**NAIHC 2022 Proposed Bylaw Changes**

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| *#* | *Proposed Change* | Redlined Language | Reasoning |
| *1* | *Now therefore be it Resolved,* that Article I, be amended in the second paragraph by striking out “900 2nd Street NE, Suite 107, Washington, DC 20002” and inserting “122 C Street NW, Suite 505, Washington, DC 20001”; | The principal office of the corporation is located at 122 C Street NW, Suite 505, Washington, DC 20001. | Simple Update |
| *2* | *Resolved,* that Article II, Section 2, Clause (b) be amended by striking out “insure” and inserting “ensure”; | The corporation shall recommend legislation that would ensure better housing programs; | Technical Fix, No Vote Needed |
| *3* | *Resolved,* that Article III, Section 2 be amended in the last paragraph by striking out “Members the” and inserting “Members of the”, and by striking out “as of the close or business on the day prior to the annual meeting, or such other meeting of all the voting members duly called pursuant to these bylaws or under law”; | Members of the Voting Class who are entitled to vote are those members who are in good standing and current on their annual dues. | First edit – Technical Fix, No Vote Needed  Second edit – removes prior day language for membership dues; allows members to pay on-site |
| *4* | *Resolved,* that Article III, Section 2, Clause (b) be amended by adding at the end “Membership within the Individual Class shall be for a fixed term, matching the calendar year for which the membership dues are paid.”; | Individual Class. Natural persons may become a member of the non-voting “Individual Class”. Anyone using a membership with the corporation for economic or professional gain for themselves or on behalf of an organization, company, partnership, or other concern is ineligible for membership into the Individual Class. Any member of the Individual Class shall have no voting rights. Membership within the Individual Class shall be for a fixed term, matching the calendar year for which the membership dues are paid. | Changes Individual Memberships to 1-year fixed terms, allows for easier membership termination |

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| *5* | *Resolved,* that Article III, Section 2, Clause (c) be amended by adding at the end “Membership within the Associate Class shall be for a fixed term, matching the calendar year for which the membership dues are paid.”; and | Associate Class. Entities, including federally recognized tribes not eligible to be a Voting Class member, may become a member of the non-voting “Associate Class”. Any member of the Associate Class shall have no voting rights. Membership within the Associate Class shall be for a fixed term, matching the calendar year for which the membership dues are paid. | Changes Associate Memberships to 1-year fixed terms, allows for easier membership termination |
| *6* | *Resolved,* that Article III, Section 5, shall be amended by inserting at the beginning of the first paragraph “(a) Board Termination of Membership” and by inserting at the end “(b) Automatic Termination of Membership. Associate and Individual memberships shall expire at the end of the calendar year for which the membership dues are paid, however an entity or individual can renew its membership within 90 days after its expiration without requiring a new application or Board approval pursuant to Section 3.”; and | (a) Board Termination of Membership. After an appropriate hearing and pursuant to the requirements of NRS Section 82.251, the board of directors may, by a majority vote of the members of the board, suspend or expel a member, or terminate or suspend a membership of a member, for cause, or because such member becomes ineligible for membership, or because such member is in default of the payment of dues for the period fixed in Article XIV of these bylaws. Among other things, violation of the bylaws or of any rules and regulations adopted by the board of directors, including any code of ethics, shall constitute cause.  (b) Automatic Termination of Membership. Associate and Individual memberships shall expire at the end of the calendar year for which the membership dues are paid, however an entity or individual can renew its membership within 90 days after its expiration without requiring a new application or Board approval pursuant to Section 3. | Provides for easier membership termination and renewals for Associate and Individual classes based on non-payment of annual dues |
| *7* | *Resolved,* that Article III, Section 6, be amended by inserting “of the corporation” after the word “secretary”; and | Resignation. Any member may resign by filing a written resignation with the secretary of the corporation. | Simple clarification |
| *8* | *Resolved,* that Article III, Section 7, be amended by inserting “of the corporation” after the word “secretary”; and | Reinstatement. Upon written request signed by a former member and filed with the secretary of the corporation, the board of directors may reinstate the former member to membership upon such terms as the board of directors may deem appropriate. | Simple clarification |

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| *9* | *Resolved,* that Article III, Section 8, be amended by inserting “, Virginia” after the words “South Carolina”; and | Organization into Regions. Voting members shall be organized into nine (9) regions. The nine (9) regions are as follows:  Region 1: Alabama, Connecticut, Florida, Maine, Massachusetts, Mississippi, Missouri, New York, North Carolina, Rhode Island, South Carolina, Virginia | Adding VA tribes |
| *10* | *Resolved,* that Article IV, Section 1, be amended by striking “June” and inserting “the calendar year” and by striking “before the meeting” and inserting “before the members”; and | Annual Meeting. An annual meeting of the members shall be held no later than the end of the calendar year for the transaction of such business as may come before the members. | First edit – allows for members meeting any time of year  Second edit – simple clarification |
| *11* | *Resolved,* that Article IV, Section 3, be amended by striking “No meeting of the members may be held via Technical Communications (as defined below).” and inserting “A meeting of the members may be held by Technical Communication (as defined below) if circumstances exist such that an in-person meeting would be unsafe for members to attend or there are travel restriction in place that make an in-person meeting impractical. Participating in a meeting through Technical Communications constitutes presence in person at the meeting.”; and | Place of Meeting. The board of directors may designate any place, either within or outside of the state of Nevada, as the place of meeting for any annual meeting of the members or for any special meeting of the members called by the board of directors. The board of directors shall select a location for such meetings at tribally owned venues, if feasible.2 If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation. A meeting of the members may be held by Technical Communication (as defined below) if circumstances exist such that an in-person meeting would be unsafe for members to attend or there are travel restriction in place that make an in-person meeting impractical. Participating in a meeting through Technical Communications constitutes presence in person at the meeting. The location of a special meeting of the members of each region pursuant to Section 9 below shall be as designated by such region. | Would allow future members meetings to be held virtually in certain circumstances |

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| *12* | *Resolved,* that Article IV, Section 6, be amended by inserting “Participating in such a meeting pursuant to Technical Communications constitutes presence in person at the meeting for the purposes of constituting a quorum.” after the first sentence; and | Quorum. The voting members holding one half (1/2) of the voting rights of the members entitled to vote which may be cast at any meeting shall constitute a quorum at such meeting. Participating in such a meeting pursuant to Technical Communications constitutes presence in person at the meeting for the purposes of constituting a quorum. If a quorum is not present at any meeting of members, a majority of the voting members present may adjourn the meeting without further notice. | Provides that virtual participation during virtual members meetings is allowed and can count towards establishing a quorum for the meeting |
| *13* | *Resolved,* that Article VI, Section 2, be amended by striking “The chairperson can serve no more than two (2) terms consecutively.”; and | Elections; Qualifications; and Term of Office. Officers of the corporation, other than the chairperson, shall be elected by the board of directors at the first regular meeting of the board of directors following the annual meeting of the members. The chairperson shall be elected as provided in Article VII of these bylaws. If the elections of officers are not held at such meetings, they shall be held as soon thereafter as is convenient. An officer must be the following: (a) a natural person, (b) a member of a federally recognized Indian tribe, a member of a state recognized Indian tribe, an Alaska Native, or a native Hawaiian, and (c) a director, officer, agent, or employee of a Voting Class member.4 The chairperson cannot be convicted of a felony offense in the ten (10) years prior to his or her election.5 The chairperson cannot be a regional director or alternate director and to the extent such newly elected chairperson is a director, upon election as a chairperson, such person shall resign as a director. Each officer shall hold office until his or her successor shall have been elected and shall have qualified, even if after the  expiration of their term. | Would remove the consecutive term limit for the Chairperson |

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| *14* | *Resolved,* that Article VII, Section 2, be amended by striking “two (2)” and inserting “three (3)”; and | Election and Term of Office. The chairperson shall be elected for a three (3) year term by the voting members entitled to vote at the annual meeting. The vote to elect the chairperson at the annual meeting shall be made in accordance with NRS Section 82.286, which such vote shall be by a plurality of the votes cast at the annual meeting. | Would make the term of the Chairperson 3 years |
| *15* | *Resolved,* that Article XIV, Section 3, be amended by adding at the end “Membership of the entities in the non-voting Individual and Associate classes are fixed for the term of the calendar year for which the dues were paid and the membership expires automatically at the end of such calendar year.”; and | Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of six months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may be terminated by the board of directors in the manner provided in Article III of these bylaws.  When a member of the Voting Class has not paid its annual dues by the close of business on the day prior to the annual meeting of the members, or such other meeting of all the voting members duly called pursuant to these bylaws or under law, its rights to vote shall be suspended and it shall not be allowed to participate in such vote.  Membership of the entities in the non-voting Individual and Associate classes are fixed for the term of the calendar year for which the dues were paid and the membership expires automatically at the end of such calendar year. | Similar to #4,5,6, provides for easier termination of membership for Individual and Associate classes for non-payment of annual dues |

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| *16* | *Be it Finally Resolved,* that Article XIX, be amended by striking “supermajority” in the Article Title and inserting “Two-Thirds Vote”, and by striking “(2/3)” and inserting “(2/3rds)”, and by inserting “and voting” after “entitled to vote and present”. | **Article XIX**  Two-Thirds Vote Requirement for Resolutions  Notwithstanding any other provision of these bylaws, any resolution proposed for a vote (other than for the election of the chairperson or any director, which shall be voted on as otherwise provided elsewhere in these bylaws) of the voting members at a duly-called meeting under these bylaws will require an affirmative vote of two-thirds (2/3rds) of the voting members entitled to vote and present and voting at any annual or special meeting of the members. | First edit – clarification  Second edit – would prevent abstention voters or non-present voters from affecting the outcome of a vote  ***Example****: 150 members in meeting, vote for a resolution is 95 for, 45 against, 10 abstaining/non-present*  *Currently that resolution would not be adopted as failing to get 2/3 approval*  *With change, resolution would pass as 95-45 vote is 2/3 approval* |