

BYLAWS OF
NATIONAL NATIVE AMERICAN HUMAN RESOURCES ASSOCIATION

ARTICLE I.

Name

Section 1. Name. The name of the Corporation shall be the National Native American Human Resources Association.

ARTICLE II.

General Provisions

Section 1. References. References in these Bylaws to the Articles of Incorporation shall mean this Corporation's Articles of Incorporation as amended from time to time as on file with the Secretary of State of Maine. References to the Maine Nonprofit Corporation Act (the "Act") and to particular sections of said Act are to said Act and said sections as amended from time to time. The headings of Articles and Sections in these Bylaws are for convenience only, and shall not be taken into account in construing these Bylaws.

Section 2. Office and Location. The registered office of this Corporation in Maine shall be the office of the Registered Agent, which is set forth in the Articles of Incorporation. The Corporation may have such other offices and places of business both within and without the State of Maine as the Board of Directors may from time to time establish, or as the business of the Corporation may from time to time require.

Section 3. Registered Agent. The Corporation shall have a Registered Agent, who shall not by reason of such position be an officer. The Registered Agent of the Corporation shall be a resident of the State of Maine. The initial Registered Agent shall be named in the Articles of Incorporation and shall serve until his or her death or resignation from office, or until a successor is appointed by the Board of Directors. The Registered Agent may certify votes and actions of the Board of Directors and its committees and shall perform such other duties and have such powers as are prescribed by the Act.

Section 4. Purposes. The Corporation was organized and shall be operated for the purposes set forth in its Articles of Incorporation as amended from time to time (as so amended, the "Articles") as well as for all other purposes permitted under the Act. The Corporation shall not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

Section 5. Tax Exempt Purpose. It is intended that the Corporation shall have the status of a Corporation which is exempt from Federal Income taxation under § 501(c)(6) of the Code. The Articles of Incorporation and these Bylaws shall be construed accordingly and all

powers and activities of the Corporation shall be limited accordingly. In this regard, the Corporation shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax-exempt status under §501(c)(6) of the Code.

Section 6. Distribution upon Dissolution. No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or any individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed in the manner provided in the Corporation's Articles of Incorporation.

ARTICLE III.

Membership

Section 1. Members and Qualifications. There shall be two classes of members as follows:

(a) Associate Membership. The qualifications for membership in the Corporation shall be open to those individuals actively employed in human resources or other employment with a Native American tribe or tribal enterprise. To achieve the mission of the Corporation there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, or handicap. Memberships are individual and are not transferable.

(b) Student and Corporate Members. Individuals who are actively enrolled in post-secondary education or individuals or companies operating independently as a consultant, or business vendor of materials, supplies, or services, and who are not employed with a Native American tribe or tribal enterprise. Student and Corporate members may not vote or hold office in Corporation.

(c) Native Non-Profit Associate Membership. Native Non-Profit membership shall be open to individuals who are actively employed or are elected officials of a Native Non-Profit. Non-Profit Members may vote and may not hold office in the Corporation.

Section 2. Duties of the Members. The Members of the Corporation shall elect the Board of Directors annually at the Annual Membership Meeting during the NNAHRA annual conference.

Section 3. Voting Rights. Each Associate member shall have the right to cast one vote on each matter brought before a vote of the members. Student and Corporate members shall have no right to vote.

Section 4. Application for Membership and Fees. Membership is valid for a one (1) year period from the date of enrollment. Membership is available at a yearly fee as established by the board, and shall be effective from the date of enrollment.

Section 5. Disciplinary Actions. Any member may be expelled, suspended, or otherwise disciplined by the Corporation for unprofessional conduct or abuse of membership in accordance with criteria and procedures established and approved by the Board of Directors

ARTICLE IV.

Membership Meetings

Section 1. Annual Membership Meeting. The Annual Membership Meeting of the Corporation shall be held at the NNAHRA annual conference with the date and place determined by the Board of Directors. Failure to hold the Annual Membership Meeting at the designated time shall not work a forfeiture or dissolution of the Corporation. At the Annual Membership Meeting, members shall elect Directors to fill director's positions whose term has expired, based upon nominations provided by the Board of Directors. Nominations may also be made by members at the Annual Membership Meeting.

Section 2. Notice of Annual Membership Meeting. Notice of the Annual Membership Meeting shall be sent to all members by U.S. Mail, Fax or email no less than 10 nor more than 50 days before the date of the meeting, together with nominations for Board members authorized by the Board or by a nominating committee.

Section 3. Quorum of Members. Members holding fifteen (15) percent of the votes entitled to be cast shall constitute a quorum. The vote of the majority of the members present at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

Section 4. Parliamentary Procedure. At all meetings of the Members, Robert's Rules of Order, as then amended, shall be followed, except in the event of a conflict, these Bylaws or the Articles of Incorporation shall prevail.

ARTICLE V.

Board of Directors

Section 1. Board of Directors of the Corporation. There shall be no fewer than seven (7) nor more than fifteen (15) Directors of the Corporation. The initial Directors following the filing of the Articles of Incorporation of the Corporation shall serve until they are up for re-election as provided in Section 2 below. Thereafter, the Directors shall be elected by the Membership at the Annual Meeting as provided in Section 2 below. All Board members must

maintain membership in NNAHRA during their tenure as Board members, including payment of membership fees.

Section 2. Term of Office and Qualifications. All Directors shall be elected by the members at the Annual Membership Meeting. All candidates for the Board of Directors must be current associate members of NNAHRA at the time of nomination and election. To promote the continuity of corporate business, board elections shall be staggered. Each elected Board member shall assume office within thirty (30) days following the election and shall hold office for four years, or until their successor is elected and takes office.

Section 3. Duties of Directors. The Directors of the Corporation shall be the governing and policy-making body of the Corporation and shall have responsibility for supervising the activities of the Corporation. The Board may delegate certain of its duties and functions, but such delegation shall not abrogate or vitiate its powers and responsibilities. The Board shall submit to the membership any matters which, in the judgment of the Board, require approval of such membership.

Section 4. Board of Directors' Responsibilities. The Directors of the Corporation shall transact all business of the Corporation except as prescribed otherwise in the Article of Incorporation or Bylaws. An associate member in good standing may request the President to place on the agenda of the next regular meeting, any action taken by the Directors.

Section 5. Vacancies of Directors. Should any of the Directors resign or be removed during their term, the remaining Directors shall elect a successor, by majority vote at any board meeting where a quorum is present, to serve out the remaining term until a successor Director is elected by the membership at the next regularly scheduled Annual Membership Meeting. A Director (Officers and Members at Large) shall be authorized to remove Directors for cause, by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE VI.

Directors Meetings

Section 1. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held as follows:

(a) Frequency. The Board shall meet as often as necessary, but not less than once quarterly. Meetings of the Board shall be called by the Secretary of the Corporation at the request of the President or any other Officer acting temporarily in their place.

(b) Notice. Notice of a meeting may be provided in writing, by email, telephone or facsimile, at least 2 weeks prior to the scheduled meeting.

(c) Location. Meetings of the Board may be held on-site dependent on meeting location and travel costs or by conference call, provided that in the case of any vote taken by telephone, the Secretary shall request and confirm from each voting member, written confirmation within thirty (30) days. The Secretary shall ensure compliance with such voting and that once confirmed, shall become official Board action.

(d) Committees. Committees shall be formed and disbanded by the Board of Directors based upon the needs of the Corporation. A committee shall select its own chairperson. Committee actions must be presented to and sanctioned by the Board of Directors.

Section 2. Special Meetings of the Board of Directors. The President or Secretary of the Corporation may call a special meeting of the Corporation for the purpose of transacting any business designated in the call when deemed necessary and shall call a special meeting of the Corporation upon the written request by a majority of the Directors. The call for a special meeting may be delivered to any Director or may be mailed to their business or home address at least three days prior to the date of the special meeting. At such special meeting, no business shall be considered other than as designated in the call, but if all Directors are present, any and all business may be transacted at such special meeting.

Section 3. Quorum of Directors. A majority of the Board of Directors shall constitute a quorum sufficient to transact any business coming before the Board. For matters involving financial obligations by the Corporation, the quorum must include at least two (2) officers of the board.

Section 4. Reimbursement. The members of the Board of Directors shall not be reimbursed for expenses in connection with activities of the Board unless such payments are pre-authorized and sanctioned by the Board. All reimbursements shall comply with the fiscal policies as established by the Board.

Section 5. Action by Unanimous Written Consent. Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if all of the Directors sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of Directors' meetings and shall have the same effect as a unanimous vote. Any Director may consent to an action by sending an email or equivalent electronic message to the other Directors affirming his assent to the resolutions or votes in question, and such electronic message shall be deemed adequate for purposes of the Corporation acting by unanimous consent. A paper copy of such electronic message shall be placed into the corporate records by the Secretary of the Corporation.

Section 6. Parliamentary Procedure. At all meetings of the Directors, Robert's Rules of Order, as then amended, shall be followed, except in the event of a conflict, these Bylaws or the Articles of Incorporation shall prevail.

ARTICLE VII.

Officers

Section 1. Officers; Number; Term. The principal officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. All officers must also be members of the Board of Directors. The Board of Directors, at its discretion, may appoint such other officers, agents, or employees as it may deem advisable, and prescribe the powers, duties, and tenure thereof. Officers shall hold office for a term of four (4) years or until their resignation or removal from office or earlier death. Officers may serve successive terms, without limit, in the discretion of the Board of Directors. Officers must maintain Membership in NNAHRA during their tenure as officers, including payment of membership fees.

Section 2. Authority and Duties. Each officer shall have such authority and perform such duties as are set forth in the Act or in these Bylaws, and as shall be determined from time to time by the Board of Directors. Each officer shall also have such authority and perform such duties as are usually incumbent upon his office except as the same may be limited from time to time by the Board of Directors.

Section 3. President. The President shall preside at the meetings of the members and of the Board. The President, with the consensus of the Board, shall direct the business of the Corporation and the affairs and transactions of the Corporation.

Section 4. Vice President. Vice President shall serve as Chair of the Membership Committee. The Vice-President shall encourage membership growth and shall maintain the official membership roster of the Corporation. The Vice-President shall serve as President during absences and at Board direction.

Section 5. Treasurer. The Treasurer shall be responsible for the financial transactions of the Corporation. The responsibilities shall include financial accounting, fiduciary responsibilities, and financial reports to the Board. The Treasurer shall prepare for and arrange the annual audit of the accounts and other reports as directed by the Board. The Treasurer shall be responsible for membership billing and shall perform other fiscal duties as the Board may require.

Section 6. Secretary. The Secretary shall be responsible for recording, summarizing, and distributing the minutes of all the Corporation meetings. The Secretary shall be responsible for notifying members of upcoming meetings. The Secretary shall be responsible for coordinating the various activities associated with the Corporation's newsletter, including mailing.

Section 7. Vacancies; Removals. The Board shall be authorized to accept the resignation of any officer. The Board shall be authorized to remove officers for cause, by two-thirds (2/3) vote of the Board of Directors.

ARTICLE VIII.

Amendments

Except as otherwise required by law, these bylaws may be amended or repealed at any meeting of the Board of Directors at an annual, regular or special meeting where a quorum is present.

ARTICLE IX.

Liability, Indemnification, and Remuneration

Section 1. Liability and Indemnification. In the absence of fraud or willful misconduct, the Officers and Directors shall not be personally liable for its debts, obligations, or liabilities; and the Corporation shall indemnify any employee, officer, and director or any person who may have served at its request as an Officer, and Director, whether for profit or not for profit, against claims or expenses actually and necessarily incurred in connection with the defense of, or any liability arising from any action, suit, or proceeding of any nature arising out of our connection with association activities provided that no indemnification shall be provided for any person with respect to any matter as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Any such indemnification shall not be deemed exclusive of any other rights to which such officer/director be entitled under any Bylaws, agreement, a vote of the Directors or members, or otherwise.

The Corporation may purchase and maintain insurance on behalf of any person who is an Officer, or Director, against any liability asserted against him/her in any such capacity as stated in the immediately preceding paragraph. Indemnification by the Corporation will cover all amounts above and beyond policy coverage or items not included in coverage except fraud or willful misconduct.

Section 2. Remuneration. With the exception of services provided under certain contractual agreements, all members of the Board, and all other members serving as unpaid volunteers, may be reimbursed only for actual out-of-pocket expenses incurred when performing authorized corporate duties. Payments for contractually purchased services shall be determined by the specific contract, the awarding of which shall be governed by sound fiscal management policies.

ARTICLE X

Public Benefit Corporation Provisions

Section 1. Restrictions on Board of Directors Members. No more than forty-nine percent (49%) of the individuals on the Board of Directors may be financially interested persons. For the purposes of this section, “financially interested person” means (a) an individual who has received or is entitled to receive compensation from the Corporation for personal services rendered to the Corporation by that individual within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, consultant or otherwise, excluding any reasonable payments made to Directors for serving as Directors. An individual is considered to receive compensation for services rendered to the Corporation by that individual if the individual is entitled to receive, other than as a shareholder of a publicly held corporation, a portion of the net income of a corporate or other business entity that provides, for compensation, personal services to the Corporation; or (b) a spouse, brother, sister, parent or child of the individual described in the foregoing subsection (a).

Section 2. Conflict-of-interest transactions.

(a) This section sets forth the Corporation’s policies on conflict of interest transactions. This section is intended to ensure that the Corporation is in compliance with the provisions of § 718 of the Act, as it may be amended from time to time. A conflict-of-interest transaction is a transaction in which a Director or officer of the Corporation has a direct or indirect financial interest. For the purposes of this section, a Director or officer has an indirect interest in a transaction if:

(i) Another entity in which the Director or officer has a material interest or in which the director or officer is a general partner is a party to the transaction; or

(ii) Another entity of which the Director or officer is a director, officer, or trustee is a party to the transaction.

(b) A conflict-of-interest transaction is not voidable or grounds for imposing liability on a director or officer of the Corporation if the transaction was fair at the time it was entered into or is approved as provided in subsection (c) below.

(c) A transaction in which a director or officer of the Corporation has a conflict of interest may be approved before or after the consummation of the transaction as follows:

(i) The Board of Directors or a committee of the Board of Directors may authorize, approve, or ratify a transaction under this section if the material facts of the transaction and the director’s or officer’s interest are disclosed or known to the Board of Directors or committee of the Board of Directors. The transaction may be approved only if it is fair and equitable to the corporation as of

the date the transaction is authorized, approved, or ratified. The party asserting fairness of any such transaction has the burden of establishing fairness.

(ii) If the Board of Directors so requests, a transaction under this section may be approved by the Maine Attorney General or by the Superior Court in an action in which the Attorney General is joined as a party. If the Board of Directors is unable to make a decision regarding a transaction, one or more Directors or officers may request approval of the Attorney General or the court in accordance with this subsection. The transaction may be approved only if it is fair and equitable to the corporation as of the date the transaction is authorized, approved, or ratified. The party asserting fairness of any such transaction has the burden of establishing fairness.

(d) For purposes of subsection (c), a conflict-of-interest transaction is approved if it receives the affirmative vote of a majority of the Directors on the Board of Directors or on a committee of the Board of Directors who have no direct or indirect interest in the transaction, but a transaction may not be approved under this subsection by a single Director. If a majority of the Directors on the Board of Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section, notwithstanding any other provision of these Bylaws.

(e) Notwithstanding the foregoing, the Board of Directors or the executive committee of the Board of Directors has the authority to fix the compensation of Directors for their services as Directors or officers or in any other capacity.

ARTICLE XI

Statement of Ethics

NNAHRA adopts a Code of Ethics for members of NNAHRA in order to promote and maintain the highest standards among its members. Each member shall honor, respect, and support these ethics.

NNAHRA shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

No member shall actively solicit business from any other member at NNAHRA meetings or through the use of information provided to them as a member of NNAHRA without the approval of the Board of Directors.

As a member of the National Native American Human Resource Association, the Member is pledged to:

- Exemplify positive professional and personal conduct.

- Strive for personal growth in the field of human resource management.
- Support NNAHRA's goals and objectives for developing the human resource management profession and encourage Human Resource Development as a career.
- Encourage their employer to make the fair and equitable treatment of all employees a primary concern.
- Strive to make their employer educated, knowledgeable, and updated in current Human Resource development and related issues.
- Refrain from using their official position, either regular or voluntary, to secure a special privilege, gain or benefit for themselves.
- Maintain the confidentiality of privileged information.
- Improve public understanding of the role of human resource management.

This Code of Ethics for members of the National Native American Human Resource Association has been adopted to promote and maintain positive personal and professional conduct among its membership. By joining NNAHRA, a member espouses this Code, thereby assuring public confidence in the integrity and service of human resource management professionals.