

**NORTHWEST INDIAN HOUSING ASSOCIATION (NWIHA)
2011 Resolution #2011-01**

RE: ADOPTION OF PROPOSED AMENDMENTS TO NWIHA ARTICLES OF INCORPORATION

- WHEREAS,** The Northwest Indian Housing Association (NWIHA) represents thirty-eight Indian Housing Authorities and Tribally Designated Housing Entities in Idaho, Oregon and Washington, and Annette Island, Alaska; and,
- WHEREAS,** The Mission of NWIHA is to promote safe, sanitary, decent and affordable housing for Tribal members in the Pacific Northwest, which it accomplishes by providing training and education opportunities; providing a forum for the discussion and resolution of issues; advocating for the collective benefit of all members; effectively linking members to information and financial resources; and working collaboratively with its industry partners; and,
- WHEREAS,** NWIHA has established and appointed an Executive Committee to serve in the capacity of NWIHA's Board of Directors pursuant to the NWIHA Articles of Incorporation and RCW 24.03.100; and,
- WHEREAS,** The Executive Committee has undertaken a comprehensive review of the organization's Bylaws and has determined certain amendments are necessary for internal consistency and consistency with applicable law; and,
- WHEREAS,** During the course of that review, the Executive Committee learned that according to the NWIHA Articles of Incorporation and Washington State law, amendments to the NWIHA Bylaws can only be undertaken by the Executive Committee; and
- WHEREAS,** NWIHA's longstanding practice has been to present any Bylaws amendments to the General Membership for a vote; and,
- WHEREAS,** The Executive Committee determined, in consultation with legal counsel, that if the Articles of Incorporation were amended accordingly, then authority to amend the NWIHA Bylaws could be vested in the General Membership; and,
- WHEREAS,** The Executive Committee adopted a resolution notifying the General Membership of the proposed change to the Articles of Incorporation and directed that the proposed amendment be placed before the General Membership for a vote; and,
- WHEREAS,** Notice of the proposed amendment to the NWIHA Articles of Incorporation was provided to the General Membership consistent with the requirements of RCW 24.03.080 and placed on the agenda of the September quarterly meeting for a vote of the General Membership; and
- WHEREAS,** The proposed amendment was considered at the regularly scheduled annual meeting of NWIHA held in Spokane, Washington, on September 14, 2011, and was passed by a vote of greater than a two-thirds majority of those present or present by proxy at said meeting.

NOW THEREFORE BE IT RESOLVED, the Northwest Indian Housing Association hereby amends its Articles of Incorporation as follows:

Article X of the Articles of Incorporation is deleted in its entirety, and replaced with the following language.

Article X.

1. *The authority to make, alter, amend or repeal bylaws for the Corporation is vested in the general membership of the Association, so long as such bylaws are not inconsistent with the provisions of these Articles, and such authority may be exercised at any regular or special meeting of the Association, subject to the requirements of paragraph 2 of this Article.*

2. *No action to alter, amend or repeal the bylaws for the Corporation can be taken without at least 30 days prior written notice given to all Association members of the proposed alterations, amendments, or repeal and a vote of the majority of members present at a regular or special meeting at which a quorum was present, providing that there was notice given to the members that the proposed action is on the agenda for said meeting.*

NOW THEREFORE BE IT FINALLY RESOLVED, the Northwest Indian Housing Association hereby directs that the amended Articles of Incorporation be filed with the Washington Secretary of State's office as soon as practicable and that all such other action necessary to affect such amendment be carried out by the NWIHA Executive Director, in consultation with NWIHA's legal counsel if necessary.

CERTIFICATION

This is to certify that the foregoing Resolution #2011-01 was duly enacted, pursuant to Article X of the Northwest Indian Housing Association Bylaws, at a regular meeting of the Northwest Indian Housing Association, held on September 14, 2011, a quorum being present, with a vote of 23 FOR; 0 AGAINST, and 2 ABSTAIN.

BY: /s/ Brook B. Kristovich
Brook B. Kristovich, Chairman

ATTEST:

BY: /s/ Laurie Ann Smith
Laurie Ann Smith, Secretary