



BYLAWS OF DINÉ BÉ'IINÁ, INC.
(AKA THE NAVAJO LIFEWAY)

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BYLAWS OF DINÉ BÉ'LINÁ, INC. (AKA THE NAVAJO LIFEWAY)

ARTICLE I: Name

This organization shall be known as Diné Bé'liná, 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 Diné people among themselves (,) 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 Board of Directors of the Corporation shall be persons of Navajo descent.

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 six (6) 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 misses three consecutive meetings 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 review 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 exempt 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.

RESOLUTION OF THE DINÉ BÉ'LINÁ BOARD OF DIRECTORS

Resolution#: 21-0928

Resolution for Amendments of the Bylaws of Diné Bé'liná

Date: September 28, 2021

WHEREAS:

It is the responsibility of the Board of Directors of Diné Bé'liná is empowered to exercise authority and control over Diné Bé'liná and is responsible for the accomplishment of the Diné Bé'liná mission and purpose.

It is established that Diné Bé'liná is a non-profit organization led by majority Navajo Board of Directors since 1991 for the purposes of educating, research, develop, establish and promote Navajo way of life and activities which further these ends. (Article III)

NOW, THEREFORE BE IT RESOLVED TO THAT:

The Diné Bé'liná Board of Directors hereby approves the Amendments of the Bylaws of Dine Bé'liná.

The Diné Bé'liná Board of Directors authorizes, empowers, and directs the Diné Bé'liná President to perform all actions deemed necessary and proper to effectuate the purposes of this resolution.

Certification

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, and that same was passed by a vote of 4 in favor, 0 opposed and 0 abstained, on this 28th day of September, 2021.

Motion: Zefren Anderson, Second: Vanessa Martinez

X

Diné Bé'liná Board President

X

Diné Bé'liná Board Secretary

DEFINITION OF TERMS

Abstain - To refrain deliberately from voting.

Adopt- Formal acceptance of what a motion proposes usually established by a vote.

Advisory Board of Directors- An advisory board of directors are individuals appointed to advise an elected board of directors. This board is not bound by the duties imposed upon elected board members, and the corporation is not required to follow their recommendations.

Agenda- A list or outline of things to be done at a meeting; the most important of which is the terms of business.

Agent- Anyone who is authorized to act on the behalf of another. A corporation acts only through its agents; therefore, it is important to define what actions an agent is authorized to perform.

Amendment- A change or addition that changes the meaning or scope of an original formal document, usually laws or regulations, but can include plans, specifications, contracts, etc.

Annual Meeting- A yearly meeting of shareholders at which directors are elected and other general business of the corporation is conducted.

Annual Report- A required annual filing in a state, usually listing directors, officers and financial information. Also, an annual statement of business and affairs furnished by a corporation to its shareholders.

Articles of Incorporation- The title of the document filed in many states to create a corporation. Also known as the certificate of incorporation or corporate charter.

Board of Directors: is an executive committee that jointly supervise the activities of Diné Bé'liná non-profit organization.

Board Secretary- Board member that is designated by board of directors that serves as the recording officer.

Bond- An interest-bearing certificate issued by a government or business, redeemable on a specific date; used as a measure of raising funds for capital improvements.

Bylaws: is a document used by an organization to establish its internal management by setting out the rules and responsibilities for shareholders, directors, and officers.

Call to order- The opening action of a presiding officer or chair that officially starts a meeting.

Calendar Year- An accounting period that ends each December 31, which is the period most S corporation must adopt as a permitted year.

Corporate Seal- A Corporate Seal is a device made to either emboss or imprint certain company information onto documents. This information usually includes the company's name and date and state of formation. Corporate seals are often required when opening corporate or LLC bank accounts, distributing stock or membership certificates or conducting other corporate business. Custom-made corporate seals are commonly included as part of a Corporate Kit.

Corporation: Diné Bé'Iná non-profit organization; a group of people or a company—authorized by the state/tribal entity to act as a single entity and recognized as such in law for certain purposes.

Decent: the origin or background of a person in terms of family or nationality.

Diné- Also known as Navajo, the Navajo people refer themselves as “Diné” meaning 'the people'.

Directors: Board members of Diné Bé'Iná; an elected or appointed member of a corporation's board of directors whose responsibilities include monitoring the non-profit organization's activities and shaping the organization's strategy to protect stakeholder interests.

Elect- Choose by vote for an office, position or membership.

Executive session- Any meeting of a deliberative assembly, or a portion of a meeting at which the proceedings are secret.

Ex officio- By virtue of an office or chairmanship held in the society or in the state or national society or federation. An ex-officio member, is an individual who is a member of boards/committees by virtue of an office held.

Fiscal Year- An accounting year that ends on a date other than December 31. C corporations may elect to use a fiscal year. S corporations may generally use a fiscal year if it is a natural business year.

Floor- The exclusive right to speak in a meeting.

General consent- A time-saving procedure whereby routine business or questions of little importance are decided/approved without putting a formal vote; a form of voting in which no objection is voiced (considered unanimous consent).

Law- a: A binding custom or practice of a community; a rule of conduct or action prescribed or formally recognized as binding or enforced by a controlling authority; b: The whole body of such customs, practices, or rules.

Main motion- A formal proposal by a member, in a meeting, that the board/committee take certain action; the lowest ranking of the thirteen ranking motions.

Majority- More than half; a number greater than half of total.

Majority vote- The basic requirement for approval of an action or choice by a deliberative board/committee; without qualification it means more than half of the votes cast by members legally entitled to vote who are present and voting.

Meeting- A single official gathering of the members of a board/committee/organization in one room or area to transact business for a length of time during which there is no cessation of proceedings and the members do not separate, unless for a short recess.

Meeting notice- A written notice of the time and place for a meeting; to invite or command to meet.

Member- A person who has the right to participate in a meeting and whose opinion has equal weight with other members as expressed by a vote. A member has the right to make motions, to speak in debate and to vote

Minority- The smaller in number of two groups constituting a whole; specifically: a group having less than the number of votes necessary for control.

Minutes- The official record of the proceedings of a deliberative board/committee/assembly which contain mainly a record of what was done at the meeting, not what was said by the members.

Motion- A formal proposal for action made to a deliberative board/committee/assembly; a question.

Nay- A vote against; a negative reply or vote.

Negative vote- A vote against the adoption of a motion.

New business- New items of business or matters which may be brought up to a board/committee/assembly for consideration.

Null and void- Having no legal or binding force or effect.

Objection (object) - A formal expression of opposition to a proposed or pending action or motion; to oppose something firmly and usually with words or arguments.

Obtain the floor- Secure recognition in order to speak or to make a motion.

Officer- One who holds an office of trust, authority, or command in an organization.

Opposed- To be hostile or adverse to; to be against the adoption of the pending motion.

Order- The customary or prescribed mode of proceeding in debates or in the conduct of deliberative or legislative bodies, public meetings, etc., (i.e., parliamentary rules of order).

Order of business- An established sequence in which certain types or classes of business are to be brought up or permitted to be introduced at sessions of a given board/committee/assembly.

Out of order- A motion, request, or behavior which is in violation of the rules of an organization.

Pass/passed (with reference to a motion) - The same as adopted or carried.

Pending motion (pending question) - A motion which has been stated by the chair but has not yet been disposed of permanently or temporarily.

Policy- A high-level overall plan embracing the general goals and acceptable procedures in and for a society.

Presiding officer- The person conducting a meeting; the individual who has the responsibility of exercising guidance, direction and control of a meeting of a deliberative board/committee/assembly.

Quorum- The minimum number of voting members who must be present at a meeting of a deliberative board/committee/assembly for business to be legally transacted.

Rank- The same as precedence.

Ratify- To approve and sanction formally. In a parliamentary sense, it means to confirm or make.

Recognition- The chair's formal acknowledgment that a member is assigned the floor.

Recognize- The process by which the presiding officer assigns the floor to a member for the purpose of making a motion, to speak in debate or to make a proper inquiry permitted under the rules.

Regular meeting- The periodic business meeting of a permanent society, local branch or board, held a weekly, monthly, quarterly or similar interval, for which the day should be prescribed by the bylaws and the hour should be fixed by a standing rule of the society.

Resignation- The formal act of giving up one's office or position.

Resolution- A decision, opinion, policy or directive of a municipality expressed in a formally drafted document and voted upon.

Robert's Rules of Order- The most widely used manual on parliamentary procedure written by General Henry M. Robert; originally published in 1876.

Roll call- The procedure (usually by the Board Officer or Secretary) of calling off a list of names (as for checking attendance).

Roll call vote- The process of voting by each member responding "yea" or "nay" as their names are called by the minute's secretary or staff liaison. It has the opposite effect of a ballot vote.

Rules of order- Refers to the written rules of parliamentary procedure; such rules relate to the orderly transaction of business in meetings and to the duties of officers in that connection.

Ruling- A decision of the chair on questions of parliamentary law usually rendered in response to a point of order.

Second- A verbal, sometimes written, indication made by any member of a board/committee/assembly that he agrees that a motion made should come before the meeting (not that he necessarily favors the motion).

Special meeting (or called meeting) - A separate session of a society held at a time different from that of any regular meeting and convened only to consider one or more items of business specified in the call of the meeting.

Subcommittee- A subdivision of a committee usually organized for a specific purpose. A subcommittee is responsible to and reports to the board/committee which organized it.

Sustain- To uphold or support as true, legal or just. When a point of order or any ruling of the chair is appealed, a presiding officer may ask the assembly to decide if the decision of the chair should stand as the judgment of the assembly. If the board/committee votes "yes," they are said to sustain the decision of the chair.

Table- A colloquial term for disposing of a motion by putting it aside temporarily.

Their: is - of or relating to them or themselves especially as possessors, agents, or objects of an action

Them: used as the object of a verb or preposition to refer to two or more people or things previously mentioned or easily identified.

They: nominative plural of he, she, and it.

Two-thirds vote (when the term is unqualified) - At least two-thirds of the votes cast by persons legally entitled to vote, excluding blanks and abstentions, at a regular or properly called meeting at which a quorum is present.

Unanimous consent- A time-saving procedure whereby routine business or questions of little importance are decided/approved without taking a formal vote. See general consent.

Unfinished business- Matters not completed at the previous meeting, which are included on the agenda of the current meeting.

Vacancy- An office or position which has not been filled or which is otherwise not occupied by an incumbent.

Vacate the chair- The process whereby the regular presiding officer leaves the chair and another individual presides.

Vote- A formal expression of the will, or opinion, or preference of the members of an assembly in regard to a matter submitted to it.

Withdraw (as a motion) - To take back or remove from consideration.

Yeas and nays- Another term for a roll call vote.

Yield- Give precedence to; give way to. A lower ranking motion yields to a motion of higher rank.

Yield the floor- When a member who has been recognized as “having the floor” finishes speaking, he is said to “yield the floor” after he sits down.

Appendix C

ACRONYMS AND ABBREVIATIONS

AKA- also known as

DBI- Diné Bé’iiná Inc.

IRS- Internal Revenue Service

NN- Navajo Nation

DINÉ BÉ’IINÁ BOARD MEETINGS

Location:

Date:

Time:

AGENDA

- I. Call to Order
- II. Roll Call
- III. Invocation
- IV. Approval of Agenda V.
- V. Introduction of Guests and Staff VI.
- VI. Announcements
- VII. Approval of Meeting Minutes IX.
- VIII. Reports
 - Board and Staff Reports
 - Financial Report
 - Committees/ NCLP (as deemed necessary) XI.
- IX. Old Business
 - Directives of the Board
 - Resolutions
 - Other Matters
- X. New Business
 - Resolutions
 - Travel Requests
- XI. Executive Session (if deem necessary)
- XII. Next Meeting Date
- XIII. Adjournment