

## NAIHC 2022 Proposed Bylaw Changes

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| # | <i>Proposed Change</i>  | Redlined Language  | Reasoning  |
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| 1 | <i>Now therefore be it Resolved</i> , that Article I, be amended in the second paragraph by striking out “900 2nd Street NE, Suite 107, Washington, DC 20002” and inserting “122 C Street NW, Suite 505, Washington, DC 20001”;   | The principal office of the corporation is located at <del>900 2nd Street NE, Suite 107, Washington, DC 20002</del> <u>122 C Street NW, Suite 505, Washington, DC 20001.</u>   | Simple Update  |
| 2 | <i>Resolved</i> , that Article III, Section 2 be amended by striking out “as of the close of business on the day”;  | Members of the Voting Class who are entitled to vote are those members who are in good standing and current on their annual dues <del>as of the close business on the day</del> prior to the annual meeting, ... .   | Removes prior day language for membership dues; allows members to pay on-site  |
| 3 | <i>Resolved</i> , that Article III, Section 2, Clause (b) be amended by adding at the end “Membership within the Individual Class shall be for a fixed term, matching the calendar year for which the membership dues are paid.”; | <u>Individual Class.</u> Natural persons may become a member of the non-voting “Individual Class”. Anyone using a membership with the corporation for economic or professional gain for themselves or on behalf of an organization, company, partnership, or other concern is ineligible for membership into the Individual Class. Any member of the Individual Class shall have no voting rights. <u>Membership within the Individual Class shall be for a fixed term, matching the calendar year for which the membership dues are paid.</u> | Changes Individual Memberships to 1-year fixed terms, allows for easier membership termination<br><br>*Nevada law prohibits members being terminated except by a “procedure that is fair and reasonable and is carried out in good faith.” However, fixed term memberships can simply expire and membership terminated without requiring a board procedure to be followed. |

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| 4 | <p><i>Resolved</i>, that Article III, Section 2, Clause (c) be amended by adding at the end “Membership within the Associate Class shall be for a fixed term, matching the calendar year for which the membership dues are paid.”; and</p>   | <p><u>Associate Class</u>. Entities, including federally recognized tribes not eligible to be a Voting Class member, may become a member of the non-voting “Associate Class”. Any member of the Associate Class shall have no voting rights. <u>Membership within the Associate Class shall be for a fixed term, matching the calendar year for which the membership dues are paid.</u></p>  | <p>Changes Associate Memberships to 1-year fixed terms, allows for easier membership termination</p>                                    |
| 5 | <p><i>Resolved</i>, that Article III, Section 5, shall be amended by inserting at the beginning of the first paragraph “(a) Board Termination of Membership” and by inserting at the end “(b) Automatic Termination of Membership. Associate and Individual memberships shall expire at the end of the calendar year for which the membership dues are paid, however an entity or individual can renew its membership within 90 days after its expiration without requiring a new application or Board approval pursuant to Section 3.”; and</p> | <p><u>(a) Board Termination of Membership</u>. After an appropriate hearing and pursuant to the requirements of NRS Section 82.251, the board of directors may, by a majority vote of the members of the board, suspend or expel a member, or terminate or suspend a membership of a member, for cause, or because such member becomes ineligible for membership, or because such member is in default of the payment of dues for the period fixed in Article XIV of these bylaws. Among other things, violation of the bylaws or of any rules and regulations adopted by the board of directors, including any code of ethics, shall constitute cause.</p> <p><u>(b) Automatic Termination of Membership. Associate and Individual memberships shall expire at the end of the calendar year for which the membership dues are paid, however an entity or individual can renew its membership within 90 days after its expiration without requiring a new application or Board approval pursuant to Section 3.</u></p> | <p>Provides for easier membership termination and renewals for Associate and Individual classes based on non-payment of annual dues</p> |
| 6 | <p><i>Resolved</i>, that Article III, Section 6, be amended by inserting “of the corporation” after the word “secretary”; and</p>  | <p><u>Resignation</u>. Any member may resign by filing a written resignation with the secretary <u>of the corporation</u>.</p>   | <p>Simple clarification</p>   |
| 7 | <p><i>Resolved</i>, that Article III, Section 7, be amended by inserting “of the corporation” after the word “secretary”; and</p>  | <p><u>Reinstatement</u>. Upon written request signed by a former member and filed with the secretary <u>of the corporation</u>, the board of directors may reinstate the former member to membership upon such terms as the board of directors may deem appropriate.</p>   | <p>Simple clarification</p>   |

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| 8  | <i>Resolved</i> , that Article III, Section 8, be amended by inserting “, Virginia” after the words “South Carolina”; and   | <u>Organization into Regions.</u> Voting members shall be organized into nine (9) regions. The nine (9) regions are as follows:<br><br>Region 1: Alabama, Connecticut, Florida, Maine, Massachusetts, Mississippi, Missouri, New York, North Carolina, Rhode Island, South Carolina, <u>Virginia</u>   | Adding VA tribes   |
| 9  | <i>Resolved</i> , that Article IV, Section 1, be amended by striking “June” and inserting “the calendar year” and by striking “before the meeting” and inserting “before the members”; and  | <u>Annual Meeting.</u> An annual meeting of the members shall be held no later than the end of <del>June</del> <u>the calendar year</u> for the transaction of such business as may come before the <del>meeting</del> <u>members</u> .  | First edit – allows for members meeting any time of year<br><br>Second edit – simple clarification |
| 10 | <i>Resolved</i> , that Article IV, Section 3, be amended by striking “No meeting of the members may be held via Technical Communications (as defined below).” and inserting “A meeting of the members may be held by Technical Communication (as defined below) if the board of directors determines that circumstances exist such that an in-person meeting would be unsafe for members to attend or there are travel restriction in place that make an in-person meeting impractical. Quorum at such a meeting held via Technical Communications will be established as provided in Section 6”; and | <u>Place of Meeting.</u> The board of directors may designate any place, either within or outside of the state of Nevada, as the place of meeting for any annual meeting of the members or for any special meeting of the members called by the board of directors. The board of directors shall select a location for such meetings at tribally owned venues, if feasible. <sup>2</sup> If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation. <del>No meeting of the members may be held via Technical Communications (as defined below).</del> <u>A meeting of the members may be held by Technical Communication (as defined below) if circumstances exist such that an in-person meeting would be unsafe for members to attend or there are travel restriction in place that make an in-person meeting impractical. Quorum at such a meeting held via Technical Communication will be established as provided in Section 6.</u> The location of a special meeting of the members of each region pursuant to Section 9 below shall be as designated by such region. | Would allow future members meetings to be held virtually in certain circumstances                  |

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| 11 | <p><i>Resolved</i>, that Article IV, Section 6, be amended by inserting “Participating in such a meeting pursuant to Technical Communications constitutes presence in person at the meeting for the purposes of constituting a quorum.” after the first sentence; and</p> | <p><u>Quorum</u>. The voting members holding one half (1/2) of the voting rights of the members entitled to vote which may be cast at any meeting shall constitute a quorum at such meeting. <u>Participating in such a meeting pursuant to Technical Communications constitutes presence in person at the meeting for the purposes of constituting a quorum.</u> If a quorum is not present at any meeting of members, a majority of the voting members present may adjourn the meeting without further notice.</p> | <p>Provides that virtual participation during virtual members meetings is allowed and can count towards establishing a quorum for the meeting</p> |
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| 12 | <p><i>Resolved</i>, that Article XIV, Section 3, be amended by adding at the end of the first paragraph “Membership of the entities in the non-voting Individual and Associate classes are fixed for the term of the calendar year for which the dues were paid and the membership expires automatically at the end of such calendar year.”;</p> | <p><u>Default and Termination of Membership.</u> When any member shall be in default in the payment of dues for a period of six months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may be terminated by the board of directors in the manner provided in Article III of these bylaws.</p> <p><u>Membership of the entities in the non-voting Individual and Associate classes are fixed for the term of the calendar year for which the dues were paid and the membership expires automatically at the end of such calendar year.</u></p> <p>When a member of the Voting Class has not paid its annual dues by the close of business on the day prior to the annual meeting of the members, or such other meeting of all the voting members duly called pursuant to these bylaws or under law, its rights to vote shall be suspended and it shall not be allowed to participate in such vote.</p> | <p>Similar to #3,4,5 above, provides for easier termination of membership for Individual and Associate classes for non-payment of annual dues</p> |
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| 13 | <p><i>Be it Finally Resolved</i>, that Article XIX, be amended by striking “supermajority” in the Article Title and inserting “Two-Thirds Vote”, and by striking “(2/3)” and inserting “(2/3rds)”, and by inserting “and voting” after “entitled to vote and present”.</p> | <p style="text-align: center;"><b>Article XIX</b><br/><del>Supermajority Two-Thirds Vote</del> Requirement for Resolutions</p> <p>Notwithstanding any other provision of these bylaws, any resolution proposed for a vote (other than for the election of the chairperson or any director, which shall be voted on as otherwise provided elsewhere in these bylaws) of the voting members at a duly-called meeting under these bylaws will require an affirmative vote of two-thirds (2/3rds) of the voting members entitled to vote and present <u>and voting</u> at any annual or special meeting of the members.</p> | <p>First edit – clarification</p> <p>Second edit – would prevent abstention voters or non-present voters from affecting the outcome of a vote</p> <p><b><i>Example: 150 members in meeting, vote for a resolution is 95 for, 45 against, 10 abstaining/non-present</i></b></p> <p><i>Currently that resolution would not be adopted as failing to get 2/3 approval</i></p> <p><i>With change, resolution would pass as 95-45 vote is 2/3 approval of those voting</i></p> |
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