

ALASKA MENTAL HEALTH TRUST AUTHORITY
BYLAWS

ARTICLE I
NAME

The name of this organization is the Alaska Mental Health Trust Authority.

ARTICLE II
PURPOSE OF THE AUTHORITY

The Alaska Mental Health Trust Authority acts in the best interest of the beneficiaries of the trust. It is accountable to:

- (a) Provide for sound governance, fiduciary oversight and direction in achieving the mission of the Trust Authority;
- (b) Ensure an integrated, comprehensive mental health program for the State of Alaska in partnership with the Department of Health and the Department of Family Services; and
- (c) Preserve, protect, and grow the trust corpus and administer trust assets.

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ARTICLE III
BOARD OF TRUSTEE MEMBERSHIP AND TERMS OF OFFICE

Section 1. Trust Authority board of trustees composition:

- (a) The Trust Authority shall be governed by its board of trustees.
- (b) The Trust Authority board of trustees, hereafter referred to as the board, consists of seven members appointed by the governor in accordance with AS 44.25.210 and confirmed by the legislature.

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Section 2. Term of office, vacancies, and removal:

- (a) The members of the board serve staggered five-year terms. A member shall continue to serve until the member's successor is appointed and confirmed by the legislature.
- (b) A vacancy occurring in the membership of the board shall be filled within 60 days by appointment of the governor for the unexpired portion of the vacated term.

- (c) The governor may remove a member of the board only for cause per AS 44.25.220.

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- (d) Except for a trustee who has served two consecutive five-year terms, a member of the

board may be reappointed. A member of the board who has served two consecutive five-year terms is not eligible for reappointment to the board until one year has intervened as per AS [44.25.220\(d\)](#).

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ARTICLE IV BOARD OF TRUSTEE DUTIES

Section 1: The role of the board is to:

- (a) Set the vision for the organization;
- (b) Set policies for the organization, including adoption of regulations as appropriate under AS [44.25.240](#);

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(c) Adopt charters that define the role, authority, operating procedures, duties, and responsibilities of the board and standing committees; and

(d) Approve contractual agreements with advisors as defined in statute and the settlement agreement, specifically Alaska Permanent Fund Corporation (APFC), Department of Natural Resources (DNR), and Statutory Advisory Boards.

(e) Fulfill the duties listed in AS 37.14.007(b)(1)-(12).

Section 2: The board will conduct business in accordance with AS [44.25.250](#).

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ARTICLE V OFFICERS AND DUTIES

Section 1. The board, by a majority vote of its membership, shall annually elect a Chair, Vice Chair, and Secretary from its membership.

Section 2. The officers will be elected by a majority vote at the annual budget approval meeting, and officers' terms of office commence upon adjournment of that meeting. Officers' terms of office end effective at adjournment of the meeting in which new officers are elected.

Section 3. Officers may be re-elected to the office in which they serve by vote of the membership of the board as above. The board's intention is to allow board members the opportunity to serve in officer roles in support of ongoing board development. To that end, no member may serve more than 2 consecutive terms in the same office except as provided for by affirmative vote of 5 board members.

Section 4. If the office of the Chair becomes vacant, the Vice Chair succeeds to the office of the Chair and serves until an election held at the next board meeting. The newly elected Chair will serve until the next annual election.

Section 5. Except for the office of Chair, if an office of the board becomes vacant, an election shall be held to fill the vacancy at the next regular meeting following the vacancy. The officer will serve until the next annual election.

Section 6. The duties of the officers shall be as follows:

(a) Chair

1. Call all meetings. Preside at all meetings.
2. Appoint chairs of committees and appoint members of ad hoc committees.
3. Serve as ex-officio non-voting member of all committees, but may not concurrently serve as board Chair and chair of any standing committee, with the exception of the Executive Committee.
4. Act as primary spokesperson for the board.
5. Act as one of the official spokespersons for the Trust Authority, together with the Chief Executive Officer (CEO), and others as directed by the Board. The Chair of the Board shall have the authority to designate another Trustee to act as the official spokesperson for the Trust Authority in the Chair's discretion.

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(b) Vice Chair

1. Assist the Chair in the discharge of his/her duties.
2. Perform the duties of the Chair in the absence or incapacity of the Chair.
3. Perform other duties as assigned by the board.

(c) Secretary

Assume duties of the Chair when Chair and Vice Chair are unavailable. Perform other duties as assigned by the board.

Assure that the records of board proceedings are maintained in accordance with these bylaws and in accordance with AS 37.14.007(b)(2) and the Records Management Act (AS 40.21).

ARTICLE VI
MEETINGS

Section 1. The board will hold four regular meetings each fiscal year. Committees will meet as

necessary to accomplish their responsibilities.

Section 2. Special or emergency meetings of the board may be held at such time and place as the Chair may order; or upon the written request to the Chair of any four trustees.

Section 3. Reasonable public notice of board and committee meetings shall be provided in accordance with AS 44.62.310. Meetings of the board and its committees are subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.

Section 4. A quorum at all board meetings shall consist of four board members. A quorum at committee meetings is a majority of the committee's members.

Section 5. No member of the board may designate a proxy.

Section 6. The board will schedule at least one period for public comment during each regularly scheduled board meeting.

Section 7. Formal actions by the board are accomplished through adoption of motions.

ARTICLE VII COMMITTEES OF THE BOARD

There will be five standing committees of the board. Standing committee chairs will be appointed by the Chair after polling the board regarding individual trustee's interest and ability to serve. [Standing committee chairs will appoint the members to that standing committee after polling individual trustee's interest and ability to serve.](#) A member may serve as chair of only one standing committee at any time except as a stand-in until the next regularly scheduled board meeting. Standing committees will have a minimum of 3 committee members. The board chair may designate ad hoc committees to accomplish special purposes. Persons other than board members may serve on the board's ad hoc committees; however, such persons may not be voting members of such committees, only appointed board members may vote on committee actions. Committee recommendations will be reported to the board for action at the next regular board meeting.

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members

Section 1. The Executive Committee of the board is composed of three board officers, the Chair, the Vice Chair, and the Secretary. The Executive Committee will:

(a) Ensure development of policies for governing the Trust Authority for approval by the board.

(b) Oversee implementation of governance policies at the direction of and on behalf of the board in accordance with law and the committee charter adopted by the board.

(c) The Executive Committee will meet only as needed.

Section 2. The Resource Management Committee will, in consultation with the CEO and the TLO,

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ED:

(a) Ensure development of policies for protecting, enhancing, and managing the trust's non-cash resources in the best interests of the beneficiaries for approval by the board.

(b) Oversee implementation of plans at the direction of and on behalf of the board in accordance with law and the committee charter adopted by the board.

Section 3. The Program and Planning Committee will, in consultation with the CEO and Chief Operating Officer:

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(a) Ensure development of policies to meet needs and improve the circumstances of beneficiaries; and recommends to the board for approval.

(b) Oversee implementation of plans at the direction of and on behalf of the board in accordance with Trust Authority statutes and regulations and the committee charter adopted by the board.

Section 4. The Finance Committee will, in consultation with the CEO and Chief Financial Officer (CFO):

(a) Ensure development of policies for investment and fiscal management for approval by the board.

(b) Oversee implementation of approved investment and fiscal management policies on behalf of the board in accordance with Trust Authority statutes and regulations and the committee charter adopted by the board.

Section 5. The Audit and Risk Committee will, in consultation with the CEO and CFO:

(a) Ensure development of policies for managing the annual audit process and identifying and addressing organizational risk for approval by the board.

(b) Oversee implementation of approved audit and risk management policies on behalf of the board in accordance with Trust Authority statutes and regulations and the committee charter adopted by the board.

ARTICLE VIII
CHIEF EXECUTIVE OFFICER

Section 1. The board shall select and employ a Chief Executive Officer as provided by law.

Section 2. The Chief Executive Officer is responsible for day-to-day operations of the Trust Authority including planning, organizing, coordinating, and directing all activities necessary to enable the Trust Authority to exercise its powers and duties, and fulfill the purpose of the Trust Authority. The CEO will operate and conduct the business and affairs of the Trust Authority according to the statutes, regulations, bylaws, policies, and charters adopted by the board. The CEO duties and responsibilities shall be set forth in a CEO Job description to be adopted by the board.

Section 3. The Chief Executive Officer shall oversee administration of the contract with the Trust Land Office on behalf of the Trust Authority to ensure compliance with AS 37.14.009(a)(2).

Section 4. The board will evaluate the Chief Executive Officer's performance annually in writing. The board will define the process for conducting annual reviews and include it in the Board's Governance Manual.

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Section 5. The CEO serves at the pleasure of the Board. Termination of employment of the Chief Executive Officer is by majority vote of the board.

ARTICLE IX PARLIAMENTARY AUTHORITY

Unless otherwise provided by law or these bylaws, the board's procedures shall be governed by Robert's Rules of Order Newly Revised. The Chair may appoint an appropriate person to serve as parliamentarian.

ARTICLE X ETHICS

Board members are required to comply with the Alaska Executive Branch Ethics Act (AS 39.52) and AS 44.25.210(c)(2).

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ARTICLE XI AMENDMENT OF BYLAWS

These bylaws may be amended at any meeting of the board. Amendment of these bylaws requires 5 affirmative votes of board members provided that written notice and copies of the proposed amendment have been submitted to the members 30 days prior to the meeting, or by unanimous vote without notice.

ARTICLE XII DEFINITIONS

In these bylaws,

The Alaska Mental Health Trust means the sum of all assets owned by the Alaska Mental Health Trust as established by the Alaska Mental Health Trust Enabling Act, P.L. 84-830, 70 Stat. 709 (1956) and the Mental Health Settlement Agreement (June 10, 1994), including cash and non-cash assets.

The Alaska Mental Health Trust Authority (the Trust Authority) means the entity charged with administering the trust, as trustee, is governed by a seven-member board. (AS 37.14.007, AS [44.25.200](#), AS [44.25.210](#))

The Trust Land Office (TLO) means the unit of the Alaska Department of Natural Resources that is charged with managing the trust's natural resources, land, and other fixed assets. (AS 44.37.050)

Regular Meeting means a board meeting that is scheduled at the annual budget meeting to occur during the succeeding year, provided that a regular meeting that is rescheduled on reasonable notice to the public is still a regular board meeting.

Special Meeting means any board meeting other than a regular meeting, including an emergency meeting.

Emergency Meeting means any board meeting conducted for the purpose of addressing time sensitive matters that may not be capable of resolution within the statutory or delegated authority of the Executive Committee or the CEO. If an emergency meeting is conducted on less than the customary public notice, public notice shall be published as soon as practicable. If the agenda of an emergency meeting is not available in advance, the agenda will be published as soon as practicable after the emergency meeting.

Mary Jane Michael, Chair

Laraine Derr, Secretary

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