

**Bylaws of
The Nakani Native Program Committee**

Article I. Name

The name of the organization shall be the **Nakani Native Program Committee**, a Washington state non-profit organization, with principal place of business at a location to be determined by the Board of Directors.

Article II. Purposes

The Committee is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the following:

- A. To collaborate with the leadership and organizations of Native Americans, focused on the Pacific Northwest, expressing the values of Simplicity, Peace, Integrity, Community and Equity.
- B. To work with tribal nations and indigenous peoples to support their tribal sovereignty, natural resources, cultural heritage, sacred places and future generations.
- C. To build bridges between Native Americans and non-Natives, emphasizing education and cultural sharing for mutual enrichment.

Article III. Board of Directors

- A. The control and conduct of the property and business of the organization shall be vested in the Board of Directors. The Board of Directors shall also determine the policies of the organization. The Board of Directors shall include the elected officers, the chairs of standing subcommittees, and at least two members at large.
- B. There shall be an executive committee consisting of the elected officers only, with authority to make decisions for the Board of Directors between meetings subject to its ratification.
- C. The Board of Directors shall set the date for its regular meetings by resolutions adopted at its first meeting.
- D. Special meetings of the Board of Directors may be called by the chairperson or by any two members of the Board of Directors. At least five days' notice of any special meeting shall be given to each member of the Board of Directors by email, mail, in person, or by phone.
- E. A majority of the total Board of Directors shall constitute a quorum for the conduct of

any business. Directors may attend meetings via electronic means.

- F. There shall be at least one annual meeting of the Board of Directors at a date and place set by the Board of Directors. The Board of Directors shall have regular meetings, unless the Board determines that they are not necessary.
- G. The executive committee shall approve all chairpersons of subcommittees appointed by the Chair.
- H. All Board of Directors members shall receive cultural awareness training to ensure that Committee members are sensitive to issues that affect Indigenous People of North America. The Board of Directors shall decide who will provide such training.

Article VI. Officers

The officers of the organization shall be the Chairperson, Secretary, Treasurer, and such other officers as the Board of Directors may designate. They shall assume office for two years or until their successors are selected. In case a vacancy occurs among the officers or committee chairpersons before the end of their term of office, the Board of Directors shall fill their places for their unexpired term. The Chairperson shall not hold office for more than two consecutive years. There shall be no restrictions on the terms of the other members of the executive committee.

Duties of Officers:

Chairperson: The Chairperson shall preside at all meetings of the Board of Directors and at all regular or special meetings of the organization as its executive head, and shall supervise all phases of its work, subject to instructions of the Board. The Chairperson shall be a member ex-officio of all committees, except the Nominating and Finance Committees. The Chairperson shall be given timely notice of all committee meetings, and shall regularly consult with and direct, subject to instructions of the Board of Directors.

Secretary: The Secretary shall keep a record of all the proceedings of the organization and of the Board of Directors, send out notices of meetings (if requested), and shall conduct and preserve all correspondence relating to the organization and perform such other duties as the Board of Directors may direct.

Treasurer: The Treasurer is the custodian of the organization's funds and is responsible for keeping accounts, disbursing funds, and providing financial reports in accordance with the Board of Directors' direction and policies. The Treasurer shall comply with all financial and tax regulations with respect to any employees of the organization and file the necessary reports. The Treasurer shall make a financial report at Board meeting and annually to the membership and at other times as may be requested. The Treasurer chairs the Finance Committee and is responsible for submitting the annual budget for the

organization based on Executive Committee guidelines and suggestions, for approval by the Board of Directors. The Board shall approve the persons authorized to sign checks on behalf of the organization.

Article VII. Nominations and Elections

- A. The Board of Directors may appoint a Nominating Committee consisting of three (3) Board of Directors members and two (2) individuals who are not members of the Board. The names of the members of the nominating committee shall be made known to the members of organization through publication in the organization's newsletter if there is one; or in writing by other means. Nominations may be made by any community member and submitted to the Board or its Nominating Committee, provided the consent of the proposed nominee has been obtained.
- B. The list of candidates for each officer of the organization shall be published in the organization's newsletter if there is one; if not, in writing by other means. The list shall include all nominations made by community members.
- C. The Board will select its officers at the annual Board meeting.

Article VIII. Subcommittees

The Board of Directors shall provide for the annual review of the books and accounting systems of the organization. This review shall be performed by a subcommittee of non-board-members drawn from the communities served by the Committee.

In addition, the Chairperson may appoint Board members-at-large to carry out specific duties as assigned.

- A. The Chairperson shall appoint a chairperson for each standing subcommittee at the beginning of the term, or fill vacancies as they may occur throughout the current year, subject to the approval of the Executive Committee. Each appointment shall be for a term expiring at the next annual meeting.
- B. All standing subcommittees shall, when practical, consist of at least three (3) members.
- C. In the event of three (3) unexcused absences from board meetings, or failure to perform assigned tasks, the position may be declared vacant and a new appointment made by the Chairperson.
- D. The Standing Subcommittees and their functions shall be as follows:
 - 1. **Finance Subcommittee:** It shall be the duty of the Finance Subcommittee to

develop and oversee the Committee's budget, monitor income and expenses, and report regularly to the Board of Directors. This subcommittee will also develop a fundraising plan and identify resources needed to carry it out.

2. **Program Subcommittee:** It shall be the duty of the Program Subcommittee to develop plans for serving the communities whose needs the Committee was formed to address, and to propose them to the Board of Directors.
3. **Communications Subcommittee:** It shall be the duty of the Communications Subcommittee to develop and maintain contacts and relationships with Native community organizations and with the news media to promote issues and services, and to regularly inform the communities and the general public of the Committee's activities and plans. The Communications Subcommittee shall also track Committee activities, focusing on Committee community speaking engagements, and providing workshops and testimony to promote and support Committee's positions on public issues.

IX. Amendments

These bylaws may be amended by a vote of seventy-five percent (75%) of the Board of Directors at any meeting, providing notice has been mailed to all board members at least ten (10) days in advance of the meeting and a statement of the proposed amendment or amendments is set forth in said notice.

X. Discontinuance

- A. The Nakani Native Program Committee is intended to have perpetual existence and its property is irrevocably dedicated to charitable and scientific purposes, but in the event of termination or dissolution, its assets shall be applied and distributed as follows:
 1. All liabilities and obligations of the Committee shall be paid, satisfied, and distributed or adequate provision shall be made therefore.
 2. None of the remaining assets shall inure to any individual, but shall be distributed only to fund a foundation or nonprofit organization whose property is likewise irrevocably dedicated to charitable and educational purposes as required by the Internal Revenue Code of the United States.
- B. Actions taken to discontinue or cease operations of the organization shall conform to the requirements of the Washington state law.

Article XI. Indemnification

There shall be no personal liability of a member of the Board of Directors, for monetary damages or for conduct as directors; provided, this shall not eliminate or involve intentional misconduct by a director, or a knowing violation of law by a director, or for a

transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

Article XII. Conformity

Notwithstanding any other provisions, the organization shall not carry on any other activity not permitted to be carried on by a organization exempt from federal income tax under 501(c) 3 of the Internal Revenue Code.

Article XII Nonprofit Association

This organization is not organized for profit. No member, member of the Board of Directors or person representing the organization may receive any property or funds or be lawfully entitled to receive any pecuniary profit from the operations thereof. The foregoing, however, shall neither prevent nor restrict reasonable compensation to any member or manager while acting as an agent or employee of the organization for services rendered in affecting one or more of the purposes of the organization.