

# Bylaws



## Diné Be' íiná, Inc. (aka The Navajo Lifeway)

### ARTICLE I: Name

This organization shall be known as Diné be' íiná, Inc., (a/k/a The Navajo Lifeway), a nonprofit corporation, hereinafter referred to as the "Corporation."

### ARTICLE II: Office

The principal office of the Corporation will be at a location within the Navajo Nation as the Board of Directors may determine from time to time.

### ARTICLE III: Purpose

This Corporation is formed for charitable, educational, and scientific purposes, including the making of distributions to organizations which qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The goal of the Corporation is to preserve, protect, and promote the Navajo way of life; to encourage the participation and cooperation of the Navajo people among themselves and with other people and organizations; and to engage in research, education, development, establishment and promotion of projects and activities which further these ends.

### ARTICLE IV: Qualifications for Voting Directors

At least seventy-five per cent of the voting Directors of the Corporation shall be persons of Navajo descent or heritage, or the spouse of such person.

### ARTICLE V: Voting, Presumption of Assent and Noting of Dissent

For any matter which these Bylaws or the provisions of the Navajo Nation Nonprofit Corporation Act authorize or require voting by the Board of Directors of the Corporation, each voting Director will have one vote to be cast for any such matter.

Directors who are present at a meeting of the Board of Directors at which a decision or action on any matter is taken will be presumed to have assented to the decision or action unless their dissent is entered into the minutes of the meeting, or they file their written dissent to such decision or action with the person recording the minutes within ten (10) days of adjournment; but such right to dissent shall not apply to a Director who voted in favor of the decision or action at the meeting.

### ARTICLE VI: Directors

**5.01 Board of Directors.** The Board of Directors will exercise and perform all the duties and powers conferred or imposed upon the Directors by these Bylaws, the Articles of Incorporation, and the Nonprofit Code of the Navajo Nation. Where reference is made to the Board of Directors, or the Board, such reference will mean and include the persons so designated. The initial Board of Directors will be composed of the original incorporators of this nonprofit corporation and shall serve until the full Board of Directors are elected.

**5.02 Qualifications, Number, and Terms of Voting Members of the Board of Directors; Vacancies and Removal.** There will be an odd number of Directors, between five (5) and eleven (11), unless that number is hereafter increased or decreased by amendment to these Bylaws. The number of Directors will be set by Resolution of the Board. Thereafter, each Director will hold office for two years following her or his election or until her or his successor is elected.

If there are any vacancies on the Board of Directors, such vacancy may be filled for the remainder of the unexpired term by a person elected by majority vote of the remaining voting Directors, even if the same is less than a quorum. Active Directors may be re-elected to additional terms, and there will be no limit to the number of terms a duly elected active Director may serve. No decrease in the number of Directors will have the effect of shortening the term of any incumbent voting Director. Any Director positions to be filled by reason of an increase in the number of voting Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors.

A Director who is not active in the affairs of the Corporation and misses three consecutive meetings without valid excuse will be removed from the Board upon an affirmative vote of a majority of the remaining directors.

**5.03 Compensation.** No Director will receive any compensation for service on the Board. However, nothing herein contained shall be construed to preclude any Director from serving the Corporation in some other capacity and receiving compensation for actual services provided to the Corporation. Such compensations must be approved in advance by an affirmative vote of the majority of the remaining directors. Furthermore a Director may receive reimbursement for actual expenses incurred as a Director conducting the Corporation's business and activities, including mileage to Board meetings. The rate of such compensation for services and/or reimbursements must be approved by the affirmative vote or written consent of a majority of the Board according to a budget for these services and/or expenses that is approved by the Board in advance and where funds for such expenses have already been secured.

## **ARTICLE VII: Duties of Directors**

**6.01 General Powers and Duties.** The Board of Directors will have those powers conveyed to it by the Navajo Nation Corporation Code for Nonprofit Corporations, including the general powers to manage, direct, control the activities, affairs and property of the Corporation. It is the duty of the Board of Directors to conduct these activities, affairs and property with care and loyalty to the purposes of the Corporation.

**6.02 Special Powers and Duties.** In addition to and without limitation of the foregoing general powers and duties, and such powers and duties as are vested in the Board of Directors by virtue of the Navajo Nation Nonprofit Code and laws and regulations for tax exempt status under the Internal Revenue Code, the Board of Directors is vested with and responsible for the following powers and duties:

- A. Selection, appointment, and removal of all officers, agents, contractors, and employees of the Corporation and the fixing of compensation therefor.
- B. The power to fix and levy dues and assessments upon a membership, at such time as one may be established, for the purposes of the Corporation; including, by example and without limitation, the funding of the Corporation activities and the making of grants, gifts, and distributions and the establishment and maintenance of adequate reserves for replacements, emergency expenditures, and anticipated capital expenditures.
- C. The power to contract for and pay for, as reasonably necessary, fire, casualty, blanket liability, malicious mischief, vandalism, errors and omissions, and other insurance insuring members, the Corporation, the Board of Directors, the officers, agents, and employees of the Corporation, and other interested parties as the Board deems advisable.
- D. The power to cause the Corporation to indemnify as appropriate the officers, directors, agents, fiduciaries, employees, and members of the Corporation to the fullest extent permitted by law.

**6.03 Books.** The Board of Directors shall cause to be maintained a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles. The Board shall have control of any books, papers, or documents of the Corporation in the hands of the officers. All books, records, and papers of the Corporation, except those relating to personnel, legal and other matters that the Board by resolution excepts for legitimate reasons, will be available for inspection by other Directors and partners in the Corporation's activities. Such may be copied at the principal office of the Corporation or at such other place as the Board may prescribe, subject to reasonable rules established by the Board for the time of inspection and payment of costs of reproduction

## **ARTICLE VIII: Officers**

7.01 **Designation.** The officers of this Corporation shall consist of a President, a Vice-President, a Treasurer, and a Secretary. The offices of Secretary and Treasurer may be combined, at the discretion of the Board. The officers shall be elected by a majority vote of the Board of Directors at their first meeting, and in each annual meeting thereafter. The officers shall be elected from the voting members of the Board of Directors. Such officers shall hold their respective offices for the term of one year, or until their successors are elected and qualified, unless they shall resign, be removed, or become disqualified.

7.02 **Vacancies.** In case a vacancy or vacancies shall occur in any of said offices, the Board of Directors shall elect a successor to fill the remainder of the unexpired term.

7.03 **Removal of Officers.** Upon affirmative vote of the majority of the entire Board of Directors, any officer may be removed for cause as determined by the Board and her or his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

7.04 **Other Officers.** The Board of Directors may, from time to time, appoint other officers of the Corporation, who shall perform such duties as may be assigned to them. They shall hold such offices at the discretion of the Board.

## **ARTICLE IX: Duties of Officers**

8.01 **Duties of President.** It shall be the duty of the President to preside at all meetings of the members and Directors of the Corporation. He or she shall sign in writing all contracts and other instruments authorized by the Board of Directors to be executed. She or he shall be an ex-officio member of all committees, and in general shall perform the duties and functions usually pertaining to and vested in the president of a nonprofit Corporation.

8.02 **Duties of Vice President.** It shall be the duty of the Vice President in case of absence, sickness or other disability preventing the President from performing the duties of the office, to perform and discharge the duties and functions of the President, and such other duties as may be required of her or him by the Board of Directors.

8.03 **Duties of Secretary.** The Secretary will be Secretary of the Board of Directors. It will be the duty of the Secretary, or designee, to give proper notice of all meetings to the Board of Directors and to attend all such meetings and to keep, record, and preserve the minutes of all meetings of the Directors. The Secretary, or designee, will also attend to the filing of all papers and reports required by law to be filed. In general, the Secretary will perform such duties as usually pertain to the office of the Secretary, and such as may specifically be assigned by the Board of Directors.

8.04 **Duties of the Treasurer.** The Treasurer will be the custodian of the funds of the Corporation, and all securities, valuable papers and documents connected with and pertaining to the business of the Corporation, which shall be kept in such depositories and in such manner as directed by the Board of Directors. The Treasurer, or designee, will from time to time, disburse the funds of the Corporation in accordance with a budget prepared and approved by the Board of Directors and will keep complete and proper records, accounts and vouchers for all funds disbursed. The Treasurer will present reports on the approved budget and bring to the Board's attention any budgetary and financial issues of significance.

## **ARTICLE X: Meetings of Directors**

9.01 **Regular Meetings.** The Board of Directors will meet regularly, at least quarterly, at a place and time designated by the Board and with sufficient notice to all members of the Board.

9.02. **Special Meetings.** A special meeting of the Board of Directors may be called by or at the request of the President or any three (3) voting Directors. Notice of special meetings will be provided at least three (3) days before such meeting.

9.03 **Quorum.** A majority of the Board of Directors currently holding office will constitute a quorum for transaction of business at any meeting of the Board, and if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by these Bylaws.

9.04 **Notice and Attendance.** Any Director may at any time waive the notice required to be given under these Bylaws, or action may be taken by unanimous written consent thereto without a meeting. Any Board member may participate in a meeting by conference

telephone or other communications equipment by which all persons participating can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

## **ARTICLE XI: Corporate Seal**

The Board of Directors will have the power to select and to alter at the discretion of the Board, a corporate seal for appropriate use.

## **ARTICLE XII: Bonding**

The Board of Directors may require officers and employees of the Corporation to furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

## **ARTICLE XIII: Authorization**

No Officer, Director, partner, or other associated person of this Corporation shall authorize or incur any debt or obligation on its behalf except by authority contained in a motion approved by the Board of Directors.

## **ARTICLE XIV: Fiscal Procedures**

13.01 **Execution of Documents.** All written obligations of the Corporation, including acceptances, contracts, agreements, deeds, and all other instruments in writing will be signed with the corporate name by the President, or in the President's absence, sickness or other disability, by the Vice-President, and if necessary or required, the signature will be attested to by the Secretary.

13.02 **Checks and Funds.** All checks drawn on Corporation funds will be signed with the corporate name by the Treasurer and those officers, one or more, as may be authorized by the Board of Directors from time to time. The funds for this Corporation will be deposited in such bank or banks, or insured financial institutions, as the Board of Directors may from time to time determine.

13.03 **Fiscal Year.** The fiscal year of the Corporation will be the calendar year. The fiscal year is subject to change from time to time as the Board of Directors shall so determine.

## **ARTICLE XV: Advisory Council**

The Board of Directors may appoint from time to time one or more individuals, or representatives from partnering groups or organizations, to serve on an Advisory Council. In appointing these Advisors, the Board may consult with the local organizations or community leadership. The appointed Advisors will serve at the discretion of the Board of Directors and will not be considered Directors; however, individual Advisors may be elected as Directors according to these Bylaws. The functions of the Advisory Council and the appointed Advisors will be determined by the Board of Directors.

## **ARTICLE XVI: Committees**

The Board of Directors may from time to time establish such committees as it may think appropriate, and may designate the qualifications and terms of service for the persons appointed to serve upon such committee.

## **ARTICLE XVI: Amendments**

These Bylaws, or any part thereof, may be amended, added to or modified by affirmative vote of two-thirds of the voting members of the Board of Directors. This vote shall take place under the provisions of the Meetings Section of these Bylaws.

### **Certificate**

**We, the undersigned, the president and secretary of the Board of Directors of this nonprofit corporation, do hereby certify that the foregoing bylaws were duly adopted by the Board of Directors, with a quorum present, on this 16<sup>th</sup> day of November, 2002.**