

FIRST AMENDED AND RESTATED BYLAWS
OF THE
NATIONAL ASSOCIATION OF TRIBAL HISTORIC PRESERVATION OFFICERS, INC.

ARTICLE I. Name

Section 1. NAME. The name of the corporation is the National Association of Tribal Historic Preservation Officers, Inc., a not-for-profit, membership-corporation incorporated in the District of Columbia, hereinafter referred to as the National Association.

Section 2. LOCATION. The location of the principal office of the National Association shall be in the District of Columbia. The National Association shall have such other offices as the Board of Directors designate.

ARTICLE II. Membership

Section 1. REGULAR MEMBERS. A regular member is any federally recognized Indian tribe that has paid its dues pursuant to Section 4 of this Article II and has officially designated a Tribal Historic Preservation Officer under the National Historic Preservation Act.

(a) The Tribal Historic Preservation Officer shall be the official delegate of the member tribe and eligible for election to the Board of Directors.

(b) The tribe may designate an alternate delegate, provided that the designation is in writing, and is otherwise consistent with the laws and procedures of the member tribe.

(c) Regular members (referred to herein as the “regular membership”) are voting members for purposes of electing Directors to the Board of Directors and for voting on any other matter that may come before the regular membership.

Section 2. ASSOCIATE MEMBERS. An associate member is a non-voting member of the National Association that includes any of the following categories of individuals:

(a) The duly designated official directing a tribal preservation program seeking approval pursuant to Section 101(d)(2) of the National Historic Preservation Act;

(b) The duly designated official directing a tribal preservation program considering seeking approval pursuant to Section 101(d)(2) of the National Historic Preservation Act; and

(c) The duly designated official directing a tribal program dedicated to or actively supporting the purposes of the National Association.

Section 3. MEMBERSHIP. Regular members and associate members may be referred to herein collectively as the “membership.”

Section 4. DUES. The annual dues for the various classes of membership will be established by the Board of Directors as part of the annual budget process. The membership year shall be from October 1 through September 30, provided that members shall pay applicable dues by January 1st, or in accordance with arrangements made with the Treasurer to pay dues on a different date.

ARTICLE III. Board of Directors

Section 1. BOARD OF DIRECTORS. The business and affairs of the National Association shall be managed, conducted, and directed by its Board of Directors. The Board may adopt such rules and regulations in the conduct of its meetings and management of the National Association as it deems proper, not inconsistent with applicable law, the Articles of Incorporation, or these Bylaws.

Section 2. NUMBER. The Board of Directors shall consist of eleven (11) Directors. Upon adoption of these First Amended and Restated Bylaws, the Directors are authorized to appoint additional Directors to bring the current number of Directors to eleven (11) members. Directors shall, to the extent possible, appoint Directors from all eleven (11) Regions provided below. These interim Directors shall serve until the 2014 election.

Section 3. ELECTIONS. Directors shall be elected annually from the regular membership. Such elections shall be by majority vote of the regular members by mail-in ballot, as follows:

(a) Notice of election and request for nominations. On the first Monday in January following January 1 of each year, the Nominations and Elections Committee shall submit to each regular member a notice of election and request for nominations for candidates for the Board of Directors. Nominations from regular members shall be submitted to the Committee by no later than the first Monday in February.

(b) Ballot listing. The Nominations and Elections Committee shall, using the nominees submitted by regular members to the greatest extent possible, nominate a slate of eleven candidates that includes one nominee from each of the Bureau of Indian Affairs regions, provided that the Alaska and Northwest Regions shall be combined into one region: (1) Alaska/Northwest; (2) Eastern; (3) Eastern Oklahoma; (4) Great Plains; (5) Midwest; (6) Navajo; (7) Pacific; (8) Rocky Mountain; (9) Southern Plains; (10) Southwest; and (11) Western. The Committee shall prepare a ballot listing those nominees ("Election Ballot") and submit one Election Ballot to each regular member.

(c) Return of the Election Ballot. Completed Election Ballots must be submitted to the Nominations and Elections Committee not later than fifteen (15) calendar days from the date the Election Ballot was sent to the regular membership.

(d) Counting the Ballots. The Nominations and Elections Committee shall tally the Election Ballots and notify the Board of Directors, the membership, and the President of the results by no later than ten (10) days after the deadline for the receipt of ballots.

(e) For purposes of this section, all submissions to and from the Nominations and Elections Committee shall be dated and be sent either by regular mail, overnight delivery, facsimile, or electronic mail.

Section 4. TERMS. Directors shall serve a term of three (3) years and shall serve until their replacement has been elected in accordance with these By-Laws, provided that the Directors elected in the first election to be held in February 2014 pursuant to these First Amended and Restated Bylaws shall serve the following terms.

(a) Directors elected from the Rocky Mountain, Southern Plains, Southwest, and Western Regions shall serve a term of three (3) years.

(b) Directors elected from the Great Plains, Midwest, Navajo, and Pacific Regions shall serve two a term of (2) years.

(c) Directors elected from the Alaska/Northwest, Eastern, and Eastern Oklahoma Regions shall serve a term of one (1) year.

(d) Following the first election held pursuant to these First Amended and Restated Bylaws, each Director shall be elected to a term of three (3) years.

Section 5. QUORUM. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting unless the Articles of Incorporation or these Bylaws require a different number, in which case the express provision shall govern and control. If less than a quorum of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting until a quorum shall be present; provided however that a quorum will not exist if less than five (5) Directors continue to serve on the Board.

Section 6. REMOVAL FROM OFFICE.

(a) A Director may be removed from office by two-thirds (2/3) majority vote of the regular members for any reason, including but not limited to, serious inefficiency or neglect of duty, abandonment of office, or for misconduct in office.

(b) Directors shall be deemed to have abandoned their positions if they fail to attend three consecutive meetings for which they have not been excused by the Chair prior to the meeting.

Section 7. RESIGNATION.

(a) Any Director may resign at any time by giving written notice to the Board of Directors. Such resignation shall be effective on the date specified and the acceptance of the resignation is not necessary to make it effective.

(b) A Director shall be required to resign should the regular member who designated them to serve as its representative pursuant to Article II, Section 1 ceases to be a member in good standing of the National Association and/or if the Director ceases to be the tribe's designated Tribal Historic Preservation Officer or alternative delegate.

Section 8. VACANCIES. A vacancy on the Board because of death, resignation, removal, or otherwise shall be filled by the Chair. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and shall serve until his or her successor is elected and qualified.

Section 9. MANNER OF VOTING. The voting on all questions coming before the Board of Directors shall be by roll call, and the yeas and nays shall be entered upon the minutes of such meeting, except in the case of the election of officers when the vote may be by ballot. A motion or measure shall be considered adopted by the Board if a majority of the members present vote in favor of such motion or measure.

Section 10. REPORTS. A copy of the minutes of Board meetings shall be provided to a member upon written request of that member to the Secretary or to their regional Board member representative. The Board of Directors shall provide the membership with such reports of the activities and the business functions of the National Association as is consistent with sound business practice. The Board of Directors shall provide an annual report to the membership at least ten (10) days prior to the annual meeting.

ARTICLE IV. Officers and President

Section 1. ELECTED OFFICERS. The elected Officers of the National Association shall be the Chair, the Vice Chair, the Secretary, and the Treasurer, provided that the offices of Secretary and Treasurer may be combined.

Section 2. ELECTION OF OFFICERS. The Board shall elect the officers of the Board of Directors from among its members at the first meeting following the amendment of these Bylaws. Thereafter, officers shall be chosen annually by the Board from the Board of Directors at its first meeting following the election of Board members.

Section 3. VACANCIES. A vacancy in any office because of death, resignation, removal, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 4. REMOVAL OF OFFICERS. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the National Association will be served thereby. Grounds for removal shall include, but not be limited to, dereliction of duty, negligence, malfeasance in office, or any other good cause shown.

Section 5. DUTIES OF OFFICERS.

(a) Chair. The Chair shall:

- (i) be thoroughly familiar with the business of the National Association and with the issues of concern to its membership,
- (ii) preside at meetings of the Board of Directors and at the annual meeting,
- (iii) in partnership with the President, manage the business affairs and operations of the National Association,
- (v) represent and speak for the National Association to other organizations, government agencies, and the public,
- (vii) serve as an ex officio member of any duly established committee as directed by the Board of Directors , and
- (vii) sign letters and documents necessary to carry out the will of the membership and conduct the business of the National Association.

(b) Vice Chair. The Vice Chair shall:

- (i) be thoroughly familiar with the business of the National Association so that he or she may serve as acting Chair in the absence or incapacity of the Chair,
- (ii) serve as Chair or ex officio member any duly established committee as directed by the Board of Directors.

(c) Treasurer. The Treasurer shall:

- (i) collect and disburse funds in accordance with the established written financial policies and procedures of the National Association,
- (ii) keep accounts of, and provide an annual report to the membership on the finances,
- (iii) as appropriate, work with staff or agents to ensure that these activities are carried out in accordance with established policies and procedures,
- (iv) serve as a consulting member or as an ex officio member of any duly established committee as directed by the Board of Directors.

d) Secretary. The Secretary shall:

- (i) take, or cause to be taken or recorded, authentic notes of proceedings of meetings to serve as the basis for accurate minutes,
- (ii) prepare and certify correctness of minutes of meetings and enter them into the official minutes book,
- (iii) enter any corrections to the minutes in the minutes books and initial changes,
- (iv) record and certify approval of minutes,
- (v) provide the presiding officer and the membership with the exact wording of pending or previously acted upon motions,
- (vi) prepare and maintain a list of members and call roll as called upon by the presiding officer,
- (vii) bring to each meeting the minute book, copies of by-laws, rules, policies and procedures, a list of members, a list of standing and special committees, and a copy of The Standard Code of Parliamentary Procedure,
- (viii) assist the presiding officer and the President in preparing the detailed agenda for each meeting,
- (ix) preserve all records and documents of the National Association, except financial and personnel records, which shall be maintained by the Treasurer and the President, respectively,
- (x) prepare and distribute notices of meetings and other necessary communications to the membership,
- (xi) provide the chair of each committee with a list of members, copies of motions referring matters to committee, and instructions or other materials that may be useful to the committee,
- (xii) sign official documents such as minutes and resolutions attesting to their authenticity, and
- (xiii) carry on the official correspondence of the National Association as directed, except correspondence assigned to other officers, and
- (xiv) serve as ex officio member of any duly established committee as directed by the Board of Directors.

(e) The officers of the National Association shall perform such other duties and functions as may from time to time be required by the Board or the policies, rules, or regulations of the National Association.

Section 7. PRESIDENT

(a) The Board of Directors shall hire a President as a paid staff member, who shall be employed by contract or employment letter for a term of not less than twelve (12) months and not more than twenty-four (24) months. The employment of the President may be renewed upon mutual written consent of both the employee and the Board of Directors. The President shall serve as an ex officio member of the Board.

(b) The President shall serve as an officer and official representative of the National Association for purposes of carrying out the duties identified in these Bylaws.

(c) The President shall:

(i) be thoroughly familiar with the business of the National Association and with the issues of concern to its membership,

(ii) serve as the chief operating officer of the National Association,

(iii) work in partnership with the Chair to manage the business affairs and operations of the National Association,

(iv) as properly directed or duly delegated, represent and speak for the National Association to other organizations, government agencies, and the public,

(v) as properly directed or duly delegated, sign letters and documents necessary to carry out the will of the membership and conduct the business of the National Association,

(vi) recruit personnel and make recommendations on offers of employment to the Board of Directors for approved and budgeted staff positions,

(vii) supervise staff,

(viii) advertise, select, and negotiate contracts for needed goods, supplies, and services in accordance with sound business management practices and the National Association's established financial, accounting, and procurement policies and procedures.

ARTICLE V. Meetings

Section 1. ANNUAL MEETING. The membership shall meet once a year. The Board of Directors shall meet in conjunction with the membership at the Annual Meeting. The Annual Meeting shall be held at a time, place, and date to be determined by the Board of Directors.

Section 2. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held quarterly.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held upon notice given by the Chair, Secretary, or by a majority of the Directors, at such place as the Board shall direct or as shall be fixed by the notice.

Section 4. EMERGENCY MEETINGS. Emergency meetings of the Board of Directors may be held upon twenty-four hours actual notice given by the Chair, Vice Chair, or the Secretary, and business transacted thereat, provided that not less than a majority of the full Board of Directors then in office concurs in such action.

Section 5. NOTICE OF MEETINGS. Each Director shall be given at least three (3) working days- notice of meetings by mail, fax, or electronic mail. If sent by regular mail, such notices shall be addressed to each Director at the address that appears upon the records of the National Association. The notice will state the purpose for which said meeting will be held, and the time and place, or call-in information, for said meeting. Notice of the meeting by telephone shall constitute personal notice.

Section 6. WRITTEN CONSENTS. Any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors. The consent shall be considered a unanimous vote.

Section 7. ATTENDANCE; TELECOMMUNICATIONS. The attendance of a Director at any meeting constitutes a waiver of notice of the meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. Directors may participate in any meeting by teleconference or similar communication equipment by which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute attendance and presence as if the Director were present in person at the meeting.

Section 8. RULES OF PROCEDURE (Parliamentary Authority). (a) Unless the Board of Directors expressly adopts procedures, all meetings shall be conducted in accordance with The Standard Code of Parliamentary Procedure (Alice Sturgis, 3rd Edition, [1988] New York: McGraw-Hill, Inc.), as amended.

ARTICLE VI. Committees

Section 1. STANDING COMMITTEES. The Board of Directors may create, appoint, and designate the duties, powers and authorities of one or more Standing or Special Committees. The Board shall appoint the Chairperson of all such committees.

Section 2. Nominations and Elections Committee. The Nominations and Elections Committee shall consist of three (3) members. It shall be the responsibility of the Nominations and Elections Committee to nominate a slate of candidates for each election, prepare the ballots,

and conduct the election procedure consistent with these Bylaws. The Nominations and Elections Committee shall be responsible for the distribution and receipt of the ballots and for the tally, and shall report the results of the election to the Board of Directors and the membership.

Section 3. COMMITTEE MEMBERSHIP. Committee membership shall be open to all Directors and membership. In addition, staff of member tribes shall be eligible to serve as members of committees.

ARTICLE VII. Finance

Section 1. BUDGET.

(a) The Chair, the President, and the Treasurer shall work together to develop an annual operating budget for the National Association. The budget shall be based on the needs of the National Association and its membership and on a realistic evaluation of its projected annual revenue.

(b) The Chair, the President, and the Treasurer shall report the budget for the upcoming fiscal year, together with their recommendations, to the Board of Directors at least sixty (60) days prior to the end of the fiscal year.

(c) The Board of Directors shall review and adopt the proposed budget as appropriate no later than thirty (30) days prior to the end of the fiscal year.

(d) A copy of the adopted budget shall be made available to a member upon written request of that member to the Treasurer or to their regional Board member representative.

Section 2.

ANNUAL AUDIT. The Board of Directors, in consultation with the President, shall determine whether an annual audit of the National Association's accounts is required to be conducted. Should such an audit be necessary, it shall be conducted by a qualified professional accountant and in accordance with generally accepted accounting principles. Any completed audit report shall be provided to the Board of Directors, a copy of which shall be made available to a member upon written request of that member to the Treasurer or to their regional Board member representative.

Section 3. SURETY BONDS. The Board of Directors, in consultation with the President and Treasurer, shall ensure that all employees, Directors, and agents of the National Association are bonded consistent with prudent business operations.

Section 4. FISCAL YEAR. The fiscal year of the National Association shall be the calendar year basis unless otherwise determined by resolution of the Board of Directors.

ARTICLE VIII. Contracts, Loans, Checks, Deposits

Section 1. CONTRACTS. Upon approval by the Board of Directors, either the Chair or the President may sign and execute any contract in the name of the National Association, including all deeds, mortgages, bonds, notes, drafts, or other orders for the payment of money, or other instruments, provided that any such contract, document, instrument, or expenditure has been approved by the Board of Directors, or has been approved in, or is otherwise consistent with, the approved annual budget.

Section 2. LOANS. No loans shall be contracted on behalf of the National Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3. CHECKS. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the National Association shall be signed by any Officer of the Board or the President, provided that such expenditure has been approved in, or is otherwise consistent with, the annual budget approved by the Board of Directors.

Section 4. DEPOSITS. All funds of the National Association not otherwise employed shall be deposited from time to time to the credit of the National Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. GIFTS AND CONTRIBUTIONS. The Board may accept on behalf of the National Association any gift, contribution, bequest, or devise for any purpose of the National Association.

ARTICLE IX. Conflict of Interest

Section 1. CONFLICTS. No Director shall engage in any business or transaction or shall act in regard to financial or other personal interest, direct or indirect, which is incompatible with the proper discharge of duties or which would tend to impair independence of judgment or actions in the performance of duties.

Section 2. DISCLOSURE. Any Director who has a financial or personal interest in any proposed business before the Board shall disclose the nature and extent of such interest. Such Director shall not participate in the discussion or vote for adoption or defeat of such business where a vote is required.

ARTICLE X. Insurance

Section 1. LIABILITY INSURANCE. The National Association shall maintain insurance on all property and persons under the jurisdiction or management of the National Association sufficient to protect the interests of the National Association from all liability.

Section 2. DIRECTORS' AND OFFICERS' INSURANCE. The National Association shall maintain a standard Directors' and officers' liability insurance policy covering the Directors and officers of the National Association. The National Association's failure to have such a

policy in force at any time shall not affect the National Association's obligation to indemnify its officers and Directors as set forth herein.

Section 3. UNEMPLOYMENT INSURANCE. The National Association shall carry such workmen's compensation and/or unemployment insurance as may be necessary to protect the interests of the National Association and its employees and to comply with applicable law.

Section 4. FIRE AND HAZARD INSURANCE. The National Association shall maintain fire and hazard insurance on all property of the National Association sufficient to protect the interests of the National Association from losses by fire or other disaster.

ARTICLE XI. Indemnification of Directors and Officers

Section 1. INDEMNIFICATION. To the fullest extent permitted or required by law, the National Association shall indemnify its Directors, officers, and employees against any and all liabilities, damages, and costs and expenses incurred in any proceeding to which any such Director, officer, or employee is a party because he or she is a Director, officer, or employee of the National Association.

Section 2. LIABILITY. Upon receipt of a request for indemnification, a disinterested quorum of the Board shall make a prompt determination of the requesting party's right to indemnification. If a determination is not made within thirty (30) days, it shall be presumed that the requesting party has rights to indemnification unless, by proper resolution of the Board, said thirty-day deadline is extended.

Section 3. COSTS AND EXPENSES. As used herein, the term "costs and expenses" shall include but not be limited to any attorneys' fees, judgment amounts, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by any such Director or officer, other than amounts paid to the National Association itself; provided, however, that no such Director or officer shall be indemnified in any action, suit, or proceedings in which he or she shall be adjudged liable for his or her own negligence or misconduct in the performance of his or her duty to the National Association.

ARTICLE XII. Dissolution

Section 1. Dissolution of the National Association shall be in accordance with District of Columbia Statutes, Title 29. Business Organizations, Chapter 4. Nonprofit Corporations, Subchapter XII. Dissolution.

ARTICLE XIII. Amendments to the By-laws.

Section 1. VOTE ON AMENDMENTS. These Bylaws may be amended or repealed only by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors; provided that any amendments that concern Board member qualifications, manner of nomination and election, or terms of office may be made only upon the vote of two-thirds (2/3) of the regular members.

Section 2. NOTICE OF PROPOSED AMENDMENTS. Proposed amendments that concern Board member qualifications, manner of nomination and election, or terms of office must be provided to the regular membership, together with an explanation of the purpose of and need for the amendments, at least thirty (30) days prior to the Annual Meeting. The regular membership shall vote to accept or reject the proposed amendments at the Annual Meeting.