

Great Plains American Indian Credentialing Board By-laws



December 2022

**BYLAWS
OF
Great Plains American Indian Credentialing Board
A Standing Committee of the GREAT PLAINS BEHAVIORAL HEALTH DIRECTORS**

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office of the Great Plains American Indian Credentialing Board in the states within the Great Plains Area shall be at PO BOX 1916 Rapid City, SD 57709 until otherwise established by a vote of the majority of the Board of Directors of the Committee (hereinafter the “Board”). The Board of the Committee is granted full power and authority to change said principal office from one location to another.

Section 2. Other Offices. The Great Plains American Indian Credentialing Board may also have offices at such other places within the states of South Dakota, North Dakota, Nebraska & Iowa; as the Board may from time to time appoint or as the business of the Great Plains American Indian Credentialing Board requires.

ARTICLE II

MISSION, PURPOSES AND POWERS

Section 1. Mission and Purposes. The Great Plains American Indian Credentialing Board is a standing committee, authorized by the By-laws of the Great Plains Behavioral Health Directors Association which, establishes, safeguards, and monitors certification standards for certified professionals in the substance abuse and other behavioral health fields. It advocates for quality, comprehensive substance abuse and other behavioral health services within the Great Plains Area, as defined by the Indian Health Service, for tribal members, Native Americans, federally recognized tribes, tribal behavioral health programs, urban Indian health programs, and tribally controlled colleges and universities.

The Great Plains American Indian Credentialing Board shall pursue this mission by:

- Developing standards and credentialing processes.
- Maintaining ethical standards and procedures for consumer protection.
- Lobbying, advocating, and representing to governmental groups.

Section 2. Powers of the Standing Committee.

The Great Plains American Indian Credentialing Board as a Standing Committee of the Great Plains Behavioral Health Directors Association shall have the power and authority to undertake all actions authorized by these By-laws, or as otherwise authorized by action of the Great Plains Behavioral Health Directors Association, except that the Standing Committee shall not have the authority to authorize any

indebtedness or obligation that pledges the assets of the Great Plains Behavioral Health Directors Association, or otherwise creates a liability of the Great Plains Behavioral Health Directors Association unless specifically authorized in these By-laws or by resolution of the Great Plains Behavioral Health Directors Association Board of Directors.

The Great Plains Behavioral Health Directors Association shall act as the Fiscal agent for the Standing Committee for the purposes of applying for grant funds that require a fiscal agent. The Standing Committee shall have the authority to maintain separate banks accounts.

The Standing Committee shall have the power to enter into contracts for the provision of services including testing and credentialing when approved by the Great Plains American Indian Credentialing Board.

The Standing Committee shall have the power to procure insurance in the name of the Standing Committee.

The Standing Committee shall have the power to adopt policies governing its operation, the operation of any sub-committees, or the operation of any programs or services provided by the Standing Committee by action of the Board of the Standing Committee at a duly called meeting.

ARTICLE III

MEMBERSHIP

Section 1. Great Plains American Indian Credentialing Board without Members. The Great Plains American Indian Credentialing Board as a standing committee of the GPBHDA shall have no members. Any action of the Standing Committee shall require an affirmative vote of the majority of those present at a duly called meeting of the Standing Committee at which a quorum is present.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. The Board of the Standing Committee shall have full power to conduct, manage, and direct the business and affairs of the Great Plains American Indian Credentialing Board.

Section 2. Qualification. Each Director of the Great Plains American Indian Credentialing Board shall be a natural person of full age, and a qualified professional that serves tribal and urban Indian Health populations in the Great Plains Area, as defined by the Indian Health Service. Before being seated on the Board or in a reasonable time thereafter; each Director may be required to attend such orientation program as is established by the Board.

Section 3. Number of Directors. The authorized number of Directors shall be not less the seven (7) and not more than fifteen (15).

Section 4. Board Composition. The composition of the Board shall be determined by the existing Board provided (1) that at least fifty-one percent (51%) of the directors hold credentials and are members of federally recognized tribes or Alaskan native villages; and (2) those Directors that hold

credentials granted by the Board are composed in a manner roughly proportionate to the number of individuals certified in each discipline as defined and determined by the Board; and (3) at least three directors are members of the Great Plains Behavioral Health Directors Association, who are all directors of Tribal Health Programs, The Nebraska Indian Health Coalition, or South Dakota Urban Indian Health. The Board shall actively seek diversity and inclusion in its Directors including, but not limited to, geography, recovering persons, women, minorities, and representatives from the broad spectrum of the continuum of care.

Section 5. Selection and Term of Office. Directors shall be elected at a regular meeting of the Board. Directors shall be elected so that the composition of the Board is in compliance with these Bylaws. Each Director shall serve a four (4) year term and until a successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. Directors may be re-elected to a second four (4) year term, officer positions are held for a two-year term. Initial Directors will be elected to staggered terms in a manner specified by the Board. The Board reserves the right to establish a probation period of no less than one-year and no more the two-years for any new Director. A performance review by the Executive Committee of the Board will be conducted at the end of the predefined probationary period to determine further length of term or continuation of probation period.

Section 6. Restriction on Interested Persons as Directors. No more than forty-nine (49) percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Great Plains American Indian Credentialing Board for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, or father-in-law of such person. However, any violation of the provision of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Great Plains American Indian Credentialing Board.

No contract or transaction between the Great Plains American Indian Credentialing Board and one or more of its Directors or Officers, or between the Great Plains American Indian Credentialing Board and any other Credentialing Board, partnership, association or other organization in which one or more of its directors or officers are Directors or Officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board which authorized the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if:

- (1) The material facts as to the relationship or interest and as to the contract or transaction is disclosed or known to the Board and the Board in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a Quorum; or
- (2) The contract or transaction is fair as to the Great Plains American Indian Credentialing Board as of the time it is authorized, approved, or ratified by the Board.

Section 7. Conflict of Interest. No Director shall vote on or participate in any deliberations relating to any matter in which such Director shall be interested in any appreciable degree, either directly or indirectly. Such Directors shall disclose any such direct or indirect interest which disclosure shall be entered within the minute book of the Great Plains American Indian Credentialing Board. The foregoing shall be interpreted to include any Director who has an interest in the sale for furnishing of supplies, materials, or services to the Great Plains American Indian Credentialing Board. A Director must abstain

or recuse themselves from voting on matters that where a dual relationship exists, such a family members or personnel from the current place of employment.

Section 8. Fiduciary Relationship, Diligence.

A Director of the Great Plains American Indian Credentialing Board shall stand in a fiduciary relationship to the Great Plains American Indian Credentialing Board and the Great Plains Behavioral Health Directors Association. Each Director shall perform his or her duties as a Director, including his or her duties as a member of any sub-committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Great Plains American Indian Credentialing Board, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (1) One or more officers or representatives of the Great Plains American Indian Credentialing Board whom the Director reasonably believes to be reliable and competent in the matters presented.
- (2) Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- (3) The Great Plains Behavioral Health Directors Association upon which he or she does not serve duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- (1) Absent breach of fiduciary duty, lack of good faith, or self-dealing, any act of the Board of Directors, a sub-committee thereof, or an individual Director shall be presumed to be in the best interest of the Great Plains American Indian Credentialing Board.
- (2) Notation of Dissent. A director who is present at a meeting of the Board of Directors, or of a sub-committee of the Board, at which action on any corporate matter is taken on which the Director is generally competent to act, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent shall not apply to a Director who voted in favor of the action. Nothing in this Section or in these Bylaws shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a Copy of such minutes, the Director notifies the Secretary in writing, of the asserted omission or inaccuracy.

Section 9. Removal and Resignation of Directors. Any Director may be removed, either for or without cause, by the Board or by action of the Board of the Great Plains Behavioral Health Directors Association, or by the entity which elected, retained, or appointed such Director, whenever in the judgment of such authority the best interests of the Great Plains American Indian Credentialing Board

will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Any director may resign at any time, effective when the President of the Board or the Secretary of the Board receives written notice, unless the notice specifies a later time for the effectiveness of such resignation. Acceptance of such resignation shall not be necessary to make it effective.

Any Director or Officer who is paid employee of the Great Plains American Indian Credentialing Board or any affiliate shall be automatically removed from the Board immediately upon the termination of his or her employment by the Great Plains American Indian Credentialing Board or affiliate without the need for an action by the Board.

Section 10. Vacancies. The Board may declare the office of a Director vacant if they are declared of unsound mind by an order of court, convicted of or plead no contest or guilty to a felony, or found by a final order of judgment of any court to have breached any duty arising under law, or has missed two (2) regular meetings without prior notification or proxy in one calendar year, or, if within 60 days after notice of their selection, the Director does not accept such office either in writing or by attending a meeting of the Board, or has failed to actively participate in and attend Board meetings, activities, assigned sub-committee meetings, and conference calls to a degree deemed unacceptable by the Executive Committee or has lost the credentials granted to Director by the Board, or has engaged in actions unbecoming a Board member.

As an alternative to declaring the office of a Director vacant under the above paragraph, the Board may first ask the director to resign from the Board under Section 9 of this Article.

Vacancies in the Board shall be filled in the same manner as the Director(s) whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining director, at any regular or special meeting. Each Director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified. After the expiration of said term, each Director so selected may be elected to his or her own term on the Board.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation, or removal of any Director.

Any Director may request a leave of absence from his/her duties as a director. Such request must be made in writing and addressed to the President of the Board. Leaves of absence must be approved by the Board and must not exceed six (6) months in length. The President of the Board will inform said Director of the decision by the Board.

Section 11. Place of Meeting. Meetings of the Board shall be held at any place within or without the States of South Dakota, North Dakota, Nebraska, and Iowa that has been designated from time to time by the Board. In absence of such designation, regular meetings shall be held at the principal office of the Great Plains American Indian Credentialing Board.

Section 12. Regular Meetings. At least four (4) quarterly scheduled Board meetings will be held throughout the year on the same day and time each month, if possible, at such meetings, the Board

shall transact such business as may properly be brought before the Board. Notice of regular meetings shall be given to each Director at least twenty (20) days prior to said meeting.

Section 13. Special Meetings. Special meetings of the Board for any purpose or purposes shall be held whenever called by the President, the GPAICB Administrator, or upon the receipt by the Secretary of a written request by a member of the Board if approved by the Executive Committee, or upon the receipt by the Secretary of a written request by a majority of the voting members of the Board. Special meetings shall be convened not less than three (3) days. Notice of each such meeting shall be given to each Director by telephone or in writing before the time at which the meeting is to be held.

Section 14. Quorum, Manner of Acting and Adjournment. Except as otherwise provided in Section 15 of these Bylaws: Three Executive Committee members and one additional board member shall constitute a quorum for the transaction of business, except to adjourn. Every Director shall be entitled to one (1) vote. 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 an act of the Board, unless a greater number is required by law or by these By-laws, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. The Directors shall act only as a board and the individual Directors shall have no power as such.

Section 15. Participation in Meetings by conference Telephone. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear on another.

Section 16. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn and directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 17. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing, including via facsimile or electronic mail to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 18. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Great Plains American Indian Credentialing Board and each of its subsidiary Great Plains American Indian Credentialing Boards. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection included the right to copy and make extracts of documents. Director must notify the President in writing regarding such inspection. Written notification must include the identification of specific books, records and documents to be inspected by Director. President will notify GPAICB Administrator of intent by Director to inspect. President will notify Director, within five (5) days after receipt of written notification to inspect, of date and time such inspection will occur.

Section 19. Executive Committee and Other Sub-Committees. The Board may designate one (1) or more sub-committees, each consisting of at least two (2) or more Directors. The President appoints members of sub-committees, except the Executive Committee. The Chairs of the various sub-committees, except the Executive Committee, must be a Director and are appointed by the President. The Board shall have the power to prescribe the manner in which proceedings of any such sub-committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. All such sub-committees shall act in an advisory capacity only and shall serve at the discretion of the Board at all times. An exception to this is the Ethics Hearing Panel, which makes the final decision for the disposition of ethics cases. Unless the Board or such sub-committee shall otherwise provide, the regular and special meetings and other actions of any such sub-committee shall be governed by the provisions of the Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

The establishment of any sub-committee of the Board and delegation thereto of power and Authority shall not alone relieve any Director of his fiduciary duty to the Great Plains American Indian Credentialing Board.

Prior to the formation of any standing sub-committee, prudence shall be exercised to insure that the proposed sub-committee, as well as its anticipated efforts and objectives, are consistent and compatible with the mission and purpose of the Great Plains Behavioral Health Directors Association, the GPAICB of advocating for the rights and the needs of tribal communities and members served by the GPBHDA and GPAICB. In addition, and in the spirit of fiscal responsibility, the formation of any standing sub-committee should always take into consideration the appropriate and prudent expenditure of available resources.

Section 20. Executive Committee. The Executive Committee shall consist of the Officers of the Great Plains American Indian Credentialing Board and the GPAICB Administrator. The Executive Committee shall have and exercise all of the powers and authority of the Board in the management of the affairs of the Great Plains American Indian Credentialing Board, except that the Executive Committee shall not have any power or authority as to the following:

- (1) The filling of vacancies in the Board;
- (2) The adoption, amendment, or repeal of the Bylaws; or
- (3) The amendment or repeal of any resolution of the Board.

No sub-committee of the Board other than the Executive Committee shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these Committee Bylaws in the Great Plains American Indian Credentialing Board. A quorum of the Executive Committee shall be three (3) members present or voting by telephone, facsimile or electronic mail.

Section 21. Fees and Compensation. Directors and Members of sub-committees shall serve without compensation except that they may be advanced or reimbursed for expenses incurred in the performance of their regular duties as specified in the Bylaws and as may be fixed or determined by the Board.

ARTICLE V

NOTICE – WAIVERS –MEETINGS

Section 1. Notice What Constitutes. Whenever written notice is required to be given to any person under the provisions of these Bylaws or the Policies adopted by the Great Plains American Indian Credentialing Board, it may be given to such person, wither personally or by sending a copy thereof by or by electronic mail, USPS, facsimile, or by telephone. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by applicable law or these Bylaws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 2. Waivers of Notice. Whenever any written notice is required to be given under the provisions of these Bylaws, or the Policies adopted by the Great Plains American Indian Credentialing Board, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

8

Section 3. Modification of Proposal Contained in Notice. Wherever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 4. Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of these Bylaws, or the approved policies adopted by the Great Plains American Indian Credentialing Board, or by the terms of any agreement or other instrument or as a condition precedent to taking any action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

ARTICLE VI

OFFICERS

Section 1. Number, Qualifications, and Designation. The Officers of the Great Plains American Indian Credentialing Board shall be the President, the Vice President, the Secretary, and the Treasurer and are officers of the Board of Directors, although the GPAICB Administrator is a member of the Board *ex officio*. The Great Plains American Indian Credentialing Board may also have, at the discretion of the Board, other Officers as may be appointed in accordance with the provision of these Bylaws. Officers must be Directors of the Great Plains American Indian Credentialing Board. All Officers shall be natural persons of full age. Officers may serve no more than four (4) consecutive years in one (1) office.

Section 2. Election of Officers. The Officers of the Great Plains American Indian Credentialing Board shall be elected by the Board from among the Board's membership. Officer elections shall be

held at the regularly scheduled quarterly Board meeting immediately preceding the expiration of an Officer's term of office.

Section 3. Terms of Office. The Officers shall be elected for terms of two (2) years.

Section 4. Subordinate Officers. The Board may from time to time elect such other Officers and appoint such sub-committees, employees, or other agents as the business of the Great Plains American Indian Credentialing Board may require of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws, or as the Board may from time to time determine. The Board may delegate to any Officer or sub-committee the power to elect subordinate Officers and to retain or appoint employees or other agents, or sub-committees thereof, and to prescribe the authority and duties of such subordinate Officers, sub-committees, employees or other agents.

Section 5. Removal and Resignation of Officers. Any Officer, sub-committee, employee, or other agent of the Great Plains American Indian Credentialing Board may be removed, either for or without cause. By the Board or other authority which elected, retained, or appointed such Officer, sub-committee, or other agent whenever in the judgment of such authority the best interests of the Great Plains American Indian Credentialing Board will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Any officer may resign at any time by giving written notice to the Board, or to the President of the Board or the Secretary of the Great Plains American Indian Credentialing Board. Any resignation shall take effect upon the date of the receipt of such notice or at any later time specified in that notice and the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the right, if any, of the Great Plains American Indian Credentialing Board under any contract to which the Officer is a party when signature on the contract was duly authorized by the Great Plains American Indian Credentialing Board on behalf of the Board.

Section 6. Vacancies. The Board may declare vacant an Officer position if he or she is declared of unsound mind by an order of court, or convicted of a felony, or found by a final order of judgement of any court to have breached any duty arising under law, or has missed two (2) Executive Committee meetings without notice in one calendar year, or, if within 60 days after notice of the Officer's selection, the Officer does not accept such office either in writing or by attending a meeting of the Executive Committee, or has failed to actively participate in and attend Executive Committee meetings, activities, assigned committee meetings, and conference calls to a degree deemed acceptable by the Executive Committee or has lost the credentials granted to the Officer by the Board, or has engaged in actions unbecoming and Executive committee member.

As an alternative to declaring an Officer position vacant under the above paragraph, the Board may first ask the Officer to resign from the Executive Committee under Section 5 of the Article.

Any Officer who is a paid employee or Administrator of the Great Plains American Indian Credentialing Board or any affiliate shall be suspended from the Executive Committee immediately upon the termination of his employment by the Great Plains American Indian Credentialing Board or affiliate.

Vacancies in an Officer position shall be filled in the same manner of the Officer(s) whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filled by a majority of

the remaining Directors, although less than a quorum, or by a sole remaining Director, at any regular or special meeting. Each Officer so selected shall hold office until the expiration of the term of the replaced Officer and until a successor has been selected and qualified. After the expiration of said term, each Officer so selected may be elected to his or her own term on the Executive Committee. Any Officer filing an unexpired term of office of one (1) year or less is eligible to run for an initial term, which would be considered the first term of office.

A vacancy or vacancies in an Officer position shall be deemed to exist in case of the death, resignation, removal, disqualification, or any other cause of any Officer.

Any Officer may request a leave of absence from his/her duties as an Officer. Such request must be made in writing and addressed to the President of the Board. Leaves of absence must be approved by the Board and must not exceed six (6) months in length. The President of the board will inform said Officer of the decision by the Board.

Section 7. General Powers. All Officers of the Great Plains American Indian Credentialing Board, as between themselves and the Great Plains American Indian Credentialing Board, shall respectively have such authority and perform such duties in the management of the property and affairs of the Great Plains American Indian Credentialing Board as may be determined by these By-laws, or by resolutions or orders of the Board, or by resolution of the Great Plains Behavioral Health Directors Association regarding the Standing Committee.

Section 8. President of the Board. The President of the Board, if present, shall preside at all meetings of the Board and Executive Committee and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board or prescribed by the Bylaws. The President shall, in addition, be the primary spokesperson of the Great Plains American Indian Credentialing Board. The President (or any person acting as President) may not vote on matters before the Board or the Executive Committee unless there is a tie. The President has a seat on all sub-committees and the Executive Committee. The President shall, subject to the control of the Board, have general supervision, direction, and control of the business and the Officers of the Great Plains American Indian Credentialing Board. The President shall sign, execute, and acknowledge, in the name of the Great Plains American Indian Credentialing Board, deeds, mortgages, bonds, contracts, or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by the Bylaws, to some other Officer or agent of the Great Plains American Indian Credentialing Board; and, in general, shall perform all duties incident to the office of President.

Section 9. Vice President. The Vice President shall be a member of the Board and in the absence of the President, the Vice President shall perform all of his or her functions. The Vice President shall also have such other powers as the Board may determine.

Section 10. GPAICB Administrator. The GPAICB Administrator shall be a person of knowledge and experience in the administration of the certification process with strengths in administration and marketing. The GPAICB Administrator shall serve as an *ex officio* voting member of the Board and is responsible to the Board for the activities and affairs of the Great Plains American Indian Credentialing Board. The GPAICB Administrator shall be given the necessary authority and responsibility to operate the certification process and is directly accountable to the Board.

The GPAICB Administrator is to assist the Board in formulating long and short-term plans for the management of the certification activities, reports regarding marketing plans for certification activities, and budgets and financial statements. The GPAICB Administrator shall serve as the Board's representative as directed by the Board and/or the Executive Committee.

The GPAICB Administrator shall oversee the operations and programs of the Great Plains American Indian Credentialing Board, implement the policies and programs of the Great Plains American Indian Credentialing Board, ensure the directives and resolutions of the Board are implemented, enter into contracts providing services to other institutions, execute contracts for the purchase of goods and services on behalf of the Great Plains American Indian Credentialing Board, and supervise the management of the Great Plains American Indian Credentialing Board. The GPAICB Administrator shall perform all other such duties as are usually incident to this office or as may be required by the Board.

Section 11. Secretary. The Secretary or designee shall attend all meeting of the Board and record all the votes of the Directors and the minutes of the meeting of the Board and of sub-committees of the Board in a book or books to be kept at the principal office, or such other place as the Board may order. The book or books should record the time and place of the holding of meetings, whether the meetings were regular or special, and, if special, how authorized, the notice given, the names of those present at the Board and sub-committee meetings, and the proceedings. The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board may order, the original or a copy of the Great Plains American Indian Credentialing Board's Bylaws, as amended to date. The Secretary shall see that notices are given and records and reports properly kept and filed by the Great Plains American Indian Credentialing Board as required by law; shall be the custodian of the seal of the Great Plains American Indian Credentialing Board and see that it is affixed to all documents to be executed on behalf of the Great Plains American Indian Credentialing Board under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him or her by the Board or the President.

Section 12. Treasurer. The Treasurer or designee shall have or provide for the custody of the funds or other property of the Great Plains American Indian Credentialing Board and shall keep a separate bank account of the same to his or her credit as Treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Great Plains American Indian Credentialing Board; shall deposit all funds in his or her custody as Treasurer in such banks or other place of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render and account showing his or her transactions as Treasurer, and the financial condition of the Great Plains American Indian Credentialing Board; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board or the President.

Section 13. Employees/Contractors. The Board may contract and establish the compensation of the administration of the GPAICB. All other full-time or part-time employees as are needed to carry out the business of the Great Plains American Indian Credentialing Board shall be employed upon such terms and conditions as are determined by the GPAICB Administrator upon the advice and with the consent of the Board.

Section 14. Compensation. Officers, besides the GPAICB Administrator, shall serve without compensation except that they may be advanced or reimbursed for expenses incurred in the

performance of their regular duties as specified in the Bylaws and as may be fixed or determined by the Board.

ARTICLE VII

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS, INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Limitation of Personal Liability of Directors. A Director of the Great Plains American Indian Credentialing Board shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (1) the Director has breached or failed to perform the duties of his or her office as defined in Section 2 Below: and
- (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

Section 2. Standard of Care and Justifiable Reliance.

- (1) A Director of the Great Plains American Indian Credentialing board shall stand in a fiduciary relationship to the Great Plains American Indian Credentialing Board and the Great Plains Behavioral Health Directors Association, and shall perform his or her duties as a Director, including his or her duties as a member of any sub-committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Great Plains American Indian Credentialing Board, and with such care, including reasonable inquire, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statement and other financial data, in each case prepared or presented by any of the following:
 - (a) One or more Officers or representatives of the Great Plains Indian Credentialing Board whom the Director reasonably believes to be reliable and competent in the matters presented.
 - (b) Counsel, public accountants, or other persons as to matters, which the Director reasonably believes to be within the professional or expert competence of such person.
 - (c) A sub-committee of the Board, upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which sub-committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if her or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- (2) In discharging the duties of their respective positions, the Board, ss of the Board, and individual Directors may, in considering the best interest to the Great

Plains American Indian Credentialing Board, consider the effects of any action upon employees, upon persons with whom the Great Plains American Indian Credentialing Board has business and other relations, and upon communities which the offices or other establishments of or related to the Great Plains American Indian Credentialing Board are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

- (3) Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Great Plains American Indian Credentialing Board.

Section 3. Indemnification in Third Party Proceedings. The Great Plains American Indian Credentialing Board shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Great Plains American Indian Credentialing Board) by reason of the fact that he or she is or was a representative of the Great Plains American Indian Credentialing Board, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Great Plains American Indian Credentialing Board, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Great Plains American Indian Credentialing Board, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 4. Indemnification in Derivative Actions. The Great Plains American Indian Credentialing Board shall indemnify any Director or sub-committee member, or employee (including any program director) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Great Plains American Indian Credentialing Board to procure a judgment in its favor by reason of the fact that he or she is or was a representative or agent of the Great Plains American Indian Credentialing Board, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed was authorized by the Great Plains American Indian Credentialing Board and was not opposed to the best interests of the Board, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Great Plains American Indian Credentialing Board.

Section 5. Mandatory Indemnification. Notwithstanding any contrary provision of these Bylaws, to the extent that a representative of the Great Plains American Indian Credentialing Board has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 3 or Section 4 above, he or she shall be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6. Determination of Entitlement to Indemnification. Unless ordered by a court, indemnification under Section 3 or Section 4 above shall be made by the Great Plains American Indian Credentialing Board only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or
- (2) if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written proposition.

The Great Plains American Indian Credentialing Board shall not be liable beyond the limits of insurance in effect at the time of the commencement of any suit or proceeding.

Section 7. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be but are not required to be paid by the Great Plains American Indian credentialing Board in advance of the final disposition of such action, suit or proceedings as authorized by the Board in a specific case upon receipts of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Great Plains American Indian Credentialing Board as authorized in Sections 3 and 4 above.

Section 8. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Great Plains American Indian Credentialing board and may inure to the benefit of the heirs, executors, and administrators of such person.

Section 9. Insurance. The Great Plains American Indian Credentialing Board shall be covered under the insurance of The Great Plains Behavioral Health Directors Association. The Great Plains American Indian Credentialing Board shall have the power to purchase and maintain insurance on behalf the Board as a Standing Committee of the Great Plains Behavioral Health Directors Association, and such coverage may be authorized to cover the acts of any person who is or was a Director, Officer, employee or agent of the Great Plains American Indian Credentialing Board against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Great Plains American Indian Credentialing Board would otherwise have the power to indemnify such person against such liability.

Section 10. Reliance on Provisions. Each person who shall act as an authorized representative of the Great Plains American Indian Credentialing Board shall be deemed to be doing so in reliance upon the right of indemnification provided by the Article.

Section 11. Arbitration.

General Rule. Any dispute related to the right to indemnification, contribution, or advancement of expenses as provided under the Article (except with respect to indemnification for liabilities arising under the Securities Act of 1933 that the Great Plains American Indian Credentialing Board has undertaken to submit to a court for adjudication) shall be decide only by arbitration in the metropolitan area in which the principal executive offices of the Great Plains American Indian Credentialing Board are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the Great Plains American Indian Credentialing board, the second of whom shall be selected by the indemnified representative, and the third of whom shall be selected by the other two arbitrators. In the absence of

the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, or if one of the parties fails or refuses to select an arbitrator or if the arbitrators selected by the Great Plains American Indian Credentialing Board and the indemnified representative cannot agree on the selection of the third arbitrator within thirty (30) days after such time as the Great Plains American Indian Credentialing Board and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area.

- (1) **Burden of Proof.** The party or parties challenging the right of an indemnified representative to the benefits of the Article shall have the burden of proof.
- (2) **Expenses.** The Great Plains American Indian Credentialing board shall reimburse and indemnified representative for the expenses (including attorneys' fees and disbursements) incurred unsuccessfully prosecuting or defending such arbitration.
- (3) **Effect.** Any award entered by the arbitrators shall be final finding and non-appealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Great Plains American Indian Credentialing Board shall be intitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under this Article. This arbitration provision shall be specifically enforceable.

Section 12. Right of Standing Committee to Defend. The Standing Committee shall have the authority to defend against any suit naming the Standing Committee, any Board member, sub-committee member, employee or agent of the Standing Committee or any sub-committee, and to assert its rights to sovereign immunity from suit as a Standing Committee of the Great Plains Behavioral Health Directors Association. No Director, sub-committee member, employee, agent or representative of the Standing Committee shall have the authority to waive the sovereign immunity of the Standing Committee without a Resolution of the Standing Committee Board approved at a duly called meeting by majority vote.

ARTICLE VIII

GENERAL COMMITTEE MATTERS

Section 1. Corporate Seal. The Great Plains American Indian Credentialing Board may adopt a corporate seal in the form of a circle containing the name of the Great Plains American Indian Credentialing Board and the Board may approve other details of the Seal.

Section 2. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.

Section 3. Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Great Plains American Indian Credentialing Board, and such authority may be general or confined to specific instances, except that all loans or other indebtedness must be approved by majority vote of the Board.

Section 4. Dispositions. All funds of the Great Plains American Indian Credentialing Board shall be deposited from time to time to the credit of the Great Plains American Indian Credentialing Board in such banks, trust companies, or other depositories as the Board and the Great Plains Behavioral Health Directors Association may approve or designate, and all such funds shall be withdrawn only upon checks signed by one (1) Director.

Section 5. Annual Report of the Board. The Board shall direct the President and Treasurer to present at a regular meeting of the Board a report, prepared by an independent certified public accountant, showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the Great Plains American Indian Credentialing Board as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (3) The revenue or receipts of the Great Plains American Indian Credentialing Board, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Great Plains American Indian Credentialing Board.
- (4) The expenses or disbursements of the Great Plains American Indian Credentialing Board, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Great Plains American Indian Credentialing Board.
- (5) In addition to the financial report, a narrative evaluation of the program and marketing goals and objective (met and unmet) that were established during the planning process.

The annual report of the Board shall be filed within the minutes of a regular meeting of the Board.

Section 6. Disposition of Assets. No substantial portion of the assets of the Great Plains American Indian Credentialing Board shall be disposed of, whether by way of contract, sale, or gift, to any one-person, association, or other entity without the affirmative vote majority of the Directors and majority vote of the Great Plains Behavioral Health Directors Association at a duly called meeting.

Section 7. Dissolution, Consolidation, or Merger. The Great Plains American Indian Credentialing Board shall not be dissolved, merged, or consolidated without a majority vote of the Great Plains Behavioral Health Directors Association dissolving the Standing Committee. Upon dissolution of the Great Plains American Indian Credentialing Board, The Board shall, after paying or making provision for payment of all liabilities of the Great Plains American Indian Credentialing Board, transfer all of the assets of the Great Plains American Indian Credentialing Board exclusively to the Great Plains Behavioral Health Directors Association if approved thereby, or if alternatively approved by the Great Plains Behavioral Health Directors Association to such religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as amended (or the corresponding provision of any future United States Internal revenue law).

Section 8. Construction and Definitions. The singular number include the plural, the plural number included the singular, and the term “person” includes both a Great Plains American Indian Credentialing Board and a natural person. These By-laws shall be construed to be consistent with the Articles of

Incorporation and By-laws of the Great Plains Behavioral Health Directors Association whenever possible.

Section 9. Fiscal Year. The fiscal year of the Great Plains American Indian Credentialing Board will end on September 30th of each year.

ARTICLE IX

AMENDMENTS

Section 1. Amendment by Directors. These Bylaws may be adopted, amended, or repealed only by a three-fourths (3/4) majority of the Board and approval by majority vote of member in attendance at a duly called meeting of the Great Plains Behavioral Health Directors Association. A special meeting of the Standing Committee at which a Bylaw change will be considered requires at least ten (10) day notice.

Section 2. Annual Review. These Bylaws shall be reviewed each year and the designated responsible person will date and initial the review. If changes are needed, the proposed changes will be reviewed by the Executive Committee and subsequently submitted to the Board for consideration and approval by majority vote.

CERTIFICATION

I hereby certify that these By-laws of the Great Plains American Indian Credentialing Board as a Standing Committee of the Great Plains Behavioral Health Directors Association were duly adopted by the Great Plains Behavioral Health Directors Association Board by a vote of ____ for, __ opposed, __ not voting, __ absent at a duly called ____ meeting held on _____, 2022.

Secretary

Date

Attest:

President

Date

CERTIFICATION

I hereby certify that these By-laws of the Great Plains American Indian Credentialing Board as a Standing Committee of the Great Plains Behavioral Health Directors Association were duly adopted by the Great Plains American Indian Credentialing Board by a vote of ____ for, __ opposed, __ not voting, __ absent at a duly called ____ meeting held on _____, 2022.

Secretary

Date

Attest:

President

Date