



**BYLAWS OF  
THE NATIONAL COUNCIL OF URBAN INDIAN HEALTH**

**ARTICLE 1  
PURPOSES AND DEFINITIONS**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this organization shall be to promote the improvement in health status and the positive well being of American Indian and Alaska Native people through a comprehensive network of Urban Indian Health Programs that will collectively provide education, training, and current updates on health and wellness to the Indian communities they serve, including, as follows:

- A. To work toward effective solutions that assure that high quality care is available to all American Indian and Alaska Native people;
- B. To provide a forum for the exchange of information between Urban Indian Health Programs;
- C. To provide a vehicle whereby UIHPs may collectively exercise self-determination and self-help in meeting the current crises and future challenges to providing quality health care in our respective communities;
- D. To provide education and training to ensure the maintenance of professional standards of persons in UIHPs who are making policy decisions, administering programs, and providing services to the communities served;
- E. To form and operate a communication network that will gather, compile, and disseminate pertinent information to the staffs and community boards of UIHPs throughout the Nation;
- F. To unite for joint action on issues of common interest to UIHPs;
- G. To collect and share best practice management techniques for UIHPs, and to assist with providing or creating access to appropriate training for their staff and community boards;
- H. To support development of permanent and dependable financing for UIHPs, including identifying and maximizing the utilization of alternative funding sources;





- I. To promote community health education;
- J. To promote and provide a liaison between consumer groups and other health care provider groups at the national level;
- K. To advocate for provision of services in a culturally sensitive way;
- L. To promote wellness nationally;
- M. To promote member satisfaction with the operation and activities of the National Council of Urban Indian Health; and
- N. To engage in any lawful act or activity for which corporations may be organized under the laws of California.

## SECTION 2. DEFINITIONS

- A. The *National Council of Urban Indian Health* may be referred to in these Bylaws as "NCUIH" or "Corporation" and references a 501(c)(3) organization representing the health care interests of American Indians and Alaska Natives living in urban settings.
- B. *Urban Indian Health Programs* may be referred to as "UIHPs" and are 501(c)(3) corporations that are governed as individuals and not subsidiaries by an American Indian and Alaska Native majority board and are the direct recipients of funding from Title V of the Indian Health Care Improvement Act, as amended.
- C. *NIAAAs* are Urban Indian Health Programs that are funded under the National Institute of Alcohol Abuse and Alcoholism.
- D. *American Indians* and Alaska Natives are those that meet the definition of "Indian" or "California Indian" found in the Indian Health Care Improvement Act, as amended, which includes both members of federally recognized tribes and certain others.
- E. *Organizational Member* means an Urban Indian Health Program or NIAAA admitted to membership in NCUIH.
- F. *General Membership* refers to those Organizational Members of NCUIH that are in good standing and therefore have voting rights. Organizational Members that are not in good standing are not included in the General Membership class.





- G. *Region* refers to the eight (8) groups of states in which Organizational Members are located and from which representative directors are selected to sit on the Board of Directors.
- H. *Director* refers to a representative from a Region chosen to sit on the Board of Directors and must be employed by, or serve on the board of, an Organizational Member of NCUIH in good standing.
- I. The *Board of Directors* may be referred to in these Bylaws as "Board" or "NCUIH Board" and references all of the directors selected to represent the Regions.
- J. *Officer* refers to the President, Vice President, Treasurer, Secretary, and President Elect of the Executive Committee, all of whom also serve as directors on the Board of Directors.
- K. The *Executive Committee* consists of the officers, all of whom also serve as directors on the Board of Directors.
- L. *CEO* refers to the individual employee of NCUIH carrying out many of the day-to-day supervision activities of the Corporation.
- M. *Good standing* means an Organizational Member has paid all required dues to NCUIH.
- N. *Days* means calendar days. If a due date falls on a weekend or a legal holiday, then that due date shall be extended to the next business day.

## ARTICLE 2 OFFICES

### SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business shall be located as directed by the Board of Directors.

### SECTION 2. OTHER OFFICES





The Corporation may also have offices at such other places as its business may require and as the Board of Directors may from time to time designate.

### **ARTICLE 3 MEMBERSHIP**

#### **SECTION 1. CLASSIFICATION OF MEMBERS**

- A. Any UIHP or NIAAA may become an Organizational Member.
  
- B. The General Membership shall consist of Organizational Members in good standing in NCUIH.

#### **SECTION 2. APPLICATION FOR MEMBERSHIP**

- A. Entities seeking to become Organizational Members with NCUIH shall be required to complete such application as directed by the Board.
  
- B. The Board shall determine, on the basis of the purposes of the Corporation as stated in the Articles of Incorporation and these Bylaws, whether to approve or disapprove any application for membership in NCUIH.
  
- C. Any disapproval may be appealed to the General Membership. The General Membership's determination to approve membership, by a two-thirds (2/3) vote, shall be final.

#### **SECTION 3. MEMBERSHIP DUES**

- A. Organizational Members' dues shall be .0015 (.15%) of the Title V Indian Health Care Improvement Act, as amended, base funding for the previous fiscal year, but in no case shall the dues exceed \$2,000/year. Dues shall be paid by January 1 of each year.
  
- B. During the first week of November, notice shall be provided to all Organizational Members regarding the amount of dues each will owe on January 1. During the second week of December, additional notice shall be provided to any Organizational Members that have not yet paid their dues. If an Organizational Member has not paid its dues by January 14, notice of delinquency shall be provided to the Organizational Member.
  
- C. If any Organizational Member does not pay dues by January 31, it shall be deemed for the





remainder of the year not to be in good standing and lose all benefits of membership, including, but not limited to, voting rights. It will have the opportunity to pay dues the following January 1.

- D. An Organizational Member may contact the Treasurer anytime before January 31 in order to request an extended payment plan. The Treasurer may, but is not required to, authorize an extended payment plan for the Organizational Member if it can demonstrate that payment of the dues on time would be a financial hardship.
- E. All dues are non-refundable.

#### **SECTION 4. POWERS AND DUTIES OF ORGANIZATIONAL MEMBERS**

A. Organizational Members shall have the power to individually nominate officers to the Executive Committee.

B. The General Membership shall:

1. Amend the Articles of Incorporation and the Bylaws of the Corporation;
2. Dissolve the Corporation;
3. Except as restricted by the Articles of Incorporation or Bylaws, act on any matter on which one-third (1/3) of the General Membership has voted to consider;
4. Elect officers to the Executive Committee;
5. Make final membership decisions regarding granting and revoking membership;
6. Review and approve the Treasurer's annual financial report;
7. Fill the vacancy if the President's position on the Executive Committee becomes vacant;
8. Inspect all Corporation records; and





9. Meet at such times and places as required.

## SECTION 5. REVOCATION OF MEMBERSHIP

### A. Determination to Revoke Membership

1. A determination to revoke the membership of any Organizational Member may be made by the Board when it determines that such Organizational Member has violated any provision of these Bylaws, does not adhere to the goals and objectives stated herein, or otherwise fails to meet criteria recommended on a case-by-case basis by the General Membership and adopted by the Board of Directors.
2. Any revocation determination may be appealed to the General Membership. The General Membership's decision through a two-thirds (2/3) vote to revoke membership shall be final.

### B. Amendments Resulting in the Termination Of Membership

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only if, before such an amendment is adopted, the Corporation gives written notice to Organizational Members not less than forty-five (45) nor more than ninety (90) days prior to any vote by the General Membership on the amendment. The written notice shall describe the effect of the amendment on the Corporation and the members.

1. However, written notice need not be given at least forty-five (45) days prior to any vote by the Organizational Members on the amendment if all Organizational Members entitled to vote receive written notice prior to the vote setting forth the required information and sign a written waiver of the forty-five (45) days notice.

## SECTION 6. MEMBERSHIP MEETINGS

### A. Annual Meeting

1. There shall be an Annual Meeting of the Corporation's Organizational Members, including the directors on the Board of Directors and, by extension, the officers on the





#### Executive Committee.

2. The Annual Meeting shall be held in the location, on the date, and at the time the Board of Directors designates through a motion.
3. During the Annual Meeting, the General Membership shall review and approve the annual financial report of the Treasurer, seat directors on the Board of Directors, elect officers to the Executive Committee, and take other actions and activities as may be necessary. Except as restricted by these Bylaws, any matter may be placed before the General Membership at its Annual Meeting by a one-third (1/3) vote of the General Membership.
4. If an Annual Meeting is not held due to funding limitations or other unforeseen events, an electronic poll vote or telephone conference shall be held for the purpose of resolving any necessary business.

#### B. Special Meetings

The Corporation's membership may call special meetings.

#### C. Notice

1. Notice of the location, date, time, and purpose of the Annual Meeting shall be communicated in writing at least sixty (60) days prior to such meeting. The notice will contain a list of Organizational Members in good standing by Region. It shall also contain either a list of directors sitting on the Board of Directors or a list of representatives chosen by each Region who will be seated as directors on the Board of Directors at the beginning of the Annual Meeting.
2. To the extent feasible, appropriate notice shall be given for special meetings no less than thirty (30) days prior to such meeting.

#### D. Quorum

A majority of the General Membership shall constitute a quorum. No business shall be considered in the absence of a quorum, and the only motion that may be entertained at such a meeting is a motion to adjourn.

## SECTION 7. ACTIONS





#### A. Actions Taken at Meetings

1. All matters brought before the General Membership, except for elections, membership decisions, amending the Bylaws and Articles of Incorporation, and dissolution, shall be decided by a majority vote of the Organizational Members in good standing present.
2. Each Organizational Member in good standing is entitled to one vote and may designate one person to register such votes. New Organizational Members wishing to be eligible for voting rights at the Annual Meeting must join NCUIH and be in good standing at least thirty (30) days prior to the Annual Meeting, but those Organizational Members that have lost good standing may not regain good standing until the following year.
3. Organizational Members entitled to vote shall have the right to vote either in person or by a written proxy executed by the person designated to vote or by his or her duly authorized agent and filed with the Secretary, in accordance with CAL. CORP. CODE § 5613.
4. Organizational Members may conduct and take actions through telephone conference calls to the same extent as if they were meeting in person.

#### B. Actions Taken Outside Meetings

1. Any action permitted by these Bylaws that may be taken at any regular or special meeting of Corporation Organizational Members may be taken without a meeting if the Corporation distributes a written ballot or electronic poll to each Organizational Member entitled to vote on the matter.
2. Executive Committee officers may be elected by written ballot or electronic poll. Such ballots or polls shall list the persons nominated at the time the ballots are mailed or delivered.  
Approval of action by written ballot or electronic poll shall be valid only when: (1) the number of votes cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and (2) the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot or poll.







3. If any ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote is withheld, they shall not be counted as votes either for or against the action but shall be counted towards the quorum requirement. A written ballot may not be revoked after its receipt by the Corporation or its deposit in the mail, whichever occurs first.
4. The ballot or poll shall: set forth the proposed action; provide an opportunity to specify approval or disapproval of each proposal; provide and specify a reasonable time within which to return the vote to the Secretary; indicate the number of responses needed to meet the quorum requirement; and, except for ballots or polls soliciting votes for elections, state the percentage of approvals necessary to pass the measure submitted.

## **SECTION 8. REPORTING**

The Organizational Members through the Secretary shall keep regular minutes of their proceedings and cause them to be filed with the corporate records at the principal office or at such other office as the Board may designate.

## **ARTICLE 4 REGIONS**

### **SECTION 1. COMPOSITION OF REGIONS**

- A. The Corporation shall have eight (8) Regions as follows:
1. Region I: Baltimore; Boston; and New York City;
  2. Region II: Chicago; Detroit; Green Bay; Minneapolis; and Milwaukee;
  3. Region III: Lincoln; and Pierre ;
  4. Region IV: Billings; Butte; Great Falls; Helena; and Missoula;
  5. Region V: Portland; Reno; Seattle; and Spokane;
  6. Region VI: Fresno; Los Angeles; Manteca; Oakland; Sacramento; San Diego; San Francisco; San Jose; Santa Barbara; and Bakersfield;
  7. Region VII: Albuquerque; Dallas; Flagstaff; Phoenix; Salt Lake City; Tucson; Tulsa; Wichita; and Oklahoma City; and





8. Region VIII: Denver.

- B. A new Organizational Member may request to join any of these Regions. After discussion with the relevant Region, the Board of Directors shall decide which Region the new Organizational Member shall join. It shall not be necessary to amend the Bylaws for a new Organizational Member to join one of these existing Regions. New Regions may only be created through a two-thirds (2/3) vote of the General Membership to amend these Bylaws. A reorganization of existing Regions may also be accomplished by a two-thirds (2/3) vote of the General Membership to amend these Bylaws.

## SECTION 2. POWERS AND DUTIES OF REGIONS

Regions shall:

- A. Select directors to sit on the Board of Directors;
- B. Remove their representative directors from the Board of Directors and Executive Committee;
- C. Fill vacancies of their representative directors on the Board of Directors; and
- D. Fill vacancies of their representatives on committees.

## SECTION 3. SELECTION OF REPRESENTATIVE DIRECTORS

- A. The Board of Directors shall not dictate the structure of Regions or the procedures Regions use to select directors to sit on the Board of Directors.
- B. However, the Regions must select directors that meet the Bylaws qualifications and observe certain voting restrictions in order to preserve a fifty-one (51) percent majority of American Indian and Alaska Native directors on the Board of Directors.

## ARTICLE 5 BOARD OF DIRECTORS

### SECTION 1. COMPOSITION

- A. The Board of Directors of the Corporation shall consist of the representatives selected to serve as directors from each Region in accordance with these Bylaws and each Region's





own procedures.

## B. Qualifications

1. In order to qualify as an approved director on the NCUIH Board, a person must be employed by, or serve on the board of, an Organizational Member of NCUIH in good standing.
2. Fifty-one (51) percent of the Board of Directors must be American Indians and Alaska Natives. In the event that representation of American Indians and Alaska Natives falls below fifty-one (51) percent, American Indian and Alaska Native directors of the Board shall have the authority to require that a Region or Regions with a non-American Indian/Alaska Native as a director select a new director who is an American Indian or Alaska Native.
3. Notwithstanding any other provision of these Bylaws, there shall be no interested persons serving on the Board. Interested persons are:
  - a. Any person who received compensation from the Corporation for services rendered within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director or Executive Committee officer for services provided; or
  - b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person described in (a).

## C. Selection of Directors

1. Directors shall be seated alternating years at the Annual Meeting, and all directors shall be seated during the same year.
2. Representatives from each Region shall be selected before the Annual Meeting to serve as directors on the Board of Directors by the NCUIH Organizational Members permitted to vote in each Region.
3. Regions must submit to the Secretary the names of the representatives they have chosen to serve as new directors by March 15.





4. Each director selected by the Regions shall be seated effective at the beginning of the Annual Meeting.
5. The Corporation shall have a maximum of twenty four (24) directors, and the exact number of directors shall be determined in accordance with the formula for providing Regions director representation. The number may be changed by amendment of these Bylaws as provided in these Bylaws.
6. There shall be no less than one (1) nor more than three (3) directors from each Region. The number of directors for each Region shall be set by the Board based upon, and after a review of NCUIH's records concerning, the number of Organizational Members in good standing (otherwise known as the General Membership) in each Region as of January 31 of each year. The number of directors granted each Region shall conform to the following: a Region with one (1) to five (5) Organizational Members in good standing shall be entitled to select one (1) director; a Region with with six (6), seven (7), or eight (8) Organizational Members in good standing shall be entitled to select two (2) directors; and a Region with nine (9) or more Organizational Members in good standing shall be entitled to select three (3) directors. Notice will be sent to all Organizational Members by February 15 stating the number of directors each Region is permitted to have on the Board that year.

## **SECTION 2. POWERS AND DUTIES OF BOARD OF DIRECTORS**

The Board of Directors shall:

- A. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, CAL. CORP. CODE Title 1, Div. 2, and any limitations in the Articles of Incorporation and Bylaws, conduct all activities and affairs of this Corporation and exercise all Corporation powers;
- B. Select the office location(s) of the Corporation;
- C. Appoint and remove, employ and discharge, monitor, fill the vacancy of and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of the CEO;
- D. Appoint other agents and representatives;
- E. Meet at such times and places as required by these Bylaws;





- F. By motion, set the location, date, and time of the Annual Meeting;
- G. Register their addresses with the Secretary of the Corporation for the purpose of receiving notices of meetings;
- H. Make decisions regarding granting and revoking membership and create membership applications;
- I. Advise on all committee appointments made by the President;
- J. Create special and advisory committees;
- K. Remove directors from the Board of Directors and officers from the Executive Committee;
- L. Make nominations for Executive Committee officers;
- M. Fill vacancies on the Executive Committee, and fill vacancies on the Board of Directors if a Region does not do so;
- N. Establish administrative policies for NCUIH;
- O. Accept, on behalf of the Corporation, grants, contributions, and other monies;
- P. Authorize any officer or agent of the Corporation, or the CEO or the President and Treasurer of the Corporation when over their monetary thresholds, to enter into any contract, execute and deliver any instrument, or sign any check, draft, promissory note, order for the payment of money, or other evidence of indebtedness of the Corporation in the name of and on behalf of the Corporation;
- Q. Select a bank, trust company, or other depository for maintenance of Corporation funds;
- R. Select a Certified Public Accountant to prepare the annual audit and designate a Fiscal Year;
- S. Obtain security bonding for certain officers and employees, as appropriate;
- T. Approve a resolution to dissolve the Corporation and distribute the Corporation's assets;





- U. Perform any acts and functions that are consistent with these Bylaws and with the direction of the General Membership.

### SECTION 3. TERMS OF OFFICE

- A. Each director shall serve a two (2) year term running from the Annual Meeting at which he or she was seated to the Annual Meeting two (2) years after he or she was seated. The first seating under these terms shall take place at the 2016 Annual Meeting.
- B. However, if a Region is allowed a new representative director due to gaining Organizational Members and that director is seated during an Annual Meeting in which the other directors have a remaining year in their terms, that director shall only serve a one (1) year term.
- C. Seating takes place when the director signs the Board Member Pledge.

### SECTION 4. VOLUNTARY AND INVOLUNTARY RECUSAL FOR CERTAIN BOARD DECISIONS

A director has a fiduciary relationship with NCUIH and must therefore fulfill fiduciary duties, including the duty of loyalty. If any matter in which the director may have a financial interest or stand to gain personally comes before the Board, the director must recuse himself or herself from the decision-making process, including voting. All directors of the Board of Directors must exercise good faith and avoid participating in decisions in which an actual or perceived conflict of interest exists, holding the interests and reputation of NCUIH paramount. The following guidelines govern the procedures for recusal and whether or not an actual or perceived conflict of interest exists.

#### A. Procedures for Recusal

1. If a director becomes aware of circumstances that pose an actual or perceived conflict of interest, that director must recuse himself or herself from the Board's decision-making process and deliberations and take no part in the vote on the action or decision. Such director must inform the Board of the recusal, and the recusal will be noted in the minutes.
2. If a director does not voluntarily recuse himself or herself from the Board's decision-making process and deliberations in an actual or perceived conflict of interest situation, and any director becomes aware of such an actual or perceived conflict of interest with





another director, that director shall present to the full Board the actual or perceived conflict of interest regarding the allegedly interested director. The Board shall deliberate on the facts of the issue and vote on whether or not the allegedly interested director will be recused from the deliberations. If the Board decides by majority vote that the interested director shall be recused from the decision-making processes pertaining to the issue, such decision of the Board shall be recorded in the minutes.

## B. Existence of Conflict

1. Directors shall not use their position on the Board, or any information obtained as a result of their service on the Board, to obtain any financial gain or advantage—including offers of employment on behalf of NCUIH—for themselves, members of their family, or business associates.
  - a. Members of their family includes any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law.
  - b. Business associates include employees of a director's respective Membership Organization, regardless of the existence of a personal relationship between the director and that director's Membership Organization's employee.
2. The recusal, whether voluntary or involuntary, shall only be in effect for the decision that created the actual or perceived conflict of interest. The recused director shall be informed as soon as practicable in writing once the actual or perceived conflict of interest has been resolved by virtue of the decision on the matter being finalized. Such director's recusal is terminated upon that notice.
3. This conflict of interest and recusal policy is not intended to discourage directors from serving on the governing bodies of other organizations. To that end, each director shall file with NCUIH a Conflict of Interest Disclosure Form. Each director shall provide on that form all of the organizations with which the director is directly or indirectly involved. This form is not conclusive evidence of an actual or perceived conflict of interest, but, rather, it is a benchmark for transparency in the conduct of NCUIH.
4. The NCUIH Board of Directors, individually and collectively, shall use fair and impartial judgment when determining whether an actual or perceived conflict of interest arises.





## SECTION 5. COMPENSATION OF DIRECTORS

Directors shall serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending Board of Directors meetings. In addition, they shall be allowed reasonable advancement and reimbursement of expenses incurred in the performance of their regular duties.

## SECTION 6. REMOVAL, RESIGNATION, AND VACANCIES

### A. Removal

1. The Board of Directors may remove and declare vacant the office of a director who has been declared of unsound mind by a final order of a court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under CAL. CORP. CODE § 5221.
2. Upon thirty (30) days' notice, any director of the Board may for cause be removed and his or her office declared vacant by a two-thirds (2/3) vote of the Board. For purposes of this section, for cause includes, but is not limited to, two (2) consecutive unexcused absences from duly called meetings.
3. A director may be removed by the Board if his or her Organizational Member is not in good standing.
4. A Region, in accordance with its rules and these Bylaws, may also remove any director that represents it on the Board. NCUIH is not involved in such decisions. If a Region makes such a decision, it should notify NCUIH in writing as soon as practicable.
5. A director may be removed from the Board, and his or her office not declared vacant, at the beginning of the Annual Meeting if his or her Region is entitled to less directors than it was entitled to at the previous Annual Meeting. This will occur when a Region has less Organizational Members in good standing on the January 31preceeding the Annual Meeting than it had the previous January 31.

### B. Resignation







1. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. A director may also resign upon giving oral notice. The director must submit his or her resignation to the Organizational Members of his or her Region prior to official resignation.
2. In the event of oral notice, the Board will send the resigning director a certified letter by first class mail or overnight courier confirming the resignation. The director shall have ten (10) days to respond in writing to confirm or deny the resignation. If the director denies the resignation, then the resignation shall not go into effect. If the director fails to respond within the ten (10) day period, the resignation shall be deemed effective and the position vacant.
3. No director may resign if the Corporation would then be left without one duly elected director in charge of its affairs, except upon notice to the Attorney General.

#### C. Vacancy

1. Vacancies on the Board of Directors shall exist: (1) on the death, resignation, or removal of any director; or (2) whenever the number of authorized directors is increased.
2. Vacancies on the Board shall be filled by the Region that the departing director represented or that is gaining a new director representative.
3. Regions gaining new directors shall fill their vacancies at the next Annual Meeting.
4. Regions filling vacancies of directors that have been removed or resigned may do so outside of the Annual Meeting. If a Region should fail to fill the vacancy within thirty (30) days of the vacancy, the vacancy may be filled by the Board. The Board shall only fill the vacancy with an eligible individual from the applicable Region. The appointed director shall complete the existing term.
5. Individuals running to fill a vacancy shall provide a biography and statement of interest, which shall be distributed to the General Membership.

## SECTION 7. BOARD OF DIRECTORS MEETINGS

#### A. Place and Time of Meetings

1. Meetings shall be held at the location, date, and time designated by the Meeting





Committee.

2. Meetings may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

B. Regular and Special Meetings

1. The Board of Directors shall hold regular meetings on a quarterly basis. The meeting of the Board of Directors at the Annual Meeting shall qualify as a regular meeting of the Board for purposes of meeting the requirements of this section for that respective quarter.
2. Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors.
3. Directors from each Region are responsible for acting as their Region's spokesperson at Board of Director meetings. Other Organizational Members are permitted to attend but may only speak if they are on the agenda.

C. Executive Session

The Board of Directors may conduct all or any part of a meeting in a closed executive session for such purpose as it deems necessary, including, but not limited to, litigation (actual or threatened), the evaluation of the CEO, and to receive the results of the annual audit. The President may invite the CEO and such other persons as he or she deems appropriate to attend an executive session meeting.

D. Notice

1. Notice for regular meetings of the Board shall be provided to directors at least thirty (30) days in advance. Notice of meetings shall specify the location, date, and time of the meeting. The purpose of any Board meeting need not be specified in the notice.
2. Special meetings of the Board shall be held upon four (4) days' notice by overnight mail or courier, seven (7) days' notice by first-class mail, or forty- eight (48) hours' notice if delivered personally, by telephone, or by email. In the event that the special meeting would fall on a weekend or legal holiday, the notice requirements for overnight mail or courier or first class mail shall be extended by one (1) day. If sent by overnight mail or courier, the notice shall be deemed to be delivered on its deposit in the mail or pick-up by the overnight courier.





3. Such notices shall be addressed to each director at his or her address as shown on the books of the Corporation. Notices of meetings sent to addresses in the books of the Corporation are valid notices.
4. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Immediate notice shall be given of any adjourned meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

#### E. Waiver of Notice

1. The transactions of any meeting of the Board, however called and noticed and wherever held, are as valid as though the meeting had been duly held after proper call and notice if a quorum is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof.
2. All such waivers, consents, or approvals shall be filed with the Secretary for inclusion in the minutes of the meeting.

#### F. Conduct of Meetings

1. Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by the Vice President.
2. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person, whether a director on the Board or not, to act as secretary of the meeting.
3. Meetings, as well as all deliberations and procedures of this Corporation, shall be governed by "Robert's Rules of Order," as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or provisions of law

#### G. Quorum

1. A quorum shall consist of a simple majority of the Board of Directors. The President





shall count towards a quorum and shall be permitted to vote.

2. No business shall be considered in the absence of a quorum, and the only motion which the director presiding over the meeting shall entertain at such meeting is a motion to adjourn.
3. Notwithstanding the foregoing, the directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation, or the Bylaws of this Corporation.

## SECTION 8. ACTIONS

### A. Actions Taken at Meetings

Every act or decision rendered by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation require a greater number of votes.

### B. Actions Taken Outside Meetings

1. If all directors of the Board shall individually or collectively consent in writing, any action required or permitted under these Bylaws to be taken by the Board of Directors, or under any provision of law, may be taken without a meeting. Such writing includes email. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.
2. For the purposes of this Section only, "all directors of the Board" shall not include any recused director.
3. Such written consent or consents shall be filed with the Secretary for inclusion in the minutes of the proceedings of the Board.
4. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the directors to so act, and such statement shall be prima facie evidence of exercise of such authority.





## SECTION 9. REPORTING

Within fourteen (14) days of approval and certification of meeting minutes by the Board, the Secretary shall distribute copies of the Board meeting minutes to the directors on the Board of Directors and to all Organizational Members of NCUIH.

## ARTICLE 6 EXECUTIVE COMMITTEE

### SECTION 1. COMPOSITION

A. The officers of the Corporation, making up the Executive Committee, shall be a President, Vice President, Treasurer, Secretary, and President Elect.

#### B. Qualifications

1. In order to qualify to serve on the Executive Committee, an individual must:  
(1) be selected to serve as a director on the NCUIH Board by a Region, which requires the Organizational Member the director represents to be in good standing; and (2) be employed by or serve on the board of an Organizational Member, as verified by the Secretary. Officers must be an Executive Director, Chief Executive Officer, or equivalent, as determined by the Secretary, of their respective Organizational Member boards.
2. No individual may be elected to or serve in more than one officer position of the Executive Committee at one time.

#### C. Selection of Officers

1. Elections will be held alternating years at the Annual Meeting, and all officer positions will be filled during the same year. Elections will take place the same year directors are seated.
2. The General Membership will be responsible for electing the Executive Committee. The candidate receiving the most votes shall be declared the winner. In the event of a tie, the tying candidates shall participate in a run-off election.
3. The Executive Committee officers will be nominated from the Board of Directors or any Organizational Member. Nominations may be made to the Secretary either before the





Annual Meeting or during the first day of the Annual Meeting. If elections are held via telephone call, written ballot, or electronic poll, nominations must be made to the Secretary at least one (1) day before the telephone call or disbursement of the ballot or poll.

4. All nominees must submit their resumes to the Secretary on or before the first day of the Annual Meeting. If elections are held via telephone call, written ballot, or electronic poll, nominees must submit their resumes to the Secretary at least one (1) day before the telephone call or disbursement of the ballot or poll.
5. Upon receipt of nominees' names and resumes, the Secretary will verify that they meet the required qualifications. Candidates for each office whose credentials have been verified will be placed on the ballot as they are nominated.
6. Elections for Executive Committee officers will take place during the second day of the Annual Meeting. If elections are held via telephone call, written ballot, or electronic poll, elections will take place at that time.

## **SECTION 2. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

A. The Board may delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

1. The approval of any action which, under law or the provisions of the Articles of Incorporation or these Bylaws, requires the approval of the General Membership;
2. The filling of vacancies on the Board;
3. The amendment or repeal of Bylaws or the adoption of new Bylaws;
4. The amendment or repeal or any resolution of the Board that by its express terms is not so amendable or repealable; and
5. The appointment of committees of the Board or the members thereof through the President.

B. The Executive Committee shall, on behalf of the Board, evaluate the performance of the CEO on an annual basis, negotiate the CEO's employment contract, and supervise the CEO





in his or her implementation of programs, policies, and financial decisions of the Board of Directors. The Executive Committee's supervisory function shall be delegated to the President in the interval between meetings.

C. The Executive Committee shall act for the Corporation in all matters during the interim periods between meetings of the Board of Directors.

D. The Executive Committee shall meet at such times and places as required by these Bylaws.

### **SECTION 3. POWERS AND DUTIES OF PRESIDENT**

The President shall:

- A. Preside at all Organizational Members, Board of Directors, and Executive Committee meetings;
- B. Between meetings of the Board of Directors and/or Executive Committee, be responsible for the affairs of the Board, including generally supervising the CEO, under the general direction of the Executive Committee;
- C. Make appointments to all committees, except the Executive Committee, and serve as an ex officio voting member of all committees;
- D. Create special and advisory committees;
- E. Remove members from standing and special committees;
- F. Jointly with the Treasurer, enter into any contract, execute and deliver any instrument, or sign any check, draft, promissory note, order for the payment of money, or other evidence of indebtedness of the Corporation in the name of and on behalf of the Corporation of up to the amount specified in the Board-Approved Accounting Policies and Procedures Manual. and, with Board approval, additional amounts; and
- G. Perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

### **SECTION 4. POWERS AND DUTIES OF VICE PRESIDENT**





The Vice President shall:

- A. In the absence of the President, or in the event of his or her inability or refusal to act, perform all the duties of the President and, when so acting, have all the powers of, and be subject to all the restrictions on, the President; and
- B. Have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 5. POWERS AND DUTIES OF SECRETARY**

The Secretary shall:

- A. Provide all notice as required in these Bylaws;
- B. Receive waivers of notice requirements;
- C. Prepare meeting minutes for all Organizational Member, Board of Directors, and Executive Committee meetings, indicating the time and place of the meeting, whether regular or special, how called, the notice given, the names of those present, and the proceedings thereof, and distribute the meeting minutes as required by these Bylaws;
- D. Receive and record the names of representative directors selected by Regions to sit on the Board of Directors;
- E. Receive nominations for Executive Committee officers and verify their eligibility;
- F. Provide and receive ballot or poll votes;
- G. Receive proxy votes;
- H. Certify and keep at the principal office of the Corporation, or at such other office as the Board may designate, the original or a copy of these Bylaws and the Articles of Incorporation as amended or otherwise altered to date;
- I. Keep at the principal office of the Corporation, or at such other office as the Board may designate, a book of minutes of all Corporation proceedings;
- J. Keep at the principal office of the Corporation, or at such other office as the Board may







designate, a membership book containing the name and address of each Organizational Member, and, in the case where any membership has been terminated, record such fact in the membership book together with the date on which such membership ceased, and the name and address of each director;

- K. Be custodian of the seal of the Corporation, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws;
- L. Exhibit to any director of the Board of Directors or Organizational Member, or to his or her agent or attorney, on request therefor, the Bylaws and Articles of Incorporation, the membership book, and the minutes of the proceedings of the Corporation;
- M. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

## **SECTION 6. POWERS AND DUTIES OF TREASURER**

A. The Treasurer shall:

1. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
2. Cause to be prepared the annual audit by a Certified Public Accountant;
3. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports and the annual financial report;
4. May present the annual financial report of the Corporation and the results of the annual report at the Annual Meeting, and make such report available as required by these Bylaws;
5. Jointly with the President, enter into any contract, execute and deliver any instrument, or sign any check, draft, promissory note, order for the payment of money, or other evidence of indebtedness of the Corporation in the name of and on behalf of the Corporation of up to the amount specified in the Board-Approved Accounting Policies and Procedures Manual. and, with Board approval, additional amounts; and





6. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
  7. Exhibit at all reasonable times the books of account and financial records to any director of the Board of Directors or Organizational Member, or to his or her agent or attorney, on request therefor;
  8. Render to the President and directors, whenever requested, an account of any and all of his or her transactions as Treasurer and of the financial condition of the Corporation;
  9. Serve as chairman of the Finance Committee;
  10. Exercise discretion regarding whether to authorize an extended payment plan for an Organizational Member paying dues; and
  11. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- B. The Treasurer may delegate his or her duties to employees of NCUIH but may not delegate any of his or her responsibilities and shall exercise close oversight over the actions of anyone to whom he or she has delegated duties.
- C. The Treasurer and his or her designee shall be bonded in such sum as the Board of Directors shall determine.

## **SECTION 7. DUTIES OF THE PRESIDENT ELECT**

- A. The President Elect shall be responsible for learning the duties of the President and shall carry out such other duties and tasks as the President or the Board may direct.
- B. At the conclusion of the President Elect's term, he or she shall automatically become President.

## **SECTION 8. TERMS OF OFFICE**





All Executive Committee officers shall have a two (2) year term of office that shall run from the Annual Meeting at which they were elected to the Annual Meeting two years after such date.

## **SECTION 9. COMPENSATION OF OFFICERS**

Executive Committee officers shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Executive Committee and Board of Directors meetings. In addition, they shall be allowed reasonable advancement and reimbursement of expenses incurred in the performance of their regular duties as specified.

## **SECTION 10. REMOVAL AND VACANCIES**

- A. Any officer of the Executive Committee may be removed by the Board on the same basis as the removal of a director.
- B. In the event of a vacancy on the Executive Committee, the Board shall appoint a director to fill the vacancy for the remainder of the term, except (1) if the vacancy is the President, and then that position shall be filled by the Vice President or (2) if the vacancy is the President Elect then that position shall be filled by a vote of the General Membership.

## **SECTION 11. EXECUTIVE COMMITTEE MEETINGS**

### **A. Regular and Special Meetings**

- 1. The Executive Committee shall meet separately from the Board of Directors no less than quarterly.
- 2. The Executive Committee may call special meetings.

### **B. Notice**

- 1. Executive Committee officers shall be notified in writing of meetings no less than thirty (30) days in advance of said meeting, unless there is good cause to hold a special meeting.
- 2. Special meetings of the Executive Committee shall be held upon four (4) days' notice by overnight mail or courier, seven (7) days' notice by first-class mail, or forty-eight (48) hours' notice if delivered personally, by telephone, or by email. In the event that the special meeting would fall on a weekend or legal holiday, the notice requirements for





overnight mail or courier or first class mail shall be extended by one (1) day. If sent by overnight mail or courier, the notice shall be deemed to be delivered on its deposit in the mail or pick-up by the overnight courier.

C. Quorum

The quorum for Executive Committee meetings shall be a simple majority of the officers.

**SECTION 12. REPORTING**

The Executive Committee through the Secretary shall keep regular minutes of its proceedings, cause them to be filed with the corporate records at the principal office or at such other office as the Board may designate, and report the same to the Board from time to time as the Board may require.

**ARTICLE 7  
COMMITTEES**

**SECTION 1. STANDING AND SPECIAL COMMITTEES**

A. Composition

1. The President shall appoint committee members.
2. Persons who are employed by or serve on the board of an Organizational Member in good standing, although not necessarily a director on the Board of Directors, shall be eligible for appointments to any standing or special committee.
3. The President and the CEO shall be ex-officio members of all standing and special committees.
4. Each committee shall be led by a chairperson who must be a director on the Board of Directors, and neither the President nor the CEO as ex-officio members of the committees shall serve as the chairperson. A director may serve as chairperson on more than one committee.

B. Standing Committees





## 1. Finance Committee

- a. The Treasurer shall be chairperson of the Finance Committee.
- b. The Finance Committee's duties are to review the finances of the Corporation, make appropriate financial reports to the Board, develop policies related to monies, develop the annual budget for the Corporation, and make pertinent recommendations to the Board of Directors.

## 2. Rules and Bylaws Committee

- a. The Rules and Bylaws Committee shall recommend for adoption by the General Membership and upon adoption shall publish all rules and procedures governing the General Membership, including voting procedures.
- b. The Rules and Bylaws Committee will periodically review the Bylaws of the Corporation, receive recommendations from Organizational Members regarding amending the Bylaws, and recommend changes, as appropriate, to the Board. The Rules and Bylaws Committee or the Board may make recommendations to the General Membership.

## 3. Meeting Committee

- a. The Meeting Committee shall set the location, place, and time of all Organizational Members, Board of Directors, and Executive Committee meetings. However, the location, place, and time of the Annual Meeting must be set by Board motion.
- b. The Meeting Committee shall also plan the meetings, including securing a venue.

## 4. Membership Committee

- a. The Membership Committee shall accept membership applications.
- b. The Membership Committee shall recommend to the Board decisions regarding granting membership to new Organizational Members and revocation of membership.
- c. The Membership Committee shall monitor which Organizational Members are in good standing and the amount of directors each Region is permitted based on that





number.

### C. Special Committees

The Board and the President may create special committees. Such committees shall have such members and duties as shall be determined by the Board or President.

### D. Terms of Office and Vacancies

Members of standing and special committees shall serve until the adjournment of the next Annual Meeting following their appointment or until their successor is appointed or elected.

### E. Removal and Vacancies of Committee Members

1. In the event that a director on the Board leaves the Board, vacating a position on a committee, and the applicable Region is permitted to select a new director to replace the outgoing director, the new director appointed by the Region may occupy the vacant seat on that committee. If a non-director serving on a committee vacates the committee position, the Region of the Organizational Member associated with the departing committee member may replace the committee member.
2. The chairperson of a standing or special committee may request that the President remove a committee member and declare that member's position vacant by reason of non-attendance or for cause, including failure to further the purposes of the committee. Nonattendance shall be interpreted as missing three (3) consecutive meetings without notice or justification. Upon his or her findings, the President may remove a committee member.

## SECTION 2. ADVISORY COMMITTEES

The Corporation shall have such other advisory committees as may from time to time be created by the Board of Directors or the President. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees. The membership requirements for the advisory committees shall be the same as for the standing and special committees.

## SECTION 3. NON-VOTING COMMITTEE MEMBERS

Notwithstanding anything in these Bylaws to the contrary, the President may appoint additional,





non-voting members to any standing, special, or advisory committee who do not otherwise meet the requirements for committee membership.

#### **SECTION 4. STANDING, SPECIAL, AND ADVISORY COMMITTEE MEETINGS**

##### **A. Notice**

1. Committee members shall be notified in writing of meetings no less than thirty (30) days in advance of said meeting, unless there is good cause to hold a special meeting.
5. Special meetings of committees shall be held upon four (4) days' notice by overnight mail or courier, seven (7) days' notice by first-class mail, or forty- eight (48) hours' notice if delivered personally, by telephone, or by email. In the event that the special meeting would fall on a weekend or legal holiday, the notice requirements for overnight mail or courier or first class mail shall be extended by one (1) day. If sent by overnight mail or courier, the notice shall be deemed to be delivered on its deposit in the mail or pick-up by the overnight courier.

##### **B. Quorum**

The quorum for committee meetings shall be a simple majority of the members of that committee.

#### **SECTION 5. REPORTING**

Committees will report to the Board of Directors as requested by the Board of Directors.

### **ARTICLE 8 AGENTS AND REPRESENTATIVES**

#### **SECTION 1. AGENTS AND REPRESENTATIVES**

The Corporation, through the Board, may appoint such agents and representatives with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors sees fit, so far as may be consistent with these Bylaws and authorized by law.

#### **SECTION 2. CEO**





A. The Board will advertise, interview, and employ an CEO who shall be responsible for the administration of the Corporation and its subsidiaries.

B. Powers and Duties

1. The Board's responsibilities are generally confined to establishing the policies of the Corporation, leaving implementation of such policies to the CEO.
2. All Board authority delegated to employees, but for those agents and representatives appointed by the Board, is delegated through the CEO.
3. Except for agents and representatives appointed by the Board, the CEO shall be responsible for the selection of and supervision of all other employees, the termination of employees in accordance with the corporate personnel policies and procedures, and the implementation of Board policies, directives, and business.
4. The CEO shall serve as an ex-officio member of all standing and special committees.
5. The CEO individually may enter into any contract, execute and deliver any instrument, or sign any check, draft, promissory note, order for the payment of money, or other evidence of indebtedness of the Corporation in the name of and on behalf of the Corporation of up to \$5,000 and, with Board approval, additional amounts.
6. The CEO may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of this Corporation.

C. Monitoring

1. The Board delegates management of the CEO to the Executive Committee, and the Executive Committee must have a process for ongoing monitoring and evaluation of the CEO's performance. The President monitors the CEO between meetings of the Executive Committee.
2. The purpose of the monitoring is to determine the degree to which Board policies are being fulfilled. The Board will monitor CEO performance by awareness of the CEO's job description, careful attention to all reports delivered to the Board, and through an annual written evaluation of the CEO's job performance.
3. No individual director, Executive Committee officer, or other committee has any







individual authority over the CEO. Authority over the CEO comes from the entirety of the body of the Board of Directors.

**D. Term of Service**

The Board may offer this position through contract to the CEO, with a minimum of one (1) year commitment, subject to renewal and renegotiation.

**E. Removal, Resignation, and Vacancy**

If the CEO is separated from employment by the Corporation for any reason or is otherwise unable to perform his or her duties, the Board shall appoint an Acting CEO until a successor is hired to the CEO position or until the CEO returns to work.

**ARTICLE 9  
EXECUTION OF INSTRUMENTS, DEPOSITS, AND GIFTS**

**SECTION 1. EXECUTION OF INSTRUMENTS**

- A. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract, execute and deliver any instrument, or sign any check, draft, promissory note, order for the payment of money, or other evidence of indebtedness of the Corporation in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- B. Unless restricted by the Board, the CEO individually may enter into any contract, execute and deliver any instrument, or sign any check, draft, promissory note, order for the payment of money, or other evidence of indebtedness of the Corporation in the name of and on behalf of the Corporation of up to the amount specified in the Board-Approved Accounting Policies and Procedures Manual.. For contracts exceeding that amount, prior approval by the Board is required.
- C. Unless restricted by the Board, the President and Treasurer jointly may enter into any contract, execute and deliver any instrument, or sign any check, draft, promissory note, order for the payment of money, or other evidence of indebtedness of the Corporation in the name of and on behalf of the Corporation of up to . the amount specified in the Board-Approved Accounting Policies and Procedures Manual.. For contracts exceeding that amount, prior approval by the Board is required.
- D. Unless authorized by (A) through (C) above, no officer, agent, or employee shall have any





power or authority to bind the Corporation by any contract or

engagement, pledge its credit, or render it liable monetarily for any purpose or in any amount.

## **SECTION 2. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 3. GIFTS**

Any director on the Board of Directors and the CEO may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of this Corporation.

# **ARTICLE 10 CORPORATE RECORDS, SEAL, AND REPORTS**

## **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office or at such other office as the Board may designate:

- A. Minutes of all meetings, including of the Organizational Members, Board of Directors, and Executive Committee, indicating the time and place of the meeting, whether regular or special, how called, the notice given, the names of those present, and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- C. A record of its membership, indicating the Organizational Members' names and addresses, whether each Organizational Member is in good standing, and the termination date of any membership, and the names and addresses of the directors; and
- D. A copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date.

## **SECTION 2. CORPORATE SEAL**





- A. The Board of Directors may adopt, use, and at will alter a corporate seal that shall be circular in form and bear on its outer edges the words, "National Council of Urban Indian Health." Such seal shall be kept at the principal office of the Corporation or at such other office as the Board may designate.
- B. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Every Organizational Member shall have the following inspection rights for a purpose reasonably related to its interest as an Organizational Member:

- A. To inspect and copy the record of all Organizational Members' names, addresses, and voting rights, at reasonable times, upon five (5) days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; and
- B. To inspect at any reasonable time the corporate records, upon written demand on the Corporation.

### **SECTION 5. ANNUAL FINANCIAL REPORT**

- A. The Board cause an annual financial report to be furnished at the Annual Meeting to all directors of the Board of Directors and to any Organizational Member who requests it in writing.
- B. The report shall contain the following information in appropriate detail:
  - 1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
  - 2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;





3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
  4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- C. The annual financial report shall be accompanied by the most recent annual audit.

#### **SECTION 6: ANNUAL AUDIT**

- A. An annual audit shall be made by an independent Certified Public Accountant selected by the Board of Directors.
- B. The results of the audit shall be presented to the Organizational Members at the Annual Meeting.

#### **ARTICLE 11 FISCAL YEAR**

The fiscal year of the Corporation shall be established by the Board of Directors.

#### **ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

- A. No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws.
- B. No director, officer, employee, or other person connected with this Corporation, or any private individual, shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. On any such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation and Bylaws of this Corporation and not otherwise.

#### **ARTICLE 13 NONDISCRIMINATION**

All affairs of the Corporation shall be conducted without discrimination as to race, sex, creed, age,





color, marital status, sexual orientation, disability, or national origin, notwithstanding Indian preference statutes that may be applicable under federal law.

**ARTICLE 14  
LIABILITY OF CORPORATE AGENTS**

**SECTION 1. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

- A. To the extent covered by the Corporation's insurance policies and to the extent that a person who is, or was, a director, officer, employee, or other agent of this

Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

- B. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation to the extent covered by the Corporation's insurance policies, but only to the extent permitted by CAL. CORP. CODE §§ 5238, 5047.5.

**SECTION 2. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under CAL. CORP. CODE §§ 5238.

**SECTION 3. NON-LIABILITY OF DIRECTORS**

The directors on the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.





## **SECTION 4. BONDING OF TREASURER**

The Treasurer and his or her designee shall be bonded in such sum as the Board of Directors shall determine.

## **ARTICLE 15 AMENDMENT OF BYLAWS**

### **SECTION 1. NOTICE OF AMENDMENTS**

- A. These Bylaws may be amended by the General Membership at the Annual Meeting. A notice of a proposal to amend the Bylaws shall be disseminated to all Organizational Members at least thirty (30) days prior to the Annual Meeting.

If any amendment of the Bylaws would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only if, before such an amendment is adopted, the Corporation gives written notice to Organizational Members not less than forty-five (45) nor more than ninety (90) days prior to any vote by the General Membership on the amendment. However, written notice need not be given at least forty-five (45) days prior to any vote by the Organizational Members on the amendment if all Organizational Members entitled to vote receive written notice prior to the vote setting forth the required information and sign a written waiver of the forty-five (45) days notice.

### **SECTION 2. BYLAWS CHANGES**

- A. Bylaws changes must be approved by a two-thirds (2/3) vote of the General Membership present and voting at the Annual Meeting.
- B. Such changes shall become effective and are then binding at the close of the Annual Meeting.

## **ARTICLE 16 DISSOLUTION**

### **SECTION 1. PROCEDURE**





NCUIH may be dissolved in accordance with the Bylaws of NCUIH. The Board of Directors must first approve a resolution recommending dissolution. Such resolution shall then be presented to the General Membership at a regular or special meeting. Notice of the proposed action shall be mailed to each Organizational Member not less than thirty (30) days before the day of such meeting. A resolution to dissolve the Corporation shall be adopted upon a two thirds (2/3) vote of the Organizational Members present and in good standing.

## SECTION 2. DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation remaining after the payment, satisfaction, and discharge, or adequate provision therefor of all liabilities and obligations of the Corporation to one or more corporations, societies, or organizations organized and operated not-for-profit, who, in the judgement of a majority of the directors in office, shall be deemed to further the field of urban Indian health, provided that such corporations, societies, or organizations must be recognized as tax-exempt under Internal Revenue Code § 501(c)(3).

## CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the General Membership by way of substitution in their entirety of the previous Bylaws of said Corporation on the date set forth below.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title

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