

**NORTHWEST INDIAN HOUSING ASSOCIATION (NWIHA)
2011 Resolution #2011-02**

RE: ADOPTION OF PROPOSED AMENDMENTS TO NWIHA BYLAWS

- 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,** The Executive Committee proposed the amendments to the existing NWIHA Bylaws marked up on the attached Exhibit A, and directed that these proposed amendments be provided to the General Membership, with sufficient advance notice, for a vote on the same; and
- WHEREAS,** 30 days prior written notice of the proposed Bylaws' amendments was given to all Association members; and
- WHEREAS,** Notice that the proposed action was on the agenda for said meeting was provided to all Association members; and,
- WHEREAS,** The proposed amendment to the NWIHA Bylaws was placed before the NWIHA General Membership by a written notice to each NWIHA member entitled to vote; and
- WHEREAS,** The proposed amendments were considered at the regularly scheduled annual meeting of NWIHA held in Spokane, Washington on September 14, 2011, and were passed by a majority of those present or present by proxy at said meeting.

NOW THEREFORE BE IT RESOLVED, the Northwest Indian Housing Association hereby amends its Bylaws as set out in the strikeout/underline version of the NWIHA Bylaws attached as Exhibit A, which is hereby incorporated by reference in its entirety.

NOW THEREFORE BE IT FINALLY RESOLVED, the Northwest Indian Housing Association hereby directs that the Executive Director carry out all such action as is necessary to affect such amendment as soon as practicable.

CERTIFICATION

This is to certify that the foregoing Resolution #2011-02 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, 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

~~CONSTITUTION AND BY-LAWS~~
~~AMENDED AND RESTATED~~
BYLAWS
of the
Northwest Indian Housing Association

PREAMBLE

Adequate Housinghousing is vital to the collective welfare of Native American Indians and their communities throughout the Northwest. Providing adequate housing is a critical function of the Northwest Indian Housing Association and all of its Members. The ~~Maintenance,~~ Protectionmaintenance, protection and ~~Promotionpromotion~~ of existing and future Indian Housing Activitieshousing activities and ~~Opportunitiesopportunities~~ of the Northwest American Indian tribes is critical to their survival; the effective management of Indian Housing Resources is vital to the welfare of Northwest Tribes; the ~~Maintenance, Protectionmaintenance, protection~~ and ~~Promotionpromotion~~ of Affordable, Adequateaffordable, adequate, safe, and sanitary Housinghousing for Indian Communitiescommunities is consistent with National Native American Indian purposes.

The Northwest Indian Housing Association (NWIHA or Association) is hereby established as an organization to protect and promote the interests of tribal housing programs, Tribally Designated Housing Entities, and Indian Housing Authorities and to maintain a cooperative relationship with the United States Government consistent with the Native American Housing Assistance and Self-Determination Act (NAHASDA) of 1996, and the amendments, and regulations promulgated thereto, and ~~other~~ agreements as may arise with and among other federal, state or local housing agencies.

The business of the Association shall be managed by a Board of Directors, which shall hereinafter be referred to as the "Executive Committee," the composition and authorities of which are described in Article VII.

ARTICLE I. NAME OF ORGANIZATION

The Northwest Indian Housing Association.

ARTICLE II. HEADQUARTERS OF THE ORGANIZATION

The Headquarters of the Association shall be at the place of residency, or office of the Executive Director. In the event that the Association does not have an Executive Director, the Headquarters shall be at the place of residency or office of the Chairperson.

ARTICLE III. AUTHORITY

The Association shall exercise all powers which may be exercised under law in order to carry out the objectives and functions of the organization as set forth in these ~~By-Laws or in the Preamble to this Constitution~~Bylaws.

ARTICLE IV. PURPOSE, FUNCTION AND RESPONSIBILITIES

The Association shall provide a means of representing all the Indian Housing Authorities, Tribally Designated Housing Entities, and Tribes of Washington, Oregon, Idaho and Annette Island, Alaska, who are administering funds for Indian housing ~~into~~ in one association ~~Governinggoverning~~ Governinggoverning body so that

various unique problems with all such entities administering funds for Indian ~~Housing~~housing may be resolved in an orderly manner in the following areas:

- ~~a~~A. The Association shall ~~be enabled to~~ provide constant monitoring of current Housing and Urban Development policies and programs;
 - ~~b~~B. The Association shall recommend legislation that ~~would~~will ensure better Indian housing programs;
 - ~~c~~C. The Association shall disseminate pertinent information to each voting member regarding development companies, statutes, legislation, regulations, preparation of manuals and all areas of mutual interest to its members;
 - ~~d~~D. The Association shall promote, uphold, and support its voting members in their efforts ~~of providing to provide~~ decent, safe, sanitary and affordable dwellings for Indian People in the United States of America;
 - ~~e~~E. The Association shall provide ~~voting members~~ technical assistance ~~to voting members~~ when requested;
 - ~~f~~F. The Association shall intervene when requested by voting members ~~to act~~ as a ~~representing representative~~ body ~~effor~~ all the activities between the voting members and pertinent agencies;
 - ~~g~~G. The Association shall identify, develop and present training courses to improve the professional and technical capabilities of its voting members;
 - ~~h~~H. The Association shall work with its voting members and other Indian organizations concerning projects of a technical nature, and offer the above organizations assistance through contracts and/or service agreements;
- and
- ~~i~~I. The Association shall identify and prepare grant proposals to promote the goals of the Association ~~and its members; and~~
 - ~~J. The Association shall undertake such other activities in support of Indian housing that are authorized by its general membership and that are not inconsistent with applicable law or the Association's non-profit and tax-exempt status.~~

ARTICLE V. MEMBERSHIP AND ORGANIZATION

Section 1. Members: The membership of the Association shall be Indian Housing Authorities, Tribally Designated Housing Entities, Housing Committees, Tribes, public interest groups and other entities involved in Indian Housing in Washington, Oregon, Idaho and Annette Island, Alaska.

Section 2. Classes of Members: The Association 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)~~A. Voting Class: The following entities are eligible for full voting membership:

~~1-(i).~~ Indian Housing Authorities;

~~2-(ii).~~ Tribally Designated Housing Entities (“~~TDHE~~’TDHE”) (as that term is used in federal law governing federally-assisted housing for Indians); and

~~3-(iii).~~ Tribes that have not designated a TDHE and are the authorized ~~recipient~~recipients of grants for Indian housing from HUD (or any successor agency).

~~(b)B.~~ Individual Class: Individuals may apply to become non-voting members.

~~(c)C.~~ Associate Class: Public interest groups, businesses and other entities, including federally recognized tribes not eligible for voting membership, may apply to become non-voting ~~associate~~Associate members.

Section 3. Application Process for Individual and Associate Class. All applications for membership are to be on specified application forms and submitted to Chairperson for review and approval by the Executive Committee.

Section 4. Membership Dues. Membership dues shall be paid to the Association on an annual calendar year basis-, and are due January 1st of each year. An annual dues schedule shall be as follows:

~~(i)A.~~ Voting Class (corresponding to ~~(a) in Section~~Subsection 2(A) above) = \$750.00 per year.

~~(ii)B.~~ Individual Class (SectionSubsection 2(B) above) = \$50.00 per year.

~~C.~~ Associate Class For-Profit (SectionSubsection 2(C) above ~~and includes, to include~~ firms) =:-

<u>Annual Gross Business Volume</u>	<u>Dues</u>
Up to \$25,000.00	\$250.00
\$25,000.00 to \$50,000.00	\$500.00
\$50,000.00 to \$100,000.00	\$750.00
Over \$100,000.00	\$1,000.00

~~(iv)D.~~ Associate Class Non-Profit (SectionSubsection 2(C) above) = ÷ \$250.00 per year.

Section 5. Voting rights are granted per Article XIII.

ARTICLE VI. Officers and Association Representatives

Section 1. Officers

A. The ~~officers~~Officers of the Association shall ~~be voting class members consisting~~consist of the following: Chairperson, Vice-Chairperson, Secretary, Treasurer, ~~and such other officers as may be elected in accordance with the provisions of this article.~~

B. To be eligible to serve as an Officer of the Association, a person must be the delegate designated by a Voting Class Member to represent that member in the Association.

C. The ~~officers~~Officers shall be elected by the Association every two (2) years at the annual meeting.

C

- D. The ~~officers~~Officers and Executive Director shall be responsible for the prompt and efficient handling of all correspondence pertaining to the business of the Association.

Section 2. Representatives

Representatives to serve on AMERIND Risk Management Corp. (AMERIND), the National American Indian Housing Council (NAIHC), Affiliated Tribes of Northwest Indians (ATNI), and any other organization designated by the Association, shall be elected at an annual meeting for a two year term, unless that organization's term is different (in which case that organization's term shall apply). ~~Such representative elections shall take into consideration the organizations' election protocols. The election of Representatives shall take into consideration and follow each organization's respective election protocols. To be eligible to serve as a Representative of the Association, a person must be the delegate designated by a Voting Class Member to represent that member in the Association, unless the organization's governing documents or other protocols require otherwise.~~

Section 3. Chairperson

- A. The Chairperson shall preside at all meetings of the Association.
- B. The Chairperson shall plan all agenda items as to priority and shall conduct the meeting in accordance with the ~~by-laws~~Bylaws. Agendas must be provided to each voting member at least 20 days prior to each meeting.
- C. The Chairperson shall represent the Association or any member upon written request. Representation means to work directly with any agency on training, planning and problem solving on housing issues.
- D. The Chairperson shall ~~appoint~~make appointments to fill positions on all authorized committees, unless otherwise ~~ordered~~directed by the Association.
- E. Voting Rights of the Chairperson. The Chairperson (or Vice-Chairperson, in the absence of the Chairperson) shall have the right to cast a vote according to Article XIII.

Section 4. Vice-Chairperson

In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of that office. In case of resignation, death or removal for cause of the Chairperson, the Vice-Chairperson shall assume the office of the Chairperson, ~~refer to Section~~to serve as provided in Subsection 7 of this Article.

Section 5. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Executive Committee ~~Board~~ in books provided for that purpose; see that all notices are given in accordance with the provisions of these ~~bylaws~~Bylaws or as required by law; be custodian of the Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is authorized in accordance with the provisions of these ~~bylaws~~Bylaws; keep a register of the phone number, post office address, and email 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 as may be assigned by the Chairperson or by the Executive Committee ~~Board~~. The Secretary ~~can designate~~may delegate all or certain duties to the Executive Director to carry out on ~~their~~of the Association or Executive Committee. The Secretary, in the absence of the Chairperson and Vice-Chairperson, shall call meetings to order until a Chairperson pro-tem is selected by those members present.

Section 6. Treasurer

The Treasurer shall be the custodian of all funds in possession of the Association. ~~They, and~~ shall keep an accurate record of all funds and report the financial status of the Association to its membership at each quarterly meeting per Article VII of these ~~by-laws~~ Bylaws. The Treasurer ~~can designate~~ may delegate all or certain duties to the Executive Director to carry out on ~~their~~ behalf of the Association or Executive Committee.

Section 7. Length of Term in Office

A. All ~~officers~~ Officers shall serve for a period of two years unless removed by the Association or by their local governing body.

B. Vacancy:

~~1.(i).~~ Chairperson: Refer to Article VI, Section 4.

~~2.~~

(ii). Other ~~officers~~ Officers: In case of resignation, death or removal for cause of one of the Officers, The Chairperson ~~of the Association~~ (or in the event of removal of the Chairperson, the Vice-Chairperson) shall appoint a member to fill the vacancy, to be ~~voted on~~ confirmed by vote of Voting Class members at the next quarterly meeting, to fill the unexpired term of office. If the membership does not confirm the appointed person, the membership shall then elect another member at that same meeting to fill the unexpired term of office.

C. Removal:

~~1.(i)~~ Removal of ~~officers~~ an Officer or other member of the Executive Committee due to conflict of interest or misconduct, other than theft of funds, shall be determined by a majority of ~~voting members~~ Voting Class Members present, at a special meeting called for that purpose. Theft of funds by any ~~officer~~ Officer or other member of the Executive Committee shall be cause for immediate removal by the Executive Committee.

(ii) Any ~~officer~~ Officer or other member of the Executive Committee missing two consecutive meetings of the ~~association~~ Association or the Executive Committee shall be removed from ~~offices~~ as recommended by the Executive office at the discretion of the Executive Committee.

(iii) The ~~Chairperson~~ (or in the event of removal of the Chairperson, the Vice-Chairperson) ~~Executive Committee~~ shall ~~then~~ appoint a replacement if the person removed is an officer, per Article VI, Section 7. B(ii), and the Chairperson shall appoint a replacement if the person removed is a non-officer member of the Executive Committee.

~~2.(iv)~~ The Executive Committee shall remove ~~representatives of~~ Representatives or Association committee members ~~due to~~ in case of misconduct or conflict of interest. ~~The Executive Committee shall appoint the replacement representative or committee member.~~

~~—(v)~~ Any ~~representative~~ Representative or Association committee member missing two consecutive meetings of the Association, the Executive Committee, or of the

organization to which they have been appointed, shall be removed at the discretion of the Executive Committee. ~~The Executive Committee shall then appoint a replacement member, unless the organization's governing documents or protocols require a different procedure for removal.~~

(vi) The Executive Committee shall appoint the replacement Representative or Association committee member to serve as the Representative until such time as a vote of the membership can be taken to elect a replacement consistent with the governing documents or protocols of the organization to which the person was a representative.

Section 8. Meeting Expense Reimbursement

Travel expenses will be paid for ~~those~~each member on the executive Committee, NAIHC, AMERIND, ATNI and other official Representatives when attending in that capacity at Executive Committee meetings, as follows: \$500 per meeting or actual expenses, whichever is less. Payment will be made upon the request of each member/~~representative~~Representative and receipt of documentation. Conference calls will be allowed when Executive Committee members or ~~representatives~~Representatives cannot make the Executive Committee meeting, but want to participate.

ARTICLE VII. Executive Committee

~~Section 1. The Committee shall be made up of the Association officers and 3 members appointed by the Chairperson.~~

Section 1. The business of the Association shall be managed by the Executive Committee. The Executive Committee shall consist of seven (7) members: the four (4) Association Officers and three (3) members appointed by the Chairperson to serve two-year terms. The three non-officers shall be appointed by the Chairperson after each election of the Officers. To be eligible to serve as a non-officer, a person must be the delegate designated by a Voting Class Member to represent that member in the Association.

Section 2. The Executive Committee, which functions as the Board of Directors, shall have the control and management of the affairs and business of the Association consistent with these Bylaws and the Articles of Incorporation. The Executive Committee shall only act in the name of the Association when it shall be regularly convened by its Chairperson after due notice to all members of the Executive Committee of such meeting. Such notice must be provided in writing with at least three (3) business days advance written notice, provided that the notice requirement can be waived by a unanimous consent of all seven members of the Executive Committee, which consent shall be in writing. Meetings may be held in person or by telephonic conference call, provided that each member present at such telephonic meeting can hear and be heard by all the other participants.

Section 3. Four (4) members of the Executive Committee shall constitute a quorum and the meetings of the Executive Committee shall be held as called by the Chairperson with notice as provided in these Bylaws. No business shall be acted upon without a quorum present. Any action taken must be by a

majority vote of those members present. The Executive Committee may make such other rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 4. Duties of the Executive Committee shall ~~be to develop~~include developing Association policies for recommendation to the membership, ~~act~~acting on items that are referred to them by the Association members at any meeting, forming committees for various purposes consistent with the Bylaws. and other duties as noted in the ~~by-laws~~Bylaws.

ARTICLE VIII. Executive Director

The Executive Committee is authorized to hire, discipline, or terminate ~~to an Executive Director.~~ The duties and responsibilities of the Executive Director shall be detailed in a written contract: approved by the Executive Committee. Some ~~officers'~~Officers' duties may be ~~shifted~~delegated to the Executive Director per the contract. In the absence of the position being filled, the duties of the ~~officer~~Officer revert back ~~to as provided in~~ these ~~by-laws~~Bylaws.

ARTICLE IX. Financial Management

- A. The Officers of the Association are authorized to sign checks and vouchers on behalf of the Association. Two Officers' signatures will be required for all checks.
- B. The Treasurer shall maintain a ledger book showing all funds, receipts and expenditures and maintain a check register with documentation and vouchers.
- C. The Treasurer shall record and receipt all funds received by the Association.
- D. The Treasurer shall verify accuracy of all invoices, prepare checks based on approved invoices and mark each invoice paid and forward all checks and invoices for approval and signature.
- E. The Treasurer shall maintain a checking account at a location determined by the Chairperson and the Treasurer, and reconcile monthly statements from banks.
- F. The Treasurer shall comply with the Association Investment Policy and maintain an investment register showing all investments, interest earned and length of investment.
- G. The Treasurer shall prepare a report for distribution on all funds received, expenditures and investments to all voting members.
- H. The Treasurer shall maintain a ledger showing dues received from all Association members, and prepare a list of Voting Class Members who have paid their dues prior to each quarterly meeting for the Chairperson's review ~~and any necessary action as required in Article V, Section 5.~~

ARTICLE X. Meetings

Section 1. Quarterly Meetings~~—.~~ Meetings of the Association will be held in January, May and September of each year; unless adjusted by a majority of the Executive Committee. Caucuses will be held at the NAIHC and AMERIND annual meetings. Meetings will be held prior to those held by AMERIND, ATNI and NAIHC, if possible.

Section 2. Annual Meetings~~—.~~ The annual meeting of the Association shall be held in September of each year.

Section 3. Special Meetings

- A. The Chairperson at his/her discretion shall call "special" meetings of the members of the Association in cases that require urgent attention.
- B. An ~~officer~~Officer of the Association will, upon written request of three ~~membership Authorities~~Voting Class Members of the Association, as provided in Article V, Section 2.A, call a special meeting of the Association for the purpose of transacting any business designated in the call. The call for a special meeting will be delivered to each ~~membership Authority~~of member of the Association, or will be mailed to the business or home address of each member at least ten (10) working days prior to the date of such meeting. At such meeting, no business shall be considered other than as designated for in the call.
- C. A quorum must be present at any special meeting as required in Article XI, Section 1.

ARTICLE XI. General Assembly

Section 1. ~~Quorum~~—, 50% of the ~~Indian Housing Authorities membership~~Voting Class Members of the Association represents a quorum ~~(which quorum count shall include those members represented by proxy)~~. No business shall be acted upon without a quorum present. Once a quorum has been established, the meeting can continue for the entire meeting schedule ~~whether or not a quorum still remains~~. At the end of each day, a recess will be called.

Section 2. ~~Proxies~~— Proxies will be allowed by those Association members not able to attend the regular or special ~~Meetings~~meetings of the Association. Written notice of designation of a proxy must be provided to the Executive Director prior to the meeting, and the Executive Director shall forward the notice to the Chairperson.

Section 3. Majority Vote. Any action taken at the meeting must be by a majority vote of those members present (which shall include those members represented by proxy).

Section 4. Minutes—, Minutes shall be distributed within thirty (30) working days, following the previous meeting, to the voting membership of the Association.

ARTICLE XII. Political Activity

The Association shall be non-partisan.

ARTICLE XIII. Delegates

Each ~~Indian Housing Authority or Tribally Designated Housing Entity with membership in~~Voting Class Member of the Association will appoint ~~from its Housing Authority, TDHE, or Tribe,~~ one delegate. Each ~~Housing Authority~~Voting Class Member with dues that are currently paid is entitled to cast one vote in the name of its ~~Housing Authority~~entity at all duly called meetings of the Association.

ARTICLE XIV. Order of Business

~~The Meetings of the~~ Association membership in general assembly as well as meetings of the Executive Committee shall ~~be guided by~~follow Robert's Rules of Order as non-binding guidelines.

ARTICLE XV. Amendments and Changes

Section 1. ~~Amendments and changes~~The authority to the Constitution and By-laws shall be made by at least a 2/3 majority vote of the Assembled members of ~~make, alter, amend or repeal~~ the Association. Bylaws is vested in the general membership of the Association and may be exercised at any regular or special meeting of the Association, subject to the requirements of Section 2.

Section 2. No ~~amendments~~action to alter, amend or ~~changes to~~repeal the ~~Constitution and By-laws~~Bylaws can be ~~made~~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, ~~and all amendments or changes must be on the meeting agenda prior to the a meeting of the Association (with there was notice given to the members that the proposed action is on the agenda for said meeting.~~

CERTIFICATION

The foregoing ~~Constitution and By-laws~~Bylaws ~~was~~were duly adopted by the membership of the Northwest Indian Housing Association at the Quarterly Meeting on March 3, 1998, in Pendleton, Oregon, with a quorum of its members being present and voting; Amended on June 8, 1999 in Post Falls, ID, with a quorum of its members being present and voting; Amended on September 13, 2000 in Port Angeles, WA, with a quorum of its members being present and voting; Amended on January 10, 2001 in Ocean Shores, WA, with a quorum of its members being present and voting; Amended on January 16, 2002 in Reno, NV, with a quorum of its members being present and voting; Amended on September 3, 2003 in Ocean Shores, WA, with a quorum of its members being present and voting; Amended on January 11, 2006 in Tukwila, WA, with a quorum of its members being present and voting; Amended on January 17, 2007 in Tukwila, WA, with a quorum of its members being present and voting; and Amended on September 15, 2010 in Ocean Shores, WA, with a quorum of its members being present and voting; and Amended on _____, 2011 in _____, with a quorum of its membership present and voting.

/s/ Brook B. Kristovich
Chair

ATTEST:

/s/ Carina Kistler Ginter
Secretary