

1
2
3 ALASKA MENTAL HEALTH TRUST AUTHORITY
4 BYLAWS

5
6
7 ARTICLE I
8 NAME
9

10 The name of this organization is the Alaska Mental Health Trust Authority.
11

12
13 ARTICLE II
14 PURPOSE OF THE AUTHORITY
15

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

- 18 (a) Provide for sound governance, fiduciary oversight and direction in achieving the
19 mission of the Trust Authority;
20 (b) Ensure an integrated, comprehensive mental health program for the State of Alaska
21 in partnership with Department of Health and Social Services (DHSS); and
22 (c) Preserve, protect, and grow the trust corpus and administer trust assets.
23
24

25 ARTICLE III
26 BOARD OF TRUSTEE MEMBERSHIP AND TERMS OF OFFICE
27

28 Section 1. Trust Authority board of trustees composition:

- 29 (a) The Trust Authority shall be governed by its board of trustees.
30 (b) The Trust Authority board of trustees, hereafter referred to as the board, consists of
31 seven members appointed by the governor in accordance with AS 47.30.016 and
32 confirmed by the legislature.
33

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

- 35 (a) The members of the board serve staggered five-year terms. A member shall continue
36 to serve until the member's successor is appointed and confirmed by the legislature.
37 (b) A vacancy occurring in the membership of the board shall be filled within 60 days by
38 appointment of the governor for the unexpired portion of the vacated term.
39 (c) The governor may remove a member of the board only for cause per AS 47.30.021.
40 (d) Except for a trustee who has served two consecutive five-year terms, a member of
41 the board may be reappointed. A member of the board who has served two
42 consecutive five-year terms is not eligible for reappointment to the board until one
43 year has intervened as per AS 47.30.021(d).
44
45

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 47.30.031;
- (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 47.30.036.

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 committee members.

- 1 3. Serve as ex-officio (voting) member of all committees, but may not
- 2 concurrently serve as board Chair and chair of any standing committee, with
- 3 the exception of the Executive Committee.
- 4 4. Act as primary spokesperson for the board.
- 5 5. Act as one of the official spokespersons for the Trust Authority, together with
- 6 the Chief Executive Officer (CEO), when requested by the Chief
- 7 Communications Officer.

8
9 (b) Vice Chair

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

13
14 (c) Secretary

- 15 1. Assume duties of the Chair when Chair and Vice Chair are unavailable.
- 16 2. Perform other duties as assigned by the board.
- 17 3. Assure that the records of board proceedings are maintained in accordance
- 18 with these bylaws and in accordance with AS 37.14.007(b)(2) and the Records
- 19 Management Act (AS 40.21).

20
21
22 ARTICLE VI

23 MEETINGS

24
25 Section 1. The board will hold four regular meetings each fiscal year. Committees will meet

26 as necessary to accomplish their responsibilities.

27
28 Section 2. Special or emergency meetings of the board may be held at such time and place

29 as the Chair may order; or upon the written request to the Chair of any four

30 trustees.

31
32 Section 3. Reasonable public notice of board and committee meetings shall be provided in

33 accordance with AS 44.62.310. Meetings of the board and its committees are

34 subject to the Open Meetings Act, AS 44.62.310 and 44.62.312.

35
36 Section 4. A quorum at all board meetings shall consist of four board members. A quorum at

37 committee meetings is a majority of the committee's members.

38
39 Section 5. No member of the board may designate a proxy.

40
41 Section 6. The board will schedule at least one period for public comment during each

42 regularly scheduled board meeting.

43
44 Section 7. Formal actions by the board are accomplished through adoption of

45 motions.

ARTICLE VII
COMMITTEES OF THE BOARD

There will be five standing committees of the board. Standing committee chairs and members will be appointed by the Chair after polling the board regarding 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.

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 Executive Director (ED) of the TLO:

- (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 Executive Director (ED) of Mental Health Policy and Programs.:

- (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.

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

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

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

7
8
9 ARTICLE VIII

10 CHIEF EXECUTIVE OFFICER

11
12 Section 1. The board shall select and employ a Chief Executive Officer as provided by law.

13
14 Section 2. The Chief Executive Officer is responsible for day-to-day operations of the Trust
15 Authority including planning, organizing, coordinating, and directing all activities
16 necessary to enable the Trust Authority to exercise its powers and duties, and
17 fulfill the purpose of the Trust Authority. The CEO will operate and conduct the
18 business and affairs of the Trust Authority according to the statutes, regulations,
19 bylaws, policies, and charters adopted by the board. The CEO duties and
20 responsibilities shall be set forth in a CEO Job description to be adopted by the
21 board.

22
23 Section 3. The Chief Executive Officer shall oversee administration of the contract with the
24 Trust Land Office on behalf of the Trust Authority to ensure compliance with
25 AS 37.14.009(a)(2).

26
27
28 Section 4. The board will evaluate the Chief Executive Officer's performance annually in
29 writing. The board will define the process for conducting annual reviews and
30 include it in the Board Operations Manual.

31
32 Section 5. Termination of employment of the Chief Executive Officer is by majority vote of
33 the board.

34
35
36 ARTICLE IX

37 PARLIAMENTARY AUTHORITY

38
39 Unless otherwise provided by law or these bylaws, the board's procedures shall be
40 governed by Robert's Rules of Order Newly Revised. The Chair may appoint an appropriate
41 person to serve as parliamentarian.

42
43
44 ARTICLE X
45 ETHICS

46
47 Board members are required to comply with the Alaska Executive Branch Ethics Act
48 (AS 39.52) and AS 47.30.016(c)(2).

1
2
3 ARTICLE XI
4 AMENDMENT OF BYLAWS
5

6 These bylaws may be amended at any meeting of the board. Amendment of these
7 bylaws requires 5 affirmative votes of board members provided that written notice and
8 copies of the proposed amendment have been submitted to the members 30 days prior to
9 the meeting, or by unanimous vote without notice.
10

11
12 ARTICLE XII
13 DEFINITIONS
14

15 In these bylaws,
16

17 **The Alaska Mental Health Trust** means the sum of all assets owned by the Alaska
18 Mental Health Trust as established by the Alaska Mental Health Trust Enabling Act, P.L. 84-
19 830, 70 Stat. 709 (1956) and the Mental Health Settlement Agreement (June 10, 1994),
20 including cash and non-cash assets.
21

22 **The Alaska Mental Health Trust Authority (the Trust Authority)** means the entity
23 charged with administering the trust, as trustee, is governed by a seven-member board. (AS
24 37.14.007, AS 47.30.011, AS 47.30.016)
25

26 **The Trust Land Office (TLO)** means the unit of the Alaska Department of Natural
27 Resources that is charged with managing the trust's natural resources, land, and other fixed
28 assets. (AS 44.37.050)
29

30 **Regular Meeting** means a board meeting that is scheduled at the annual budget
31 meeting to occur during the succeeding year, provided that a regular meeting that is
32 rescheduled on reasonable notice to the public is still a regular board meeting.
33

34 **Special Meeting** means any board meeting other than a regular meeting, including
35 an emergency meeting.
36

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

Mary Jane Michael, Chair

Laraine Derr, Secretary