of Directors may, at any time, establish branch offices at any place, or places, within the jurisdictions where the Association is qualified to do business, and provided that funding and adequate staffing and administrative support is available, and approval of the hosting jurisdiction principal health official has been received.

Article IV. Mission Statement and Objectives

Section 1. Mission Statement

To improve the health and well-being of the Pacific communities it serves by providing, through consensus, a unified credible voice on health issues of regional significance.

Section 2. Association Objectives

The objectives of the Association are, on a nonprofit basis, to:

- (A) Promote improved health practices within the Pacific Region, including public health, medical care, environmental health, mental health, and substance abuse prevention and treatment. This will be done through increasing the knowledge about the cause, prevention and cure of diseases, as well as other events detrimental to the health of the people in the Pacific Region.
- (B) Provide a forum for the exchange of information and knowledge by and among the local health officials in the Region on appropriate health matters of importance and concern to the people of the Pacific Region.
- (C) Be a vital link/network between and among visiting medical and health professionals in the region to maximize the effective and efficient utilization of their services.
- (D) Promote environmental, epidemiological, clinical, and health policy/administration research that is beneficial to the welfare of the people and communities of the Pacific Region.
- (E) Increase the knowledge and practice of public health in the Region by promoting high professional and medical education standards.
- (F) Foster and support other organizations that have similar public health purposes and objectives.
- (G) Provide research on funding mechanisms so PIHOA can maximize the quality and quantity of health services available to the Pacific.
- (H) Foster regional efforts in providing an appropriate means for improving the accessibility, quality, and cost-effective delivery of health care to the people and communities of the Pacific Region through: (1) acquisition, coordination, and training of needed medical and allied health professionals, (2) coordination and collaboration of Pacific health services and educational opportunities, (3) acquisition of needed supplies and equipment, and (4) medical referral.

Article V. Membership

Section 1. Determination and Rights of Members

- (A) The association shall have five (5) classes of members: executive, associate, affiliate, advisory, and honorary. No member shall hold more than one (1) membership in the Association.

(B) Except as expressly provided in, or authorized by the by-laws of this Association, all executive members shall have the same rights, privileges, restrictions and conditions. Associate and affiliate members shall have the same rights, privileges, restrictions and conditions as executive members, except as prescribed by the by-laws contained herein. Honorary members shall have the same restrictions and conditions as executive, associate, and affiliate members as determined by the association. Whenever the word “member(s)” appears hereafter in these by-laws, it shall be understood to mean only executive (voting) member(s). It has no application to associate, affiliate, advisory, or honorary member(s).

Section 2. Qualifications of Members

- (A) **Executive Members:** The principal health official of each of the jurisdictions listed in Article II shall be an executive member. These include: the Director of Health of the American Samoa Department of Health; the Chief Executive Officer of the Commonwealth of the Northern Mariana Islands Commonwealth Healthcare Corporation; the Director of the Guam Department of Public Health and Social Services; the Minister of Health of the Republic of the Marshall Islands Ministry of Health; the Minister of Health of the Republic of Palau Ministry of Health; and the Secretary of Health of the Federated States of Micronesia National Department of Health and Social Affairs. The total number of executive members shall be no more than six (6) members.
- (B) **Associate Members:** The principal health officials (directors) from the four states of the Federated of Micronesia (Yap, Chuuk, Kosrae, and Pohnpei), the Secretary of Health of the Republic of the Marshall Islands, the Chief Executive Officer of the LBJ Tropical Medical Center in American Samoa, the Chief Executive Officer of the Guam Memorial Hospital in Guam, the Director of the Bureau of Hospital and Clinical Services from the Palau Ministry of Health, the Director of Public Health from the Palau Ministry of Health, the Commonwealth of the Northern Mariana Islands Healthcare Corporation’s Director of Public Health, the Commonwealth of the Northern Mariana Islands Healthcare Corporation Hospital Administrator, and other positions as expressly voted on for admission by the executive members, shall be associate members. Associate membership shall be reviewed on an annual basis. The current associate members are listed in Exhibit 2 contained herein.
- (C) **Affiliate Members:** Non-profit organizations and professional associations operating in the Pacific region who provide health services and programs with similar objectives to those of the Association, may apply for affiliate membership. Non-profit organizations, or professional associations wishing to apply for affiliate membership shall provide a written request addressed to the President of the Board of Directors of the Association, with information provided on the background, history, primary mission, goals, objectives and terms of reference of the organization, and how these align to and support the primary mission and objectives of the Association. Affiliate members shall be admitted based on a majority vote by executive members. Affiliate members shall provide advisory, technical and other support as deemed necessary by the executive members to move forward the Associations’ objectives as stipulated under Article IV Section 2 contained herein.

Affiliate membership shall be reviewed on an annual basis. The current associate members are listed in Exhibit 2 contained herein.

(D) **Honorary Members:** People who are presently active, or have a history of valuable involvement and participation in addressing health issues in the region may be invited by majority vote by the Board of Directors, to apply for honorary membership. Honorary members shall provide the Association with a compendium of their health work in the region for membership sharing and archival purposes. Honorary membership shall be reviewed on an annual basis.

(E) **Donor/Partner Agency Members:** Appointed representatives with special technical expertise in Pacific health programs, services, and administration, from international, federal, state, local, and private organizations/agencies that provide direct financial support for PIHOA supported programs, shall be donor/partner agency members. Membership in this category shall be limited to the terms and duration of the funding cycle provided to the Association.

Section 3. Member Fees, Dues and Assessment

Executive and associate members representing their jurisdiction, or recognized non-profit entity within the region shall pay fees, dues and assessments within the time and on the conditions set by the Board of Directors. Such dues, fees, and assessments shall be changed only by majority PIHOA executive member vote. The amount of fees, dues and assessments charged shall be re-assessed every two fiscal years. A schedule of executive and association fees is noted in Exhibit 1 contained herein.

Section 4. Notification and Delinquency in Payment of Fees, Dues and Assessment

Executive and associate members shall pay dues and fees within sixty (60) days of receipt of membership fee invoice from the Association Secretariat. Failure to pay fees for the current fiscal year, including accumulation of arrears from prior fiscal years, will result in an automatic review of continued membership within the Association by the executive members.

Members must provide written notification of membership resignation to the Board President, otherwise fees shall continue to be assessed as indicated in Exhibit 1 contained herein. If, at any time, members resign and wish to once more be members of the Association, any accumulated arrears from past membership must be paid in full before re-instatement of membership will be considered by the executive members.

Section 5. Non-Liability Membership

A member of this Association is not personally liable for the debts, liabilities, or obligations of this Association.

Section 6. Termination of Membership

A member of this Association may terminate membership upon written notice to the President of the Association at any time, having given ninety (90) days of notice of intent to resign.

Article VI. Meeting of Members

Section 1. Categories and Place of Meeting

Meetings of the Association shall be categorized into three (3) categories: 1) Board of Directors General Assembly (face-to-face) meetings; 2) special meetings; and 3) executive sessions.

Board of Directors General Assembly (face-to-face) meetings of the Association, hereinafter referred to as General Assembly meetings, shall be held at the Association principal office (or facilities) within the region, and selected by a quorum of the executive membership. One General Assembly meeting per calendar year shall be held in Honolulu hosted by the principal office of the Association, while the second meeting shall be rotated amongst the six (6) jurisdictions and hosted by the jurisdiction's principle health official and entity. The President of the Association shall ensure an equitable share of hosting responsibilities amongst member jurisdictions.

Special meetings may be held in any of the member jurisdictions, or conducted remotely via teleconference or other social/conferencing media tool, and shall be convened as needed to discuss special topics of interest. Special meetings may include all Association members.

Executive sessions shall be convened as needed exclusively for executive and associate members, but may include selected affiliate and advisory members upon invitation only. Executive sessions may be convened at General Assembly meetings, or conducted remotely via teleconference.

Section 2. Frequency of Meetings

For General Assembly meetings, the members of this Association shall meet biannually, or two (2) times per fiscal year.

One (1) of these meetings shall be convened principally to conduct regular executive business of the Board of the Directors. However, both bi-annual meetings shall be divided into two sessions. These sessions are: (1) Closed Sessions: This time is for transaction of regular executive business including elections and decision-making. Each executive member has one (1) vote for determining Board consensus. (2) Open Sessions: This period is for open communication of: (a) PIHOA board member jurisdiction health status reports, (b) presentations supporting the Association's meeting theme/objectives, (c) presentations by associate, affiliate, advisory and/or honorary members, and other invited guests relating to the meeting theme/objectives, and (d) final closing remarks/presentations.

For special and executive meetings, the members of this Association may meet as required with no limit as to how many meeting can be convened in any given year, and shall be primarily be

conducted via teleconference and/or other social/conferencing media.

At any time, the elected officers of the executive membership may convene a special or executive meeting, or raise as a point of discussion in a General Assembly meeting, to review the frequency of general assembly and other Association meetings.

Section 3. Calling of Meetings/Notice of Meetings

- (A) Persons Authorized to Call a Meeting: Only the President, Association Executive Director designated by the President, or three or more board members in consensus, are authorized to call a Board Meeting at any time.
- (B) Calling Meeting By Members: If Board members (other than the President or Association Executive Director) call for a special meeting, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted and shall be sent by e-mail to the President, Vice President, or the Secretary of the Association.

The officer receiving the request shall cause the notice to be promptly given to all relevant executive, associate members, affiliate members, and/or honorary members, as appropriate, and further note the meeting date, time and location. This notice shall be given within ten (10) business days of receipt of meeting request.

- (C) General Notice of Contents: All notice of General Assembly meetings shall be sent or otherwise given in accordance not less than twenty-one (21), or more than ninety (90) days before the date of meeting. All notice of other special meetings shall be sent, or otherwise given in accordance, not less than fourteen (14) days before the date of meeting. All notices shall specify the location, meeting method, date and hour of the meeting. In the case of a special meeting, the general nature of the business to be transacted without prior agreement of members (regardless, or whether or not they are at the meeting) shall be specified; in that case no other business may be transacted. In the case of General Assembly meetings, the matters/issues/presentations/actions to be covered in the General Assembly open and closed sessions shall be discussed amongst the Board membership, and approved by the President of the Association.
- (D) Manner of Giving Notice: Notice of any meeting of members shall be given electronically (e-mail) within the time period specified in (C) of Section 3. All executive, associate, affiliate, honorary and advisory members presently on the books of the Association shall be notified in the timely manner as previously stated. Notice shall be deemed to have been given at the time of dated written (electronic) communication.
- (E) Manner of Acknowledging Meeting Notice: All members notified of the Association's General Assembly meetings shall acknowledge the notice with intent to attend the meeting no later than twenty-one (21) days prior to the meeting date. All relevant members notified of the Association's special and executive meetings convened by teleconference, shall acknowledge the notice with intent to attend the meeting no later than two (2) days prior to

the meeting date. The notification of intent to attend any and all meetings shall be given via e-mail to the Association's President, Secretary and Secretariat.

Section 4. Quorum

- (A) Percentage Required: Two-thirds, or sixty-six percent, or four (4) out of the six (6) executive voting members, and/or their respective proxies, shall constitute a quorum for the transaction of business at all meetings of the members.
- (B) Loss of Quorum: The members present at a duly called meeting may conduct business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.
- (C) Failure to Generate Quorum: If, following acknowledgment of General Assembly or special meeting notice, a quorum is not generated, the scheduled meeting shall be canceled and the next regularly scheduled meeting will occur as according to these by-laws contained herein. All members shall be notified of meeting cancellation at least fourteen (14) days prior to the date of the canceled General Assembly meeting, or at least one (1) day prior to the date of the canceled special or executive meeting conducted via teleconference.

Section 5. Adjourned Meeting

All Board meetings shall be adjourned at the conclusion of regular business, or by a vote of the majority of the executive members present.

Section 6. Voting

- (A) Eligibility to Vote: Persons entitled to vote at any meeting of the Association shall be those individuals whose names appear as executive members of the Association, or those designated in writing to be that executive board member's proxy.
- (B) Voting Rights: Each voting member is entitled to only one (1) vote on each matter submitted to vote by the members.
- (C) Manner of Casting Votes: All voting shall be conducted by the raising of hands unless the vote is for election of Officers and/ or Directors, by which case the voting shall be conducted by ballot.
- (D) Right of Members: Every person entitled to vote shall have the right to do so in person, and their decision supported without prejudice or discrimination.
- (E) Restrictions on Voting: Voting of non-designated proxies shall not be permitted, nor of any other individual not officially representing an executive board member.

Article VII. Officers

Section 1. Officers

The Officers of this Association shall be the President, Vice President, Secretary and Treasurer. If, at any time, the executive membership wish to combine the positions of Secretary and Treasurer, they may do so upon majority vote.

Section 2. Term of Office

- (A) The Officers of this Association shall hold office for no more than two (2) consecutive terms unless circumstances set down in these by-laws, or otherwise approved by the Board of Directors, warrant a shorter term of office. Rotation of Officers shall be among the members of the six (6) principal health officials noted under Article II contained herein.

Section 3. Vacancies

- (A) Events Causing Vacancies: A vacancy in an office shall be deemed to exist on the occurrence of the following circumstances:
- a. The death, resignation or removal of any officer. A majority vote of the Association's executive membership is required to remove an Officer.
 - b. Officer's term of office within their respective jurisdiction has come to a natural conclusion which precludes the officer from completing their term of office within the Association.
 - c. The declaration, by resolution of the Board of Directors, of an officer vacancy for the following reasons:
 - i. The Officer is deemed to be of unsound mind by a court;
 - ii. The Officer is convicted of a felony by a court of law; or
 - iii. The Officer is found to be in neglect of Office responsibility by the Board of Directors.
- (B) Resignations and Transfer of Officer Duty:
- a. Any Officer may resign at any time for personal, professional or health reasons.
 - b. The duties of the resigned Officer will transfer to the other officer in the following manner:
 - i. President to Vice-President
 - ii. Vice-President to President
 - iii. Secretary to Treasurer
 - iv. Treasurer to Secretary
 - c. The above assumption of duties will continue until an election can be held to fill the vacancy.

Section 4. Officer Responsibilities

- (A) **President**: The President of the Association shall be the Chief Executive Officer and subject to the control of the Board of Directors, will supervise and control the affairs of

the Association as follows:

- a. Serve as Chair of the Board of Directors;
- b. Enforce the Articles and Bylaws of this Association as set out in the Charter;
- c. Preside and maintain order of all meetings of the Board of Directors and meetings of the members;
- d. Administrator or cause to be administered, all business affairs of the Association. If required by the Board of Directors, the President shall be bonded (see Treasure, item 4 below). The President's signature shall appear on bank signature cards for the purpose of authorizing checks for official Association business. The President, subject to control by the Board of the Directors, may from time to time expressly delegate the authority to sign such instruments to other officers or agents of the corporation. The authority granted may be general or confined to specific instances;
- e. Represent the Association as the Executive Officer in all matters and contacts with other Associations as seen appropriate by the members of the Association; and
- f. Communicate Association business and priorities in consultation with Board members.

(B) Vice-President: The Vice-President of this Association in the event of the President's inability or refusal to act shall assume and perform all duties and responsibilities of the President. In addition, the Vice-President will accomplish the following Association activities:

- a. Assist the President at all Association membership meetings;
- b. Revise, update, and adjust the missions of the Association as seen appropriate by the Board of Directors;
- c. Recruit for honorary membership in the Association;
- d. Clarify and/or solve cultural, geographic, and administrative problems endemic to the Association; and
- e. Perform other duties and responsibilities as outlined in the articles and by-laws contained herein, or as may be proscribed by the Board of Directors.

(C) Secretary: The Secretary shall attend to the following:

- a. Book of Minutes: The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors and members with the time and place of holding, the number of members present, and the proceedings of such meetings;
- b. Membership Records: The secretary shall keep, or cause to be kept, at the principal office, as determined by resolution of the Board of Directors, a record of the Association's members, showing the names of all members, and their addresses; and
- c. Notices, Seal, and Other Duties: The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors as required in the by-laws contained herein. The Secretary shall keep the seal

of the corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be proscribed by the Board of Directors, or the by-laws contained herein.

(D) **Treasurer:** The Treasurer shall attend the following:

- a. Book of Accounts: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and business transactions of the corporation, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any officer or member at all reasonable times;
- b. Fiscal Year: The Treasurer shall recommend the fiscal year of the corporation which shall be a twelve (12) month period as the Board of Directors may designate by resolution;
- c. Deposit and Disbursement of Money and Valuables: The Treasurer shall deposit or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall render to the President and Board of Directors, whenever they request it, an account of all of the transactions made in the name of this Association and of the financial condition of the Association; and shall have other powers and perform such other duties as may be prescribed by the Board of the Directors, or the articles and by-laws of this Association;
- d. Bond: If required by the Board of Directors, the Treasurer shall give the Association a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for the restoration to the corporation of all its books, papers, vouchers, money, or other property of every kind in the possession or the control of the Treasurer upon death, resignation, retirement, or removal from office; and
- e. The Treasurer shall develop an annual budget, in consultation with the Secretariat, to be presented to the Board for their approval.

Section 5. Non-Liability of Officers

The Officers shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Article VIII. Election of Officers

Section 1. Nominations and Solicitation for Votes

(A) The President of the Association shall, on a biennial basis, solicit from the executive

members, nominations to fill the Association's Officer position(s) when they occur. The solicitations shall occur no earlier than sixty (60) days, or later than forty-five (45) days prior to a meeting of the Association to elect the individuals for Officer Positions.

- (B) Any three (3) members may nominate candidates for Association Offices within fourteen (14) days of the announcement of position vacancy.
- (C) Each nominated member shall be allowed ten (10) minutes, at the meeting for election, to present a platform statement.
- (D) At the conclusion of platform statements, the executive membership shall vote by secret ballot to fill each office of the Association. Where otherwise accepted by the membership, voting may occur by the raising of hands, or other method deemed appropriate by the membership.

Section 2. Vote Required to Elect

- (A) Candidates receiving the highest number of votes shall be elected, provided they do not hold any office positions in any other Association affiliated with the Association defined in the by-laws.
- (B) Tie in Membership Voting: In the event there is a tie in membership voting for offices, balloting will be repeated for the tied office(s) until the tie is broken.

Article IX. Executive Office

Section 1. Establishment

There shall be established an Executive Office, also referred to as the Secretariat, to manage the day-to-day operations of the Association and provide the administrative structure for carrying out the projects and programs approved by the Board.

Section 2. Staffing

The Board shall have responsibility for the hiring and supervision of the Secretariat executive director who will serve as the administrative head of the principal office, and approving the hiring of Secretariat staff as may be necessary to help implement the Boards' policies, projects, and special initiatives.

Section 3. Responsibilities of the Executive Director

The Executive Director shall:

- (A) Report directly to the President of the Board and receives programmatic guidance from the Board;
- (B) Supervise Secretariat staff, exercises management control over day-to-day operations, and maintains the organizational and fiscal integrity of the Association;
- (C) Assure the development and implementation of projects and special initiatives, including seeking extramural funding to support this work, writing and managing grants, monitoring technical assistance and other contracts;
- (D) Serves as an advocate for the Association and may be directed by the Board to represent the organization at regional, national, and international meetings of importance to the Association's agenda; and
- (E) Prepares an integrated annual budget for extramural funding and the Association's revolving account for consideration by the Treasurer and transmitted to the President for the Board's approval.

Section 4. Responsibilities of the Board

- (A) The Board shall conduct mid-course and annual performance evaluation reviews of the Executive Director. The President shall sign the evaluation form. Ratings deemed "not satisfactory" and "excellent" will require written justification.
- (B) The President shall approve all salary and merit increases, subject to the Board's concurrence.
- (C) The Executive Director shall submit annual work and travel plans to the Board for its concurrence prior to the beginning of each fiscal year.

Section 5. Reports to the Board

The Executive Director shall prepare an annual report on progress in achieving the Associations' mandated programs and projects not less than one hundred twenty (120) days after the close of the Association's fiscal year.

Article X. Directors

Section 1. Powers

- (A) General Corporate Powers: Subject to the provisions of the state in which this Association is registered as a nonprofit entity, and any limitations in the Articles of Incorporation and these by-laws relating to action required to be

approved by the members, the business and affairs of the Association shall be managed, and all association powers shall be exercised, by or under the direction of the Board of Directors.

- (B) Specific Powers: Not in contradiction to general powers and subject to the same limitations, the Directors shall have the power to:
- a) Remove Officers, agents and employees of the Association; proscribe any powers and duties for them that are consistent with the law and the Articles of Incorporation and by-laws of the Association; and determine compensation for salaried employees;
 - b) Cause the Association to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the jurisdiction specified in Article III;
 - c) Adopt, make, and use a corporate seal, proscribe the forms of membership certificates, and at appropriate times alter the form of the seal and certificate; and
 - d) Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association name, all incurred indebtedness.

Section 2. Number and Qualifications of Directors

The authorized number of Directors shall be six (6). They shall consist of principal health officials of the jurisdictions specified in Article II, four (4) of whom shall be Officers of the Association for two (2)-year terms.

Section 3. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Section 4. Place of Meeting and Meetings by Telephone

General Assembly meetings of the Board of Directors may be held at any place that has been designated from time to time by majority vote of the Board. In the absence of such designation, General Assembly meetings shall be held at the principal office of the corporation. Notwithstanding the above provisions of this Section 4, special and executive meetings of the Board of Directors may be held at any place consented to by two thirds of the Board members, either before or after the meeting. If consents are given, they shall be noted in the minutes of the meeting. Any special or executive meeting may be held by teleconference, or appropriate media tool.

Section 5. Manner of Calling Meetings

Meetings called for and by the Board of Directors shall follow the same procedure as outlined in Article VI Section 3, Calling of Meetings/Notice of Meetings, for the Officers and membership of the Association.

Section 6. Quorum

- (A) A majority of the authorized number of Directors shall constitute a quorum for the transaction of business as stipulated in Article VI Section 4. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business. However, in the absence of quorum, a majority of the Directors present at any meeting of the Board may adjourn to meet again at a stated day and hour, or on call of the President.
- (B) Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors, and subject to the provisions of the Articles of Incorporation and the Association by-laws.

Section 7. Adjournment

- (A) A majority of the Directors present, whether or not constituting a quorum, may adjourn any Board of Directors meeting to another place and time.
- (B) Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Article XI. Committees

Section 1. Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors, designate one (1) or more committees, each consisting of two (2) or more members, to serve at the pleasure of the Board. Any committee, to the extent specifically provided in the resolution of the Board, may have all authority of the Board except that no committee, regardless of Board resolution, may:

- (A) Take any final action on matters, which under the Association also requires members' approval or approval of a majority of all the members.
- (B) Fill vacancies in any Office, on the Board of Directors, or on any committee, which

has the authority of the Board.

- (C) Fix compensation of any Officer, for serving on the Board or any approved committee.
- (D) Amend or repeal the Association by-laws, or adopt new by-laws.
- (E) Amend or repeal any resolution of the Board of Directors that by its express terms is not amendable or can be repealed.
- (F) Appoint any other committees of the Board of Directors, or the members of these committees.
- (G) Expend corporate funds to support a nominee for any of the officer positions.
- (H) Approve any transaction to which the Association is a party, and one or more Officers or Directors have a material financial interest.

Section 2. Meetings and Action of Committees

All meetings and action of committees shall be governed by and held in accordance with the provisions of Article X of the by-laws contained herein.

Section 3. Other Committees/Standing Committees

- (A) Other Committees: The Board of Directors may establish any other committee as deemed necessary, and by majority vote. The Chairperson of each standing committee shall be appointed by the Board of Directors from among its membership. Members of study and standing committees need not be members of the Board of Directors.
- (B) Nominating Committee: Before the first PIHOA semi-annual meeting each year, the President shall appoint a Nominating Committee of at least four (4) members, at least half of whom shall be members of the Board of Directors. This Committee shall submit for election at the annual meeting a list of nominees for the Board of Directors as provided in these Bylaws.
- (C) By-laws Committee: The President shall appoint a standing By-laws Committee of at least four (4) members, at least half of whom shall be members of the Board of Directors. This Committee shall review the by-laws every five (5) years and submit a report of recommendations for changes or amendments to the membership for action at the annual meeting, or other duly called membership meeting.

Article XII. Records and Reports

Section 1. Maintenance of Association Records

The Association shall keep and record:

- 1) Adequate and correct books and records of accounts;
- 2) All checks, drafts, bills of exchange, notes or other obligations, or orders for payment of money, shall be signed in the name of the corporation by the President and/or Treasurer, or by such Officer as the Board of Directors may from time to time designate by resolution;
- 3) Minutes in written form of the proceedings of its members, Board, and committees of the Board shall be inscribed within thirty (30) days of transcription; and
- 4) A record of its members, with names, official titles, addresses and other contact details.

Section 2. Members' Inspection Rights

Any member of the Association may:

- 1) Inspect and copy the records of members' names, addresses and voting rights during usual business hours upon five (5) days prior written notice to the Association and stating the purpose for which the inspection rights are requested; or, obtain from the Secretary of the Association by written notice (and on the tender of the Secretary's usual charges for such a list) a list of names and addresses of members who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by member after the date of demand. This demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled, whichever is later; and
- 2) Inspect the accounting books, records, and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to the interest of such person as a member.

Section 3. Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report to Members

No later than one hundred twenty (120) days after the close of the Association's fiscal year, the Board shall request an annual report to be made available to the members. Such report shall contain the following information in reasonable detail:

- (A) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (B) The principal changes in the assets and liabilities, including trust funds, during the fiscal year.
- (C) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes for the fiscal year.
- (D) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (E) Any information required by Section I of this Article as prescribed by the Board of Directors.

Article XIII. Indemnification and Insurance

Section 1. Indemnification

The Board of Directors may establish a program to indemnify the members or employees of the Association, individually, against all reasonable costs of litigation against them, incurred because of willful misconduct, neglect or negligence. This program of indemnification will be in addition to and not a limitation of any other rights to which a member or employee may be entitled as a matter of law and will inure to the benefit of their legal representatives.

Section 2. Liability Insurance

The Association may purchase, and keep in force, sufficient liability insurance to cover the reasonably anticipated claims that may be made against the Association. The insurance carrier shall expressly consent to a waiver or subrogation rights against all officers, directors, members, and employees except as to any willful misconduct, willful neglect or willful negligence.

Article XIV. Construction, Definitions, and Procedure Rules

Section 1. Amendment By Members

New by-laws may be adopted, or these by-laws may be amended or repealed, by written assessment of the board, and by majority vote. Further, any provision to alter the member voting rights as stipulated under Article VI Section 6 may not be altered, amended, or repealed except by vote of a larger number of members, or five (5) out of the six (6) voting members. No amendment may extend the term of a Director beyond that for which such Director was elected.

Certificate of Secretary

I, the undersigned, certify that I am presently the elected Secretary of the Pacific Island Health Officers Association, a nonprofit Association. The above by-laws consisting of twenty-three (23) pages, including exhibits, are the approved and final by-laws of this Association as adopted at a meeting of the full membership held on October 9, 1986, amended on February 28, 2003, and further amended on **August 20, 2014**.

The Honorable Esther Muna
Board of Directors Secretary and Treasurer
Chief Executive Officer
Commonwealth Healthcare Corporation
Commonwealth of the Northern Mariana Islands

Date

EXHIBIT 1: Executive and Associate Member Fees

As per the Board of Directors General Assembly Meeting held in Pohnpei, FSM in March 2014 and March 2015 in Koror, Palau, the executive members agreed to the following fee schedule:

Fiscal Year 2015:

- Increase executive membership dues from \$10,000 per annum to \$15,000 per annum
- Maintain associate membership dues at \$500 per annum

Fiscal Year 2016:

- Increase executive membership dues from \$15,000 per annum to \$20,000 per annum
- Increase associate membership dues at \$1000 per annum

The Board of Directors shall review Fiscal Year 2017-18 membership dues in Fiscal Year 2018, and hereinafter every two (2) fiscal years. Exhibit 1 of the Association By-Laws shall be updated accordingly.

EXHIBIT 2. List of Association Affiliate, Honorary and Partner/ Members

Updated December 2014

A. Affiliate Members: As of December 2014, confirmed affiliate members are the following:

- American Pacific Nursing Leaders Council (APNLC)
- Pacific Basin Medical Association (PBMA)
- Pacific Basin Dental Association (PBDA)
- Pacific Resources for Education and Learning (PREL)
- Pacific Post-Secondary Education Council (PPSEC)
- Secretariat of the Pacific Community (SPC)
- Association of USAPI Laboratories (AUL)
- Pacific Islands Primary Care Association (PIPCA)
- Pacific Behavioral Health Collaborating Council (PBHCC)
- Cancer Council of the Pacific Islands (CCPI)
- Pacific Chronic Disease Coalition (PCDC)
- Association of USAPI Pharmacists (AUP)
- Northern Pacific Environmental Health Association (NPEHA)

The following organizations are currently being reviewed for continuing affiliate membership:

- Pacific Islands AIDS Action Group (PIJAAG)
- Pacific Partners for Tobacco Free Islands (PPTFI)

B. Honorary Members: TBD

C. Donor/Partner Agency Members: As of December 2014, confirmed donor/partner agency members include:

- World Health Organization for the Western Pacific Region (WPRO)
- Association of State and Territorial Health Officials (ASTHO)
- US Centers for Disease Control (CDC)
- US Health Resources and Services Administration (HRSA)
- Secretariat of the Pacific Community (SPC)
- University of Arizona (UAZ)
- Association of Public Health Laboratories (APHL)
- Hawaii Diagnostic Laboratory Services (DLS)

