

**BYLAWS OF THE  
NATIONAL AMERICAN INDIAN  
HOUSING COUNCIL**



*“A Tradition of Native American Housing”*

**REVISED DECEMBER 13, 2012**



# TABLE OF CONTENTS

	Page
<b>Article I. Corporation Name; Offices</b> _____	1
<b>Article II. Authority; Purpose</b> _____	1
Section 1. Authority_____	1
Section 2. Purpose, Function and Responsibilities_____	1
<b>Article III. Members</b> _____	2
Section 1. Members_____	2
Section 2. Classes of Members_____	2
Section 3. Application for Membership_____	3
Section 4. Voting Rights of Members_____	3
Section 5. Termination of Membership_____	3
Section 6. Resignation_____	<del>34</del>
Section 7. Reinstatement_____	<del>34</del>
Section 8. Organization into Regions_____	4
<b>Article IV. Meetings of Members</b> _____	<del>4</del>
Section 1. Annual Meeting_____	4
Section 2. Special Meetings_____	4
Section 3. Place of Meeting_____	4
Section 4. Notice of Meetings_____	5
Section 5. Informal Action by Members_____	5
Section 6. Quorum_____	5
Section 7. Manner of Acting_____	5
Section 8. Proxies_____	5
Section 9. Actions by Members of a Region	6
<b>Article V. Board of Directors</b> _____	7
Section 1. General Powers_____	7
Section 2. Number, Qualifications and Tenure of Directors_____	7
Section 3. Regular Meetings_____	7
Section 4. Special Meetings_____	7

Section 5. Participation in Meeting by Technical Communications	7
Section 6. Notice	7
Section 7. Quorum	8
Section 8. Manner of Acting	8
Section 9. Alternate Directors	8
Section 10. Removal	8
Section 11. Vacancies	8
Section 12. Compensation	8
Section 13. Informal Action by Directors	8
Section 14. Code of Conduct	8
Section 15. Disclosure	9
<b>Article VI. Officers</b>	<b>9</b>
Section 1. Officers	9
Section 2. Elections; Qualifications; and Term of Office	9
Section 3. Removal	9
Section 4. Vacancies	9
Section 5. Vice-Chairperson	9
Section 6. Treasurer	<del>10</del> <b>109</b>
Section 7. Secretary	10
Section 8. Assistant Treasurers and Assistant Secretaries	10
<b>Article VII. Chairperson</b>	<b>10</b>
Section 1. Chairperson	10
Section 2. Election and Term of Office	10
Section 3. Code of Conduct	<del>11</del> <b>10</b>
Section 4. Disclosure	11
Section 5. Suspension; Removal	11
<b>Article VIII. Executive Director</b>	<b>11</b>
<b>Article IX. Committees</b>	<b>11</b>
Section 1. Committees of Directors	11
Section 2. Other Committees	12
Section 3. Term of Office	12

Section 4. Chair_____	12
Section 5. Vacancies; Removal_____	12
Section 6. Quorum_____	12
Section 7. Rules_____	12
<b>Article X. Contracts; Checks; Deposits and Funds_____</b>	<b>12</b>
Section 1. Contracts_____	12
Section 2. Checks, Drafts or Payments_____	13
Section 3. Deposits_____	13
Section 4. Gifts_____	13
<b>Article XI. Certificates of Membership_____</b>	<b>13</b>
<b>Article XII. Books; Records; and Reports_____</b>	<b>13</b>
Section 1. Maintenance of Books and Records_____	13
Section 2. Report to Members_____	13
Section 3. Inspection of Corporate Records_____	13
<b>Article XIII. Fiscal Year_____</b>	<b>14</b>
<b>Article XIV. Dues_____</b>	<b>14</b>
Section 1. Annual Dues_____	14
Section 2. Payment of Dues_____	15
Section 3. Default and Termination of Membership_____	15
<b>Article XV. Indemnification; Insurance_____</b>	<b>15</b>
Section 1. Indemnification	15
Section 2. Insurance _____	15
<b>Article XVI. Waiver of Notice_____</b>	<b>15</b>
<b>Article XVII. Rules of Order to Govern at Meetings_____</b>	<b>16</b>
<b>Article XVIII. Amendments to Bylaws_____</b>	<b>16</b>
<b>Article XIX. Supermajority Requirement for Resolutions_____</b>	<b>16</b>

~~**NOTE:** On December 13, 2012, NAIHC Resolution 2012-06 was approved allowing for statutory changes to the organization's bylaws so that they would be compliant with the Nevada Revised Statutes (NRS) — Chapter 82: Non-Profit Corporation Act. Additionally, this resolution allowed for technical changes that did not change the purpose, goals or objectives of the organization. These changes were numerous and not annotated. For additional information contact NAIHC.~~

**Bylaws  
of  
The National American Indian Housing Council**

**Article I**  
*Corporation Name; Offices*

The name of this corporation is the National American Indian Housing Council, a Nevada non-profit corporation. These First Amended and Restated Bylaws of the corporation (these "bylaws") replace and supersede the bylaws adopted prior to the date hereof.

The principal office of the corporation is located at ~~900 2<sup>nd</sup> Street NE, Suite 107, Washington, DC 20002~~ 122 C Street NW, Suite 505, Washington, DC 20001. The corporation may have other offices, either within or outside of the state of Nevada, as the board of directors may determine or as the affairs of the corporation may require.

The corporation shall maintain in the state of Nevada a registered office, and a registered agent whose office is identical with the registered office, as required by Nevada Revised Statutes (as amended from time to time, "NRS") Chapter 82 – Nonprofit Corporations Act. The registered office may be changed from time to time by the board of directors.

**Article II**  
*Authority; Purpose*

Section 1. Authority. The corporation shall exercise all powers which may under law be exercised in order to carry out the objectives and functions of the organization as set forth in these bylaws or in the corporation's articles of incorporation (as may be amended from time to time, the "articles of incorporation").

Section 2. Purpose, Function, and Responsibilities. The corporation is organized for one or more purposes as specified in articles of incorporation. Further, the corporation shall provide a means of representing all the Indian Housing Authorities, Tribally Designated Housing Entities, a native Hawaiian entity, and tribes administering grants for Indian housing from the United States Department of Housing and Urban Development ("HUD") into one association governing body so that various unique problems with all such entities administering HUD grants for Indian housing may be resolved in an overall manner in the following areas:

- (a) The corporation shall be enabled to provide constant surveillance of current HUD activities;
- (b) The corporation shall recommend legislation that would ensure better housing programs;
- (c) The corporation shall disseminate information to each member of the corporation regarding: development companies, statutes and legislation, regulations, and preparation of manuals and all areas of interest to its members;
- (d) The corporation shall promote, uphold, and support its members in their efforts of providing decent, safe, and sanitary dwellings for American Indians, Alaska Natives, and native Hawaiians in the United States of America;
- (e) The corporation shall hear unresolved problems of its voting members;

- (f) The corporation shall intervene as a coordinating body of all the activities between voting members and pertinent agencies when so empowered by the voting members;
- (g) The corporation shall identify, develop and present training courses to improve the professional and technical capabilities of its members;
- (h) The corporation shall work with its members and other Indian organizations concerning federal and tribal government projects of a technical nature, and offer them assistance through contracts and/or service agreements;
- (i) The corporation shall identify and prepare grant proposals to promote the goals of the corporation;
- (j) The corporation shall compile national statistics on Indian housing needs and problems. This information will be used to generate reports to educate Congress, state and federal agencies, and other groups which provide housing services; and
- (k) The corporation shall, to the extent possible, involve Regional Housing Associations of American Indian, Alaska Native and native Hawaiian housing entities, to solicit and disseminate information.<sup>1</sup>

thus, enabling the corporation to relieve the desperate housing needs of our American Indians, Alaska Natives, and native Hawaiians, in particular, where substandard housing exists.

### **Article III** *Members*

Section 1. Members. The members of the corporation shall be Indian Housing Authorities, Tribally Designated Housing Entities, housing committees, tribes, a native Hawaiian entity, public interest groups and other entities or natural persons involved in Indian housing.

Section 2. Classes of Members. The corporation shall have three classes of members. The designation of the classes and the qualifications and rights of the members of the classes shall be as follows:

- (a) Voting Class. The following entities are eligible to become members of the "Voting Class":
  1. Indian housing authorities; or
  2. Tribally Designated Housing Entities ("TDHE") (as that term is used in federal law governing federally-assisted housing for Indians); or
  3. Tribes that have not designated a TDHE and are the authorized recipient of grants for Indian housing from HUD (or any successor agency); or
  4. A single native Hawaiian entity (currently the Department of Hawaiian Home Lands, or any successor entity) that is the

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<sup>1</sup> Amended December 13, 2012 by NAIHC Resolution 2012-07

authorized recipient of grants for native Hawaiian housing from HUD (or any successor agency).

The Voting Class shall have voting rights as members of the corporation as specifically set forth in these bylaws. Members of the Voting Class who are entitled to vote are those members who are in good standing and current on their annual dues ~~as of the close of business on the day~~ prior to the annual meeting, or such other meeting of all the voting members duly called pursuant to these bylaws or under law. Members of the Voting Class shall also be referred to herein as the "voting members".

- (b) Individual Class. 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. Membership within the Individual Class shall be for a fixed term, matching the calendar year for which the membership dues are paid.
- (c) Associate Class. 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. Membership within the Associate Class shall be for a fixed term, matching the calendar year for which the membership dues are paid.

Section 3. Application for Membership. All applications for membership of any class of members shall be presented promptly for consideration and investigation to the board of directors or to the admissions committee, if an admissions committee has been appointed by the board of directors; and, if an admissions committee has been appointed, it shall report its recommendations promptly to the board of directors.

The board of directors shall review each membership application and either accept or reject it in accordance with the corporation's policies and procedures regarding requirements and qualifications for membership of the corporation. Such application shall be accepted or rejected at a meeting of the board of directors. After an application has been rejected by the board of directors, he/she or it may not make another application for membership within one (1) year thereafter.

Section 4. Voting Rights of Members. Each member of the Voting Class entitled to vote shall have one vote on each matter submitted to a vote of the voting members entitled to vote. Members of the Individual Class and the Associate Class shall have no voting rights and shall have no right to submit for consideration or resolution any matters to the corporation or to the members or board of directors at any meeting or otherwise.

Section 5. Termination of Membership.

(a) Board Termination of Membership. 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.

(a)(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.

Section 6. Resignation. Any member may resign by filing a written resignation with the secretary of the corporation.

Section 7. Reinstatement. Upon written request signed by a former member and filed with the secretary of the corporation, the board of directors may reinstate the former member to membership upon such terms as the board of directors may deem appropriate.

Section 8. Organization into Regions. Voting members shall be organized into nine (9) regions. The nine (9) regions are as follows:

Region 1: Alabama, Connecticut, Florida, Maine, Massachusetts, Mississippi, Missouri, New York, North Carolina, Rhode Island, South Carolina, Virginia

Region 2: Indiana, Iowa, Michigan, Minnesota, Wisconsin

Region 3: Nebraska, North Dakota, South Dakota

Region 4: East Texas, Kansas, Louisiana, Oklahoma, South Texas

Region 5: Colorado, Montana, Utah, Wyoming

Region 6: Annette Island in Alaska, Idaho, Oregon, Washington

Region 7: California, Nevada

Region 8: Arizona, New Mexico, West Texas

Region 9: Alaska (but not Annette Island), Hawaii

The current boundaries of the regions set forth above are on file at the principal office of the corporation. Voting members shall belong to the region where their principal place of business is located. No voting member shall be a member of more than one (1) region. New regions may be created, or the geographic boundaries of a region may be altered, by amendment to these bylaws.

#### **Article IV** *Meetings of Members*

Section 1. Annual Meeting. An annual meeting of the members shall be held no later than the end of the calendar year June for the transaction of such business as may come before the meetingmembers.

Section 2. Special Meetings. Special meetings of the voting members may be called by the chairperson, the board of directors, or not less than one-twentieth (1/20) of the voting members entitled to vote.

Section 3. Place of Meeting. 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. ~~No meeting of the members may be held via Technical Communications (as defined below)~~ A meeting of the members may be held via Technical Communications (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 restrictions 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. ~~Participating in a meeting through Technical Communications constitutes presence in person at the meeting.~~ The location of a special meeting of the members of each region pursuant to Section 9 below shall be as designated by such region.

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~~<sup>2</sup>Amended December 13, 2012 by NAIHC Resolution 2012-08~~

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date of such meeting, by or at the direction of the chairperson, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at its address as it appears on the records of the corporation, with postage thereon prepaid. Notice to members may also be given by electronic transmission pursuant to applicable law. Personal delivery of the notice to any officer of a corporation or association, or to any member of a partnership, constitutes delivery of the notice to the corporation, association or partnership.

Section 5. Informal Action by Members.

- (a) Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, including the election of directors, may be taken without a meeting if the corporation mails or delivers a written ballot to every member entitled to vote on the matter. Such a written ballot must set forth each proposed action or candidate, and provide an opportunity to vote for or against each proposed action.
- (b) Approval by written ballot under this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (c) Solicitations for votes by written ballot must:
  1. Indicate the number of responses needed to meet the requirement of a quorum;
  2. State the percentage of approvals necessary to approve each matter other than election of directors; and
  3. Specify the time by which a ballot must be received by the corporation in order to be counted.
- (d) A written ballot may not be revoked.

Section 6. Quorum. 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. Participating in such a meeting pursuant to Technical Communications constitutes presence in person at the meeting for the purposes of constituting a quorum. 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.

Section 7. Manner of Acting. The act of a majority of the members of the Voting Class present at a meeting at which a quorum is present shall be the act of the members of the Voting Class, unless the articles of incorporation, these bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the voting members.

Section 8. Proxies. A voting member that is entitled to vote at a meeting, or to execute consents, waivers, or releases, may authorize another voting member to act for it by proxy. A proxy must be in writing and must be signed by the member giving it. The proxy may specify

the length of time in which it is to be in force, which may not exceed seven years. A proxy which does not specify such time continues in force for six (6) months from the date of its creation. A proxy may be revoked by delivering to the secretary of the corporation (or other person appointed by the corporation to count votes or determine the validity of proxies and ballots) either (a) a writing revoking it or (b) a properly created proxy bearing a later date. Proxies must be presented to the corporation's secretary or designee prior to any formal action voted on by the voting members.

Section 9. Actions by Members of a Region. The voting members of each of the nine (9) regions shall meet to elect one (1) regional director and one (1) alternate director for their region pursuant to these bylaws, and/or may meet for the transaction of other such business as may be conducted by voting class members of such region as provided by these bylaws at a caucus during a meeting of the members of the corporation, or at a meeting of the members of the region (such meetings of the region shall also be referred to as a "regional meeting"). A regional meeting may be called by the chairperson of the corporation, the board of directors, not less than one-twentieth (1/20) of the voting members entitled to vote, or any person authorized by any rules and regulations as the region may adopt. At any such regional meeting, a quorum shall consist of a majority of the voting members of such region. If no quorum is present at any meeting of members of a region, a majority of the voting members entitled to vote in that region present may adjourn the meeting without further notice. Minutes of any such meeting shall be kept and shall be forwarded to the secretary of the corporation, along with records as to any business conducted by the members at such meeting.

Such regional meetings shall be conducted under such rules and regulations as the regions may adopt, provided such rules and regulations are consistent with these bylaws and in accordance with law, and provided further, that with respect to a regional meeting whereby the election of the regional director and alternate director shall take place, *such regional meeting and elections shall be consistent with the following:*

- (a) The regional meeting shall be called by one of the parties as set forth above in this Section 9.
- (b) The demand for the regional meeting shall set forth the purpose of the regional meeting, and such demand shall be signed and dated by the party demanding the meeting and shall deliver the demand to the chairman of the corporation or the treasurer of the corporation.
- (c) Written or printed notice stating the purpose, place, day and hour of any regional meeting of the voting members shall be delivered, either personally or by mail, to each member entitled to vote at such regional meeting, not less than ten (10) days nor more than sixty (60) days before the date of such meeting, by or at the direction of the chairperson of the corporation, or the secretary, or the officers or persons calling the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at its address as it appears on the records of the corporation, with postage thereon prepaid. Notice to members may also be given by electronic transmission pursuant to applicable law.
- (d) The region may have such rules and regulations as it deems appropriate with respect to the qualifications of any nominees for its regional director and alternate director, provided, however that the region shall comply with Article V, Section 2 of these bylaws with respect to the qualifications and tenure for directors.

- (e) The election of the regional director and the alternate director shall be pursuant to NRS Section 82.286, which such vote shall be by a plurality of the votes cast at the election.

**Article V**  
*Board of Directors*

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors. The board of directors shall consist of one (1) chairperson (as elected pursuant to Article VII) and nine (9) regional directors (and an alternate director for each region to the extent permitted under these bylaws).

Section 2. Number; Qualifications; and Tenure of Directors. The voting members of each of the corporation's nine regions shall be entitled to vote for the director to represent such region (referred herein as the "regional director"), and for an alternate to serve in his or her absence (referred herein as the "alternate director"). Any director must be (a) a natural person, (b) at least 18 years of age, and (c) a director, officer, agent, or employee of a Voting Class member of that particular region. Each regional director and each alternate director shall hold office for a two (2) year term and until his or her successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of members. The board of directors shall thereafter meet quarterly at a time and place as determined by the board of directors, and the members of the board shall be notified of such time and place.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the chairperson or any three (3) regional directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of Nevada, as the place for holding any special meeting of the board called by them.

Section 5. Participation in Meeting by Technical Communications. Provided that the board of directors determines that providing Technical Communications (as defined below) is economically feasible for the corporation, the members of the board of directors may participate in a meeting through electronic communications, video-conferencing, teleconferencing and other available technology which allows the members to communicate simultaneously or sequentially (collectively, "Technical Communications"). Participating in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 6. Notice. Notice of any special meeting of the board of directors shall be given at least two (2) days prior to such meeting by written notice delivered personally or sent by mail, email, or fax to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If faxed, such notice shall be considered satisfied if record of receipt by each party to whom notice was faxed is maintained at the principal office of the corporation and is open to inspection by the members. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular

meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice.

Section 7. Quorum. Five (5) directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the board; but if less than five (5) of the directors entitled to vote are present at the meeting, a majority of the directors entitled to vote present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors entitled to vote and present at a meeting at which a quorum is present shall be the act of the board of directors, unless the articles of incorporation, these bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the voting members of the board of directors. Unless otherwise required by law, there shall be no voting by proxy at a meeting of the board of directors.<sup>3</sup>

Section 9. Alternate Directors. The alternate director elected by a region shall have no voting rights until he or she serves as director (a) in the temporary absence of the regional director at any meeting, or (b) in the event of the resignation, removal, or death of the regional director at which point such alternate director shall fill the unexpired term of the regional director. In the event of any of the foregoing where the alternate director shall serve and be entitled to vote, the alternate director shall have the voting rights granted to such regional director and shall be subject to the rights, duties and obligations of any regional director with respect to any vote made by such alternate director.

Section 10. Removal. A director may be removed from office, with or without cause, by vote of a majority of the members entitled to vote for such director at a regional meeting of the members and in accordance with law. Among other things, violations of these bylaws, or of any rules or regulations adopted by the board of directors (including any code of ethics), shall constitute cause for removal.

Section 11. Vacancies. In the event of the resignation, removal, or death of a regional director and the alternate director, the members of the appropriate region shall elect a new director to fill the unexpired term of his or her predecessor in office.

Section 12 Compensation. Directors shall not receive any stated salaries for their services on the board, but by resolution of the board of directors, reimbursement for travel expenses, if any, may be allowed for attendance at each regular or special meeting of the board.

Section 13. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by the number of the directors required by law or by these bylaws to take such action.

Section 14. Code of Conduct. Directors must clearly represent the corporation when utilizing the corporation's resources. Directors may not abuse their stature as a director to influence the sole interest of his or her tribe or Tribally Designated Housing Entity.

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<sup>32</sup> Amended December 13, 2012 by NAIHC Resolution 2012-09

Section 15. Disclosure. When acting on behalf of their tribe or Tribally Designated Housing Entity, directors must disclose to the board of directors if those actions will be to the detriment of the corporation or its members.

## **Article VI** *Officers*

Section 1. Officers. The officers of the corporation shall be a chairperson, a vice-chairperson, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the board of directors.

Section 2. Elections; Qualifications; and Term of Office. Officers of the corporation, other than the chairperson, shall be elected by the board of directors at the first regular meeting of the board of directors following the annual meeting of the members. The chairperson shall be elected as provided in Article VII of these bylaws. If the elections of officers are not held at such meetings, they shall be held as soon thereafter as is convenient. An officer must be the following: (a) a natural person, (b) a member of a federally recognized Indian tribe, a member of a state recognized Indian tribe, an Alaska Native, or a native Hawaiian, and (c) a director, officer, agent, or employee of a Voting Class member.<sup>4</sup> The chairperson cannot be convicted of a felony offense in the ten (10) years prior to his or her election.<sup>5</sup> The chairperson cannot be a regional director or alternate director and to the extent such newly elected chairperson is a director, upon election as a chairperson, such person shall resign as a director. The chairperson can serve no more than two (2) terms consecutively. Each officer shall hold office until his or her successor shall have been elected and shall have qualified, even if after the expiration of their term.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors, with or without cause, whenever in its judgment the best interests of the corporation would be served by his or her removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Among other things, violations of these bylaws, or of any rules or regulations, guidelines and standards adopted by the board of directors (including any code of ethics), shall constitute cause for removal.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Vice-Chairperson. In the absence of the chairperson, or in event of his or her inability or refusal to act, or his or her death or resignation, the vice-chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. Any vice-chairperson shall perform such other duties as may be assigned to him or her by the chairperson or by the board of directors.

Section 6. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the board

<sup>43</sup> Amended December 13, 2012 by NAIHC Resolution 2012-10

<sup>54</sup> Amended December 13, 2012 by NAIHC Resolution 2012-11

of directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws; and in general, perform all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the chairperson or by the board of directors.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, if any; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties may be assigned by the chairperson or by the board of directors.

Section 8. Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform the duties assigned to them by the treasurer or the secretary or by the chairperson or the board of directors.

## **Article VII** *Chairperson*

Section 1. Chairperson. The chairperson shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at the annual meeting of the members, any special meeting of the voting members, and at all meetings of the board of directors, and may cast the deciding vote in the case of a tie vote at such meetings of the board of directors, otherwise, the chairperson shall have no other voting rights at any meeting. The chairperson shall not be required to attend any regional meetings of the voting members. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general, he or she shall perform all duties incident to the office of the chairperson of the board and such other duties as may be prescribed by the board of directors.

Section 2. Election and Term of Office. The chairperson shall be elected for a two (2) year term by the voting members entitled to vote at the annual meeting. The vote to elect the chairperson at the annual meeting shall be made in accordance with NRS Section 82.286, which such vote shall be by a plurality of the votes cast at the annual meeting.

Section 3. Code of Conduct. The chairperson must clearly represent the corporation when utilizing the corporation's resources. The chairperson may not abuse his or her stature as chairperson to influence the sole interest of his or her tribe or Tribally Designated Housing Entity.



Section 4. Disclosure. When acting on behalf of his or her tribe or Tribally Designated Housing Entity, the chairperson must disclose to the board of directors if those actions will be to the detriment of the corporation or its members.

Section 5. Suspension; Removal. The chairperson may be suspended by the board of directors, by a vote of two-thirds (2/3<sup>rd</sup>s) of the directors entitled to vote and which are present at the meeting, if the board determines that the chairperson has violated these bylaws or any code of ethics. Suspension will be made by a notice to the voting members of the corporation that the chairperson has been suspended and stating the cause. Suspension will be until the voting members vote on the matter at the next annual or special meeting of the members or informal action of the members (written ballot mailed to members), at which time the voting members shall vote on removal of the chairperson in accordance with NRS Section 82.296. Upon suspension of the chairperson, the vice-chairperson will automatically assume the duties of the chairperson. Upon removal of the chairperson, the vice-chairperson shall additionally serve as the acting chairperson, until such time as a new chairperson is elected at the next special or annual meeting.

### **Article VIII** *Executive Director*

The board of directors may appoint or employ an executive director whose duties and functions shall be those prescribed by the board of directors, provided that any such delegation of authority to the executive director shall not operate to relieve the board of directors or any individual directors of any responsibility imposed upon him or her under these bylaws or pursuant to applicable law. The board of directors shall, from time to time, determine the compensation to be paid, if any, to the executive director. The executive director is authorized to employ a staff responsible to assist with the duties of the executive director. The board of directors shall establish personnel policies applicable to such staff. The executive director shall be bonded and shall be responsible for the bonding of other staff members in such manner under such conditions as the board of directors and the executive director may direct.

### **Article IX** *Committees*

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors entitled to vote, may designate and appoint one or more committees, each of which shall consist of at least one (1) regional director, and at least one (1) additional director. Such committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon him or her under these bylaws or pursuant to applicable law.

Section 2. Other Committees. The board of directors, by resolution adopted by a majority of the directors entitled to vote, may designate and appoint one or more other committees. Such committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation. Such other committees shall act in an advisory capacity to the board. Each committee must consist of one (1) regional director. Except as otherwise provided in the resolution, members of each such committee shall be a natural person and shall be a director, officer, agent, or employee of a voting member of the corporation, and the chairperson of the corporation shall appoint the members of the committees.

Section 3. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee, or unless the member shall have resigned by giving notice to the chair of the committee.

Section 4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 5. Vacancies; Removal. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Any member of a committee may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. No committee may do any of the following: (a) amend, alter or repeal the bylaws; (b) elect, appoint or remove any member of any such committee or any director of the corporation; (c) amend the articles of incorporation, adopt a plan of merger or adopt a plan of consolidation with another corporation; (d) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; (e) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (f) adopt a plan for the distribution of the assets of the corporation; or (g) amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the committee. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors; provided, however, any such rules must be approved by the board of directors.

## **Article X**

### *Contracts; Checks; Deposits and Funds*

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts or Payments. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers, employees or agents of the corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the chairperson or a vice-chairperson of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **Article XI** *Certificates of Membership*

The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. The certificates shall be signed by the chairperson or by the secretary or an assistant secretary and shall be sealed with the seal of the corporation, to the extent the corporation maintains a seal, and shall be issued in the name of the member when a member has been elected to membership and has paid any initiation fee and dues that may then be required. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon the terms and conditions as the board of directors may determine.

## **Article XII** *Books; Records; and Reports*

Section 1. Maintenance of Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the voting members entitled to vote.

Section 2. Report to Members. The corporation shall provide an annual report to the members of the corporation at the annual meeting of members. Such report shall include a balance sheet as of the close of the fiscal year of the corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 3. Inspection of Corporate Records. A voting member of the corporation and its authorized agent shall have the right, for any proper purpose, at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the corporation. Upon the written request of any voting member, the corporation shall mail to such member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the corporation

before such financial statements are available for its last fiscal year, the corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed at the principal office of the corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any voting member, in person or by agent. The voting members, directors and the corporation shall comply with NRS Section 82.186 with respect to any inspection of the corporate records. Further, all members and directors shall have the right to inspect the books of account and all financial records of the corporation to the extent permitted under, and pursuant to, NRS Section 82.186, and any such purpose for inspection must be for a purpose related to its, his or hers interest in the corporation as a director or member.

**Article XIII**  
*Fiscal Year*

The fiscal year of the corporation shall be the calendar year.

**Article XIV**  
*Dues*

Section 1. Annual Dues. The annual dues for members of the corporation shall be as follows:

- (a) Dues of voting members shall be in accordance with the following fee schedule which is based upon the annual allocation provided under the Native American Housing Assistance and Self-Determination Act of 1996 provided to the member tribe or tribally designated housing entity for the fiscal year immediately preceding the billing:

<u>NAHASDA Allocation</u>	<u>Dues</u>
Over \$10,000,000	\$5,000
\$3,000,000 to 9,999,999	\$3,500
\$2,000,000 to 2,999,999	\$1,750
\$1,000,000 to \$1,999,999	\$1,000
\$400,000 to \$999,999	\$475
Below \$400,000	\$100

- (b) Dues for the native Hawaiian entity shall be in accordance with the same schedule as Article XIV Section 1(a) of these bylaws as applied to the Native Hawaiian Housing Block Grant from HUD for the fiscal year immediately preceding the billing.
- (c) The board of directors will establish non-voting Individual Class and Associate Class member dues through the annual budgeting process, and the board of directors may modify such member dues from time to time.

The board of directors may establish procedures for the methods of collections of any dues.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of the fiscal year. (By way of illustration, dues for 2012 shall be due on January 1, 2012.) Dues of a first time member or reinstated member shall be prorated from the first day of the month in which such first time member or reinstated member is selected to membership in the corporation, for the remainder of the fiscal year of the corporation.

Section 3. Default and Termination of Membership. 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. Membership of 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.

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.

## **Article XV**

### *Indemnification; Insurance<sup>6</sup>*

Section 1. Indemnification. To the full extent authorized or permitted by law, however, except to the extent related to any act or omission of such party that involves intentional misconduct, fraud or a violation of the law, the corporation shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of the corporation or in any other capacity at the request of the corporation, provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the corporation; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have no reasonable cause to believe his or her conduct to be unlawful.

Section 2. Insurance. The board of directors may authorize the purchase and maintenance by the corporation of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of the corporation as may protect them against any liability asserted against them in such capacity.

## **Article XVI**

### *Waiver of Notice*

Whenever any notice is required to be given under the provisions of NRS Chapter 82 – Nonprofit Corporations Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

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<sup>65</sup> Amended December 13, 2012 by NAIHC Resolution 2012-12

**Article XVII**

*Rules of Order to Govern at Meetings*

The rules contained in Robert's Rules of Order current edition shall govern the meetings governed by these bylaws where those rules are not inconsistent with these bylaws or applicable law.

**Article XVIII**

*Amendments to Bylaws*

These bylaws may be altered, amended or repealed and new bylaws and/or new provisions thereof may be adopted by a resolution pursuant to Article XIX below, if at least thirty (30) days' written notice is given either by mail or facsimile to each voting member of intention to alter, amend or repeal or to adopt new bylaws at the meeting. This written notice must include the proposed bylaw amendment.

**Article XIX**

~~*Supermajority Two-Thirds Vote*~~ *Requirement for Resolutions*

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 ( $2/3^{\text{rds}}$ ) of the voting members entitled to vote and present and voting at any annual or special meeting of the members.