

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



*“A Tradition of Native American Housing”*

**REVISED MAY 14, 2008**

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

## **Article I** *Offices*

The principal office of the corporation in the state of Nevada shall be located in the city of Stewart. 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 the Nevada Non-Profit Corporations Act. The registered office may be, but need not be, identical with the principal office in the state of Nevada, and the address of the registered office may be changed from time to time by the board of directors.

## **Article II** *Authority and 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.

Section 2. Purpose, Function, and Responsibilities. The corporation shall provide a means of representing all the Indian Housing Authorities, Tribally Designated Housing Entities, a Native Hawaiian entity,<sup>1</sup> 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 orderly 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 insure 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 Indian People in the United States of America;
- (e) The corporation shall hear unresolved problems of its voting members;

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<sup>1</sup> All references to "Indian" or "tribal" are interpreted to extend to a Native Hawaiian entity that is a member of NAIHC.

- (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; and
- (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;

thus, enabling the corporation to relieve the desperate housing needs of our Indian People, in particular, where substandard housing exists.

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

Section 1. Members. The membership 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 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 for full voting membership:
  - 1. Indian housing authorities;
  - 2. Tribally Designated Housing Entities ("TDHE")(as that term is used in federal law governing federally-assisted housing for Indians);
  - 3. Tribes that have not designated a TDHE and are the authorized recipient of grants for Indian housing from HUD (or any successor agency); and
  - 4. A single Native Hawaiian entity (currently the Department of Hawaiian Homelands, or any successor entity) that is the

authorized recipient of grants for Native Hawaiian housing from HUD (or any successor agency).<sup>2</sup>

- (b) Individual Class.<sup>3</sup> Individuals may become non-voting individual members. Anyone using a membership with NAIHC for economic or professional gain for themselves or an organization, company, partnership, or other concern is ineligible for individual membership.
- (c) Associate Class. Entities, including federally recognized tribes not eligible for voting membership, may become non-voting associate members.

Section 3. Application for Membership. All applications for membership 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. A list of applications for membership shall from time to time be posted at the principal office of the corporation or mailed to each member of the corporation.

Not earlier than 14 days after a list of applications has been posted or mailed to members, the board of directors shall pass upon each application included in said list and either accept or reject it. After an application has been rejected, he may not make another application for membership within one year thereafter.

Section 4. Voting Rights.<sup>4</sup> Each member of the full voting class shall be entitled to one vote on each matter submitted to a vote of the members. Members of the individual and associate classes shall have no voting rights.

Section 5. Termination of Membership. The board of directors, by affirmative vote of six of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, after an appropriate hearing, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in 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.

Section 6. Resignation. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 7. Reinstatement. Upon written request signed by a former member and filed with the secretary, 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.<sup>5</sup> Members shall be organized by region and geographic area. The regions are as follows:

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<sup>2</sup> Amended May 14, 2008, NAIHC Resolution #2008-02.

<sup>3</sup> Amended June 10, 1998, NAIHC Resolution #98-14.

<sup>4</sup> Amended June 10, 1998, NAIHC Resolution #98-12.

- 1: Alabama, Connecticut, Florida, Maine, Massachusetts, Mississippi, Missouri, New York, North Carolina, Rhode Island, South Carolina
- 2: Indiana, Iowa, Michigan, Minnesota, Wisconsin
- 3: Nebraska, North Dakota, South Dakota
- 4: East Texas, Kansas, Louisiana, Oklahoma, South Texas
- 5: Colorado, Montana, Utah, Wyoming
- 6: Annette Island in Alaska, Idaho, Oregon, Washington
- 7: California, Nevada
- 8: Arizona, New Mexico, West Texas
- 9: Alaska, Hawaii

New members will become members of the region in which they are located. 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.<sup>6</sup> An annual meeting of the members shall be held no later than the end of June for the transaction of such business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the chairman, the board of directors, or not less than one-twentieth of the members having voting rights.

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 or for any special meeting called by the board of directors. 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 in the state of Nevada.

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

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<sup>5</sup> Amended June 25, 2003, NAIHC Resolution #2003-09. Amended June 9, 2004, NAIHC Resolution #2004-01.

<sup>6</sup> Amended June 25, 2003, NAIHC Resolution #2003-10.

each member entitled to vote at such meeting, not less than 10 nor more than 60 days before the date of such meeting, by or at the direction of the chairman, 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 his or her address as it appears on the records of the corporation, with postage thereon prepaid.

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, 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 members holding one half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 7. Proxies. A 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 executed 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 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 writing revoking it or 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 membership.

Section 8. Action by Members of a Region. The members of a region may meet to elect a director of the corporation or for the transaction of other such business as may be conducted by voting members of a 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. A meeting of the members of the region may be called by the chairman of the corporation, the board, one-tenth of the voting members of the region, or members of the region pursuant to such rules and regulations as the regions may adopt. Such meetings shall be conducted under such rules and regulations as the regions may adopt, provided that such rules and regulations are consistent with these bylaws. At any such meeting of a region, 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 members 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.

## **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 the chairman and the regional directors.

Section 2. Number, Tenure and Qualifications of Regional Directors. The voting members of each of the corporation's nine regions shall be entitled to vote for the director to represent such region, and for an alternate to serve in his or her absence. Each director and each alternate shall hold office for a two-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 this bylaw, 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 announced to the members.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the Chairman or any three 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 Telephone.<sup>7</sup> Members of the board of directors may participate in a special meeting by means of a telephone conference by

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<sup>7</sup> Amended May 14, 2008, NAIHC Resolution #2008-03.

which all persons participating in the meeting can hear each other. Participating in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 6. Notice.<sup>8</sup> Notice of any special meeting of the board of directors shall be given at least two days previously by written notice delivered personally or sent by mail, email,<sup>9</sup> 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 sent is maintained by the Washington Office of NAIHC and is open to inspection by its 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 or special 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.

Section 7. Quorum. Five regional directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than five of the regional directors are present at the meeting, a majority of the directors 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 present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Alternate Directors and Proxies. The alternate director elected by a region shall serve as director in the absence of the regional director and, in the event of the resignation, removal, or death of the regional director, shall fill the unexpired term of the regional director. In the event that neither a regional director nor his or her alternate is able to attend a meeting, the regional director may authorize another director to act for it by written proxy executed by the director giving it. A proxy shall expire upon adjournment of the meeting for which given unless a shorter time is given in the proxy. A proxy may be revoked by delivering to the secretary of the corporation either in writing revoking the proxy or a properly executed proxy bearing a later date.

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 meeting of the members. 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 his or her alternate, the members of the appropriate region shall elect a new director to fill the unexpired term of his or her predecessor in office.

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<sup>8</sup> Amended June 10, 1998, NAIHC Resolution #98-15.

<sup>9</sup> Amended May 14, 2008, NAIHC Resolution #2008-03.

Section 12. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, 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.<sup>10</sup> 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.

Section 15. Disclosure.<sup>11</sup> 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.<sup>12</sup> The officers of the corporation shall be a chairman, a vice-chairman, 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. Election and Term of Office. Officers of the corporation other than the chairman shall be elected by the board of directors from its members at the first regular meeting of the board of directors following the election of directors. 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 a member of a federally recognized Indian tribe, and must be a director, officer, agent, or employee of a voting member of the corporation. The chairman cannot be a regional director, and can serve no more than two terms consecutively. Each officer shall hold office until his or her successor shall have been elected and shall have qualified.

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

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<sup>10</sup> Amended May 14, 2008, NAIHC Resolution #2008-03.

<sup>11</sup> Amended May 14, 2008, NAIHC Resolution #2008-03.

<sup>12</sup> Amended May 14, 2008, NAIHC Resolution #2008-03.

removed. 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 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-Chairman. In the absence of the chairman or in event of his or her inability or refusal to act, or his or her death or resignation, the vice-chairman shall perform the duties of the chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Any vice-chairman shall perform such other duties as may be assigned to him or her by the chairman 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 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 chairman 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 and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is authorized in accordance with the provisions of these bylaws; 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 chairman 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 chairman or the board of directors.

## Article VII Chairman<sup>13</sup>

Section 1. Chairman.<sup>14</sup> The chairman 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 all meetings of the members and of the board of directors, and may cast the deciding vote in the case of a tie vote at such meetings. 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 Chairman of the Board and such other duties as may be prescribed by the board of directors.

Section 2. Election and Term of Office. The chairman shall be elected for a two-year term by the members entitled to vote at the annual meeting.

Section 3. Code of Conduct. The chairman must clearly represent the corporation when utilizing the corporation's resources. The chairman may not abuse his or her stature as chairman 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 chairman must disclose to the Board of Directors if those actions will be to the detriment of the corporation or its members.

Section 5. Suspension. The chairman may be suspended by the board of directors, by an affirmative vote of two-thirds (2/3<sup>rds</sup>), if the board determines that the chairman has violated these bylaws or any code of ethics. Suspension will be made by a notice to the membership that the chairman has been suspended and stating the cause. Suspension will be until the 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 members shall vote on removal of the chairman. Upon suspension of the chairman, the vice-chairman will automatically assume the duties of the chairman. Upon removal of the chairman, the vice-chairman shall additionally serve as the acting chairman, until such time as a new chairman is elected at the next special or annual meeting.

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<sup>13</sup> Amended May 14, 2008, NAIHC Resolution #2008-03.

<sup>14</sup> Amended June 25, 2003, NAIHC Resolution #2003-11.

**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 it or by 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, on the approval of the executive committee, 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 in office, may designate and appoint one or more committees, each of which shall consist of two or more directors or alternates, which 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; provided, however, that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the committee. 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 it by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the corporation and the chairman of the corporation shall appoint the members of the committees. Any member 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 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.

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. 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.

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. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted 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 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 chairman or a vice-chairman 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 chairman or by the secretary or an assistant secretary and shall be sealed with the seal of the corporation, 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 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 and 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 in the registered 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.

**Article XIII**  
*Fiscal Year*

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

**Article XIV**  
*Dues*

Section 1. Annual Dues.<sup>15</sup> Commencing in 1999, the annual dues for members shall be as follows:

- (a) Dues of voting members shall be in accordance with the following fee schedule 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.<sup>16</sup>
- (c) The National American Indian Housing Council, Board of Directors will establish non-voting associate member dues through the annual budgeting process.

Section 2. Payment of Dues.<sup>17</sup> Commencing with Fiscal Year 2002, dues shall be payable in advance on the first day of the fiscal year. (By way of illustration, dues for 2002 shall be due on January 1, 2002.) Dues of a first time member shall be prorated from the first day of the month in which such first time member is elected to membership, for the remainder of the fiscal year of the corporation.

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<sup>15</sup> Amended July 14, 1999, NAIHC Resolution #99-15; Amended June 25, 2003, Resolution #2003-12.

<sup>16</sup> Amended May 14, 2008, NAIHC Resolution #2008-02.

<sup>17</sup> Amended June 6, 2001, NAIHC Resolution #2001-10.

Section 3. Default and Termination of Membership.<sup>18</sup> When any member of any class 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.

When a member of the voting class has not paid its annual dues by the close of business on the day immediately preceding the day on which a vote is called for at the annual meeting of the members, its rights to vote shall be suspended and it shall not be allowed to participate in such vote.

**Article XV**  
*Seal*

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the corporation and the words "Corporate Seal. National American Indian Housing Council."

**Article XVI**  
*Waiver of Notice*

Whenever any notice is required to be given under the provisions of the Nevada Nonprofit Corporation 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.

**Article XVII**  
*Rules of Order to Govern at Meetings*<sup>19</sup>

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.

**Article XVIII**  
*Amendments to Bylaws*

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a resolution, if at least thirty 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

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<sup>18</sup> Amended June 25, 2003, NAIHC Resolution #2003-13.

<sup>19</sup> Amended June 25, 2003, NAIHC Resolution #2003-08.

bylaws at the meeting.<sup>20</sup> This written notice must include the proposed bylaw amendment.<sup>21</sup>

**Article XIX**  
*Supermajority Requirement for Resolutions<sup>22</sup>*

Notwithstanding any other provision of these bylaws, any resolution proposed for a vote of the membership at a duly-called meeting under these bylaws will require an affirmative vote of two-thirds ( $2/3^{\text{rds}}$ ) of the voting members present at any regular or special meeting of the members.

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<sup>20</sup> Amended June 10, 1998, NAIHC Resolution No. 98-15.

<sup>21</sup> Amended May 14, 2008, NAIHC Resolution #2008-03.

<sup>22</sup> Amended May 14, 2008, NAIHC Resolution #2008-01.