



"A Tradition of Native American Housing"

NATIONAL AMERICAN INDIAN HOUSING COUNCIL RESOLUTION #2008-03

A RESOLUTION TO AMEND THE BYLAWS OF THE NATIONAL AMERICAN INDIAN HOUSING COUNCIL TO MODERNIZE VARIOUS SECTIONS AND CLARIFY RELATIONSHIP WITH THE NAIHC CHAIRMAN

WHEREAS, the National American Indian Housing Council (NAIHC) represents the housing interests of American Indian tribes and Alaska Native villages and more than 266 tribally designated housing entities; and

WHEREAS, the stated purpose of the organization is to promote advocacy for policy and legislative changes that will favorably impact our primary goals of providing safe, decent, and affordable housing for Indian people in a manner recognizing the unique government-to-government relationship of tribes and the federal government; and

WHEREAS, the bylaws are silent or unclear regarding the NAIHC Chairman's roles, responsibilities, relationship to the Board of Directors and process for suspension and removal; and

WHEREAS, the new code of conduct and disclosure requirements of the NAIHC Chairman should also apply to all Board of Directors; and

WHEREAS, the gender references in the bylaws should accurately reflect both genders that are representative of tribal housing professionals; and

WHEREAS, the bylaws should reflect a modern form of communication among the NAIHC Board of Directors, such as email; and

WHEREAS, the bylaws should be amended to provide that Board of Director meetings other than regular (annual or quarterly) meetings may be conducted by telephone conference call; and

WHEREAS, the text of a proposed bylaw amendment should be included with any 30-day notice for a bylaw amendment.

NOW, THEREFORE BE IT RESOLVED, that the National American Indian Housing Council does hereby amend Article V of the bylaws as follows:

1. By renumbering Sections 5 through 12 thereof as 6 through 13;
2. By adding thereto a new Section 5, to read as follows:

“Section 5. Participation in Meeting by Telephone. Members of the board of directors may participate in a special meeting by means of a telephone conference by 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.”

3. By deleting the word “telegram” in renumbered Section 6 thereof (formerly Section 5), and inserting in lieu thereof “email” followed by a comma (,), and to delete the phrase, “if notice be given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company”; and

BE IT FURTHER RESOLVED, that the National American Indian Housing Council does hereby amend Article V of the bylaws by adding at the end thereof new Sections 14 and 15, to read as follows:

“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.

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”; and

BE IT FURTHER RESOLVED, that the National American Indian Housing Council does hereby amend Article VI of its bylaws as follows:

1. By striking the first sentence of Section 2, and amending the following sentence (which becomes the first sentence of the section) to read as follows: “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.”;
2. By deleting Section 5;
3. By adding a new sentence at the end of Section 6 to read as follows: “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;” and
4. By renumbering Sections 6 through 9 as 5 through 8; and

BE IT FURTHER RESOLVED, that the National American Indian Housing Council does hereby amend Article VII of its bylaws as follows:

1. By renumbering Articles VII through XVII thereof as VIII through XVIII and any conforming cross references modification throughout the bylaws; and

2. By adding thereto a new Article VII to read as follows:

“Article VII

Chairman

Section 1. **Chairman.** 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^{rds}), 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”; and

BE IT FURTHER RESOLVED, that the National American Indian Housing Council does hereby amend Article XVIII (renumbered; formerly Article XVII) (Amendments to Bylaws) by adding a new sentence at the end thereof to read as follows:

“This written notice must include the proposed bylaw amendment” and

BE IT FINALLY RESOLVED, that the National American Indian Housing Council does hereby amend its bylaws throughout by replacing the word “his” with the phrase “his or her,” and replacing the word “him” with the phrase “him or her” throughout the bylaws where the word “his” or “him” is not now followed by “or her.”

CERTIFICATION

As the duly appointed Secretary for the National American Indian Housing Council, I hereby certify that Resolution #2008-03, was adopted at NAIHC's 34th Annual Business Meeting in Seattle, Washington on May 14, 2008, with a quorum present.



Marty Shuravloff, Chairman



Jason Adams, Secretary