

**AMENDED AND RESTATED BYLAWS
OF
THE SOUTHWEST TRIBAL HOUSING ALLIANCE
Adopted July 6, 2009
Amended and Restated January 29, 2019**

ARTICLE I - NAME

Section 1. Name of Corporation. The name of the corporation shall be the "Southwest Tribal Housing Alliance" (SWTHA) as stated in the Articles of Incorporation.

Section 2. Seal of Corporation. The seal of the corporation shall be in the form of a circle and shall bear the name and state of incorporation and the year of its organization.

ARTICLE II - MEMBERSHIP

Section 1. Membership.

a. Voting Membership. Membership in SWTHA shall be open to Indian tribes or their Tribally Designated Housing Entities in the States of New Mexico and Arizona and West Texas or other States who show an interest in joining SWTHA. Each member must designate one official representative (Member's Representative) to attend all regularly scheduled meetings of SWTHA by submitting a completed membership form and may designate an alternate (Alternate) to represent the member if the Member's Representative is absent. An annual membership fee, established each year by SWTHA, is required to be paid by members each calendar year. Members' Representatives shall have voting privileges.

b. Associate Membership. Associate Membership is open to public interest groups, businesses, suppliers, commercial vendors, service providers, and federal and state recognized tribes and government housing agencies not eligible for voting membership who seek to support tribal housing and/or provide products or services to the member tribal housing programs. Associate Membership is non-voting and is subject to a membership fee and rules as may be established by the Board of Directors from time to time.

ARTICLE III - OFFICERS/EXECUTIVE COMMITTEE

Section 1. Officers. The officers of SWTHA shall be President, Vice-President, Secretary, and Treasurer and such other officers as SWTHA may from time to time designate (collectively "Officers"). Officers shall be elected from the representatives of the membership. The Officers shall constitute the Executive Committee.

Section 2. President. The President shall preside at all meetings of SWTHA. Except as otherwise

authorized by resolution, the President shall sign all contracts, deeds, and other instruments authorized by SWTHA. At each meeting the President shall submit such recommendations and information as may be considered proper concerning the business, affairs and policies of SWTHA. The President shall have general supervision over the administration of the business and affairs, subject to the direction of the membership of SWTHA, and shall assume other duties as defined in the Articles of Incorporation and in these bylaws and as added or defined by the membership. The President shall be an authorized signatory on all financial and contractual documents of SWTHA.

Section 3. Vice-President. The Vice-President shall perform the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President, the Vice-President shall perform such duties as are imposed on the President until such time as the membership shall elect a new President. The Vice-President shall assume other duties as defined in the Articles of Incorporation and in these bylaws and as added or defined by the membership. The Vice-President shall be an authorized signatory on all financial and contractual documents of SWTHA.

Section 4. Secretary. The Secretary shall keep the records of SWTHA, shall act as Secretary at all meetings, record all votes, shall keep record of the proceedings in a minute book of proceedings to be kept for such purpose, and shall perform all duties incident to the office. All records shall be open to all members. The Secretary shall keep safe and have custody of the seal of SWTHA and shall have power to affix such seal to all contracts and instruments authorized to be executed by SWTHA. The Secretary shall be an authorized signatory on all financial and contractual documents of SWTHA.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds of SWTHA and shall deposit the same in the name of SWTHA in such bank or banks as may be selected. The Treasurer shall sign all orders and checks for the payments of money and shall pay out and disburse such monies under the direction of SWTHA. Except as otherwise authorized by resolution, all such orders and checks shall be counter-signed by the President, Vice-President or Secretary. The Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to SWTHA at each regular meeting (or more often when requested), an account of the transactions and of the financial condition of SWTHA. The Treasurer shall give such bond for the faithful performance of the duties as set forth in the Articles of Incorporation or as the membership may determine from time to time. The Treasurer shall be an authorized signatory on all financial and contractual documents of SWTHA.

Section 6. Compensation. Officers shall serve without compensation other than the payment of necessary expenses accrued in performance of the duties of their office and presented to the Secretary in writing.

Section 7. Additional Duties. The Executive Committee shall carry out all functions of SWTHA between meetings and perform such acts as may be assigned from time to time and shall carry out faithfully the purpose and policies of SWTHA. The acts of the Executive Committee shall be

deemed, for all purposes, as the acts of SWTHA, provided that the Executive Committee shall have no authority to repeal, rescind, veto or repudiate any actions taken by the membership. Actions and decisions of the Executive Committee will be subject to ratification of the general membership. The Executive Committee shall be reimbursed for reasonable expenses for attending duly called meetings other than quarterly meetings. The Executive Committee shall perform such other duties and functions as may be required from time to time by SWTHA or by these bylaws or the policies of SWTHA.

Section 8. Election. The Officers shall be elected by the membership at the annual SWTHA meeting from the Members' Representatives and shall hold office beginning at the annual meeting for two years or until their successors are elected. Elections shall be conducted by secret ballot. The President and Treasurer shall be elected in odd-numbered years and the Vice-President and Secretary shall be elected in even-numbered years.

Section 9. Removal/Vacancies. Any Officer may be removed from office for cause by a 2/3 majority vote of the membership at any of the quarterly meetings. Any Officer may resign from office by submitting a written resignation letter to the Board of Directors. In the event of a vacancy occurring in the offices of President, Vice-President, Secretary or Treasurer, the Board of Directors may appoint an interim Officer until the next quarterly meeting at which meeting a replacement will be elected to fill the vacant position and such replacement shall be for the unexpired term of said office.

Section 10. Additional Personnel. SWTHA may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Laws of the State of New Mexico for non-profit corporations and these bylaws as applicable.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Board of Directors. The business and affairs of SWTHA shall be managed and governed by its Board of Directors (Board). The Directors may adopt such rules and regulations in the conduct of their meetings and management of SWTHA as they deem proper, not inconsistent with applicable law, the Articles of Incorporation (Articles), or these Bylaws.

Section 2. Directors. The Board shall consist of the President, Vice-President, Secretary, and Treasurer of SWTHA and two representatives each from New Mexico and Arizona and one from West Texas (State Representative). An Officer cannot also be a State Representative to the Board; provided however, so long as Ysleta del Sur Pueblo is the only Member in West Texas and if the Ysleta del Sur's Member Representative is elected to an Officer's Position, the Member may designate an additional individual to sit on the Board as a State Representative.

Section 2. Term/Vacancy. The term of State Representatives shall be two (2) years. In the event a State Representative position becomes vacant, the members from that state shall immediately select a replacement to fill the vacancy.

Section 3. Duties and Responsibilities. The Board shall be responsible for reviewing the overall operations of SWTHA, coordinating and implementing goals and objectives, managing all business functions and assuring any compliance with SWTHA's non-profit status. They shall also determine the location of the quarterly meetings, the proposed agendas, and training criteria.

Section 4. Meetings. The Board shall meet at least quarterly and may hold other meetings at its discretion. Emergency meetings may be called by the President or three (3) members of the Board provided that all Board members are given five (5) days prior notice. Meetings may be conducted by conference call or by any other available methods of communications. Minutes of each meeting shall be sent, within 14 days, to the general membership. Board meetings shall be conducted in the same manner as regular meetings.

ARTICLE V – MEETINGS

Section 1. Annual Meeting. The annual meeting of SWTHA shall be held in conjunction with the January quarterly meeting.

Section 2. Regular Meeting. Regular meetings shall be held three times per year in the months of January, May and October. Written notice stating the place, day and hour, and proposed agenda of a regular meeting shall be delivered either personally, by mail, or sent electronically to each member not less than thirty (30) days before the date of such meeting. If mailed, the notice shall be deemed to be delivered when deposited with the U.S. Postal Service addressed to the member at the address as it appears on the records of SWTHA with postage paid. Such notice may be waived, and attendance at any meeting shall be considered a waiver of notice of such meeting.

Section 3. Special Meetings. The President of SWTHA may, when deemed necessary or expedient, and shall, upon the written request of at least ten voting members, call a special meeting for the purpose of transacting any business designated in the request. The request for a special meeting shall be mailed to each member of SWTHA at the address listed in the records at least fifteen (15) days prior to the date of such special meeting and will be deemed to have been delivered when deposited in the U. S. Postal Service, postage paid. The purpose or purposes for which the special meeting will be conducted shall be stated in the written request. At such special meeting no business shall be considered other than as stated in the request.

Section 4. Board of Director and Executive Committee Meetings. The Board of Directors and the Executive Committee may conduct official meetings as necessary to fulfill the responsibilities of their offices. These meetings may be conducted by telephone conference or any other available methods of communication. The Board of Directors and the Executive Committee shall plan and coordinate all arrangements for all meetings.

Section 5. All meetings of SWTHA, except for Executive Sessions, shall be open to the public. Executive Sessions may be held to discuss membership and Board issues of a sensitive nature, such as personnel issues and other issues of a confidential nature. All Executive Sessions shall be

conducted behind closed doors and only those persons determined essential to the discussions by the Board shall be invited to attend.

Section 6. Quorum.

(a) Meetings of the Membership. The powers of SWTHA shall be vested in the membership. A simple majority of the members shall constitute a quorum for the purpose of conducting its business and exercising its power and for other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by SWTHA upon a vote of a majority of the members present.

(b) Meetings of the Board. The majority of Directors then in office shall constitute a quorum for conducting meetings of the Board. When a quorum is present, action may be taken by the Board upon a vote of the majority of the Directors present.

(c) Meetings of the Executive Committee. The majority of Officers then in office shall constitute a quorum for conducting meetings of the Executive Committee. When a quorum is present, action may be taken by the Executive Committee upon a vote of the majority of the Officers present.

(d) A quorum once attained at a meeting shall be deemed to continue until adjournment notwithstanding the voluntary withdrawal of enough participants to leave less than a quorum. If less than a quorum is present at any meeting, a majority of the participants present may adjourn the meeting until a quorum shall be present. Any action which may be properly taken at a meeting of the participants at which a quorum is present may nevertheless be valid if such an action is taken at a meeting where less than a quorum is present; provided that such action is ratified and confirmed in writing by a majority of participants within thirty (30) calendar days from the date of such meeting. Such ratification and confirmation must be presented in writing to the President and to the Secretary.

Section 7. Voting.

(a) Meetings of the Membership. Each member shall be allowed one vote. The President shall cast the deciding vote in case of a tie. The President's tie breaking vote is above and beyond the vote of his/her Indian tribe or Tribally Designated Housing Entity. The Vice President shall have the same power in the absence of the President.

(b) Meetings of the Board. Each Director shall be allowed one vote. If the vote is a tie, the action shall fail.

(c) Meetings of the Executive Committee. Each Officer shall be allowed one vote. If the vote is a tie, the action shall fail.

Section 8. Alternates and Proxies.

(a) If the Member has designated an Alternate and the Member's Representative is not present for a vote, the designated Alternate may vote on behalf of the Member.

(b) If neither the Members Representative nor the Alternate is present, quorum for a meeting of the membership may be established by proxy and the Member may vote by proxy if a written proxy signed and dated by the Member's Representative is submitted to the Secretary prior to or during roll call. Proxies may be accepted after roll call upon agreement by the membership.

Section 9. Order of business. At the regular meetings of SWTHA the order of business shall be as follows:

- Call to Order
- Invocation
- Welcome and Introductions
- Roll Call & Establishing Quorum
- Approve Agenda
- Approve Minutes
- Announcements
- Reports
- Old Business
- New Business
- Schedule or Announce Next Meeting
- Adjourn

All resolutions shall be in writing and shall be copied in a journal of the proceedings of SWTHA. Although meetings may be conducted with less formality than required by Robert's Rules of Order, as revised, the Rules shall govern the specific request of any member for all or a portion of any meeting.

Section 10. Manner of voting. The voting on all questions coming before SWTHA shall be by voting cards, and the yeas, nays, and abstentions shall be entered upon the minutes of such meeting except on the election of Officers and State Representatives, which may be by secret ballot. Any member may request voting by roll call.

ARTICLE VI - COMMITTEES

Section 1. SWTHA may establish committees to carry out its purposes and make

recommendations to the Board for action by the membership. Any member may volunteer to serve on any such committee. The President may also designate a member to any committee. There should be at least one member from each state represented by SWTHA on each committee.

ARTICLE VII - CONTRACTS; LOANS; CHECKS; AND DEPOSITS

Section 1. Contracts. The President shall sign and execute all contracts in the name of SWTHA, including all deeds, mortgages, bonds, contracts, notes, drafts, or other orders for the payment of money, or other instruments that the Board has authorized to be executed, except in cases which the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of SWTHA, or shall be required by applicable law to be otherwise signed or executed.

Section 2. Loans. No loans greater than Twenty-Five Thousand Dollars (\$25,000) shall be contracted on behalf of SWTHA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority 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 SWTHA shall be signed or endorsed by the Treasurer and at least one other Officer. All checks issued in the name of SWTHA must be reported to Members.

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

Section 5. Gifts and Contributions. SWTHA may accept any gift, contribution, bequest, or devise for any purpose.

ARTICLE VIII - CONTRACTS WITH INSIDERS

A Director or Officer of SWTHA shall not be disqualified by his or her office from dealing or contracting with SWTHA either as a vendor, purchaser, or otherwise; nor shall any transaction or contract of SWTHA be void or voidable by reason of the fact that any Director or Officer or any firm of which any Director or Officer is a member, or any corporation of which any Director or Officer is a shareholder, officer, or Director, is in any way interested in such transaction or contract; provided that such transaction or contract is or shall be authorized, ratified, or approved by a vote of a majority of a quorum of the Board; nor shall any Director or Officer be liable to account to SWTHA for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, or Director, was interested in such transaction or contract. Nothing herein contained shall create

liability in the event above-described or prevent the authorization or approval of such transactions or contracts in any other manner permitted by applicable law.

ARTICLE XI - AMENDMENTS

Amendments to these bylaws shall be adopted by a two-thirds (2/3) vote of the membership present at a quarterly, annual or special meeting of SWTHA, provided that written proposed changes to these bylaws are sent to the members at least thirty (30) days prior to the meeting at which the changes are to be voted upon. The notice shall include the proposed amendment.

CERTIFICATION

At a duly convened regular meeting of the Southwest Tribal Housing Alliance on the 29th day of January, 2019 in Isleta, NM, where a quorum was present, the membership considered these amended and restated bylaws and by a 2/3 vote of the members present, elected to adopt these *Amended and Restated Bylaws of the Southwest Tribal Housing Alliance.*

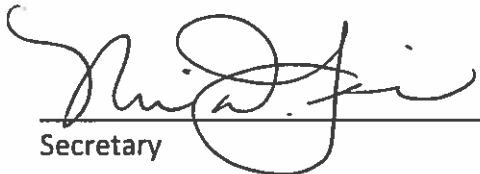


President



Vice-President

ATTEST:



Secretary



Treasurer