

**AMENDED AND RESTATED BYLAWS OF
NATIONAL NATIVE AMERICAN BAR ASSOCIATION**

These are the bylaws of NATIONAL NATIVE AMERICAN BAR ASSOCIATION amended and restated upon motion duly made, seconded and approved by the Board of Directors on the 3rd day of April 2018.

_____/s/_____
Diandra D. Benally
President

Attested to:

_____/s/_____
Makalika Naholowaa
Secretary

**AMENDED AND RESTATED BYLAWS
OF NATIONAL NATIVE AMERICAN BAR ASSOCIATION**

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I Name, Location, and Offices	4
1.1 Name	4
1.2 Registered Office and Agent	4
1.3 Other Offices	4
ARTICLE II Purposes and Governing Instruments	4
2.1 Purposes	4
2.2 Governing Instruments	5
ARTICLE III Board of Directors	5
3.1 Authority and Responsibility of the Board of Directors	5
3.2 Regular Board of Directors	5
3.3 Reports and Referendum	6
ARTICLE IV Meetings of the Board of Directors	6
4.1 Place of Meetings	6
4.2 Annual Meeting; Notice	6
4.3 Regular Meetings; Notice	6
4.4 Special Meetings; Notice	6
4.5 Waiver	6
4.6 Quorum	6
4.7 Vote Required for Action	7
4.8 Presumption of Assent	7
4.9 Action by Directors Without a Meeting	7
4.10 Telephone and Similar Meetings	7
4.11 Adjournments	7
ARTICLE V Officers	7
5.1 Number and Qualifications	7
5.2 Other Agents	7
5.3 President	8
5.4 President-Elect	8
5.5 Secretary	8
5.6 Treasurer	9
ARTICLE VI Election of Directors and Officers	9
6.1 Manner of Appointment and Term of Office	9
6.2 Nominations	10
6.3 Removal	10
6.4 Vacancies	10
6.5 Compensation	11

ARTICLE VII Committees	11
7.1 Committees of Directors	11
7.2 Term of Appointment.....	11
7.3 Chair.....	11
7.4 Vacancies	11
7.5 Quorum.....	11
7.6 Rules.....	11
ARTICLE VIII Membership	11
8.1 Membership.....	12
8.2 Classes of Members	12
8.3 Qualifications and Rights of Regular Members	12
8.4 Qualifications and Rights of Associate Members	12
8.5 Qualifications and Rights of Special Members.....	12
8.6 Admission to Membership; Appeal	12
8.7 Membership Dues; Certificate of Membership.....	13
8.8 Voting Rights	13
8.9 Termination of Membership.....	13
8.10 Resignation	13
8.11 Reinstatement.....	13
8.12 Transfer of Membership	13
8.13 Standards of Conduct.....	13
ARTICLE IX Meetings of Members	14
9.1 Place of Meetings	14
9.2 Annual Meeting.....	14
9.3 Substitute Annual Meetings	14
9.4 Notice of Annual Meeting.....	14
9.5 Special Meetings; Notice	14
9.6 Waiver	14
9.7 Quorum; Vote Required for Action	14
9.8 Presiding Officer	15
9.9 Adjournments.....	15
9.10 Telephone and Similar Meetings	15
9.11 Action by Members Without a Meeting	15
ARTICLE X Notice and Waiver	15
10.1 Procedure	15
10.2 Waiver	15
ARTICLE XI Contracts, Checks, Deposits and Funds	16
11.1 Contracts.....	16
11.2 Checks, Drafts, Notes, Etc.....	16
11.3 Deposits	16
11.4 Gifts	16

ARTICLE XII Chapters	16
12.1 Formation of Chapters	16
12.2 Operation of Chapters.....	16
12.3 Dues	16
12.4 Cessation of Chapter Status.....	17
ARTICLE XIII Miscellaneous	17
13.1 Fiscal Year.16	
13.2 Membership Year	17
13.3 Internal Revenue Code	17
13.4 Construction.....	17
13.5 Table of Contents; Headings	17
13.6 Relation to Articles of Incorporation.....	17
ARTICLE XIV Amendments	17
14.1 Power to Amend Bylaws	17
14.2 Conditions.....	17
ARTICLE XV Adoption of Bylaws	18

AMENDED AND RESTATED
BYLAWS
OF
NATIONAL NATIVE AMERICAN BAR ASSOCIATION

ARTICLE I

Name, Location, and Offices

1.1 Name. The name of this Association shall be “NATIONAL NATIVE AMERICAN BAR ASSOCIATION” (the “Association”).

1.2 Registered Office and Agent. The Association shall maintain a registered office in the State of Arizona and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the laws of the State of Arizona.

1.3 Other Offices. The Association may have other offices at such place or places, within or outside the State of Arizona, as the Board of Directors may determine from time to time or the affairs of the Association may require or make desirable.

ARTICLE II

Purposes and Governing Instruments

2.1 Purposes. The Association shall be organized and operated as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code. The Association shall have full power and authority:

- (a) To sponsor and engage in activities and programs that improve professional opportunities for Native American lawyers;
- (b) To sponsor and engage in activities and programs that promote and/or address social, cultural, political and legal issues affecting American Indians, Alaska Natives, and Native Hawaiians;
- (c) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Association, as the same shall be amended from time to time; and
- (d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the Association, as set forth in the articles of incorporation, including the exercise of all other power

and authority enjoyed by corporations generally by virtue of the laws of the State of Arizona (within and subject to the limitations of section 501(c)(6) of the Internal Revenue Code).

2.2 Governing Instruments. The Association shall be governed by its articles of incorporation and these bylaws.

ARTICLE III

Board of Directors

3.1 Authority and Responsibility of the Board of Directors.

(a) The supreme authority of the Association and the government and management of the affairs of the Association shall be vested in the Board of Directors; and all the powers, duties, and functions of the Association conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

(b) The governing body of the Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the Association; shall determine its policies or changes therein; and shall actively pursue its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote of those present and voting at a duly noticed meeting with a quorum present, such rules and regulations for the conduct of its business and the business of the Association as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the Association, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(c) The affairs of the Association at all times shall be conducted in such a manner to assure the Association's status as a business league qualifying for exemption from taxation pursuant to section 501(c)(6) of the Internal Revenue Code.

(d) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Association, and to pay reasonable compensation for the services performed and expenses incurred by any, such person or persons.

3.2 Regular Board of Directors. The regular Board of Directors of the Association shall consist of not less than twelve (12) directors, which number shall include the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer of the Association as well as the National Native American Law Students Association)“NNALSA”(representative (the current NNALSA President or designee), the Young Lawyers Committee representative and five (5) at-large directors. The Board of Directors is authorized to fix the precise number of at-large directors by resolution adopted from time to time by a majority of all the directors then in office.

3.3 Reports and Referendum. The Board of Directors shall report from time to time to the members of the Association at any meeting thereof concerning the proceedings of the Board of Directors. By resolution adopted from time to time by a majority of all the directors then in office, the Board of Directors may submit to the members of the Association at any meeting thereof any questions or matters affecting the Association's affairs or policy which, in the sole discretion of the Board of Directors, may be of immediate or practical consequence to the Association or its members. Any action thereafter taken on the question or matter so presented by vote of the regular members, at any meeting thereof, shall be the controlling action of the Association. See also Article 9.7)“Quorum; Vote Required for Action”(.

ARTICLE IV

Meetings of the Board of Directors

4.1 Place of Meetings. Meetings of the Board of Directors may be held at any place as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Association.

4.2 Annual Meeting; Notice. An annual meeting of the Board of Directors shall be held at the principal office of the Association or at such other place as the Board of Directors may determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Article 10.2, the Secretary shall cause notice of the time and place of such annual meeting to be given in accordance with Article 10.1, not less than thirty (30) days before such meeting.

4.3 Regular Meetings; Notice. At least one (1) regular meeting of the Board of Directors shall be held between annual meetings at such times and at such places as the Board of Directors may prescribe. Unless waived as contemplated in Article 10.2, notice of the time and place of any regular meeting shall be given by the Secretary, in accordance with Article 10.1, not less than seven (7) days before such meeting.

4.4 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the President or by any two (2) of the directors then in office. Unless waived as contemplated in Article 10.2, notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the Secretary, in accordance with Article 10.1, not less than three (3) days before such meeting.

4.5 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article X)“Notice and Waiver”(.

4.6 Quorum. At meetings of the Board of Directors, the presence of five (5) directors then in office shall be necessary to constitute a quorum for the transaction of business.

4.7 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.8 Presumption of Assent. A director who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action unless (a) the director objects to holding or transacting business at the beginning of the meeting or promptly upon the director's arrival; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice of the director's dissent or abstention to the person acting as secretary of the meeting before its adjournment or by registered mail to the secretary of the Association immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4.9 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is given (including by email) by not less than a majority of the members of the Board of Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. Such action shall be reported at the next Board of Directors meeting.

4.10 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.11 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE V

Officers

5.1 Number and Qualifications. The executive officers of the Association shall consist of the President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer of the Association.

5.2 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

5.3 President.

(a) The President, subject to the control of the Board of Directors, shall be the chief executive officer of the Association. He or she shall be authorized to sign statements and reports required to be filed with government officials or agencies; and shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Treasurer, any instrument or other writing.

(b) The President shall have the right to supervise and direct the management and operation of the Association and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the Association shall be under his or her supervision and control during such interim.

(c) The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall keep the Board of Directors and all officers, committees, and members of the Association fully informed as to the business and affairs of the Association.

(d) The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

5.4 President-Elect. The President-Elect shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The President-Elect shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

5.5 Secretary.

(a) The Secretary shall attend all meetings of the Board of Directors and members and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of the members.

(c) The Secretary shall keep in safe custody the seal of the Association, if any, and, when authorized by the Board of Directors or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature.

(d) The Secretary shall keep a current list of all members of the Association entitled to vote and shall bring such list to all meetings of the members.

(e) The Secretary shall be under the supervision of the President. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

(f) The Secretary shall have custody of all records, reports and other papers belonging to the Association, including those kept by the Treasurer.

5.6 Treasurer.

(a) The Treasurer shall be appointed by resolution adopted by a majority of all the directors then in office and shall serve as a member of the Board of Directors for a term of four (4) years and thereafter until his or her successor has been appointed and qualified, or until his or her earlier death, resignation, removal, retirement, or disqualification.

(b) The Treasurer shall have custody of the corporate funds and securities and shall deposit all monies and other valuables in the name and to the credit of the Association into depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as ordered by the Board of Directors, and prepare financial statements in such time periods as designated by the Board of Directors, but not less than quarterly. The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Association, which shall be open to the inspection of any director of the Association.

(c) If required by the Board of Directors, the Treasurer shall give the Association a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of his or her office and for the restoration to the Association, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Association.

(d) The Treasurer shall file such annual reports and information returns as may be required from time to time by the Internal Revenue Service and the State of Arizona.

(e) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE VI

Election of Directors and Officers

6.1 Manner of Appointment and Term of Office. The at-large directors and executive officers of the Association shall be elected at the annual meeting of the members of the Association by a vote of the regular members as provided in Article IX of these bylaws.

(a) At the April 2016 annual meeting, three at-large directors shall be elected by the members of the Association to serve a two (2) year term and two (2) at-large directors shall be elected to serve a one (1) year term. Thereafter, the term of office of each at-large director shall be two (2) years. Whenever the Board of Directors shall by resolution increase or decrease the number of at-large directors, such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one half of the at-large directors shall continue to expire each year thereafter.

(b) The term of office of each at-large director shall commence upon his or her election and shall continue in office for the relevant term and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

(c) The term of office of each executive officer (except the Treasurer) shall commence upon his or her election and shall serve for a term of one year unless removed pursuant to Section 6.3 or their successors are appointed. Pursuant to Section 5.6, the Treasurer shall serve a term of four (4) years and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

(d) The NNALSA representative (the current NNALSA President or designee) shall be elected in accordance with the terms of the NNALSA bylaws, as maybe amended from time to time. The NNALSA Young Lawyers Committee representative shall be the current Chair of the Association's Young Lawyers Committee, as elected by the members of that committee or appointed by the President in accordance with Article VII)"Committee"(of these bylaws.

(e) There shall be no limitation on the number of successive terms for which an at-large director may serve or for which the Secretary or the Treasurer may serve. Other executive officers may not serve consecutive terms in the same office.

6.2 Nominations. Any regular, associate, or special member in good standing may be nominated for election as an at-large director of the Board of Directors. Any regular member in good standing may be nominated for election as an officer of the Board of Directors. Nominations may be made from the floor at any meeting at which new at-large directors and executive officers are being elected; provided, however, that the nominee consents to his or her nomination. Notwithstanding anything to the contrary herein, the then serving President-Elect shall be the sole nominee for President and upon election and qualification of the President-Elect as the new President, the former President shall immediately assume the office of Immediate Past President and shall serve a term on the Board of Directors in that capacity.

6.3 Removal. Any member of the Board of Directors be removed, either for or without cause, at any regular, special, or annual meeting of the members, by the affirmative vote of a majority of the regular members present and voting. Intention to remove any such member of the Board of Directors shall be included in the notice of such meeting. A removed director's or executive officer's successor may be elected at the same meeting to serve the unexpired term.

6.4 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the Board of Directors present and voting. Each director so elected shall hold office until his or her successor is elected and qualifies or until his or her earlier death, resignation, retirement, disqualification, or removal. Notwithstanding the foregoing, in the event of a vacancy in the office of President, the President-Elect shall assume such office for the remainder of the unexpired term and then shall serve a full term as President in accordance with Article 6.2. In the event of a vacancy in office of President-Elect (whether due to the President-Elect's filling a vacancy in the office of

President or otherwise), the Secretary shall assume the duties, but not the office, of President-Elect until the next meeting of the members at which a new President-Elect shall be elected by vote of a majority of the regular members present and voting. In the event of a vacancy in the office of Secretary, the vacancy may be filled for the unexpired term at any meeting of the Board of Directors, by the affirmative vote of a majority of the directors then in office, and the successor so elected shall hold office until his or her successor is elected and qualifies or until his or her earlier death, resignation, retirement, disqualification, or removal.

6.5 Compensation. Nothing contained in the governing instruments of the Association shall be construed to prevent any director or officer from serving the Association in any other capacity and receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of, the Association. No stated salary shall be paid directors or officers, as such, for their services, but any director or officer may receive reimbursement for expenditures incurred on behalf of the Association.

ARTICLE VII

Committees

7.1 Committees. Committees, each consisting of at least two (2) or more directors and other such members, may be designated by a resolution adopted by a majority of directors present and voting at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the President of the Association. Any member of any committee may be removed by the President whenever in the President's judgment the best interests of the Association shall be served by such removal.

7.2 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.3 Chair. One (1) member of each committee shall be appointed chair thereof.

7.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.5 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present and voting at a meeting at which a quorum is present shall be the act of the committee.

7.6 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

Membership

8.1 Membership. Membership in the Association shall be as provided in these bylaws. The Secretary shall maintain a current list of all of the members and such list shall be final and conclusive for all purposes hereunder.

8.2 Classes of Members. The Board of Directors shall have the power to admit members of the Association and may establish various classes of membership and prescribe criteria for each. The Board of Directors is empowered to provide such means of ascertaining the qualifications of prospective members of each class of membership as it may deem necessary or desirable. Initially, the membership of the Association shall consist of three classes of individual membership: (a) regular members, (b) associate members, and (c) special members.

8.3 Qualifications and Rights of Regular Members. Persons who are enrolled members of any Indian tribe or band, or persons who are recognized in their Indian community of residence or origin as being Indian, Alaska Native, or Native Hawaiian, and who have graduated from a school of law or have been admitted to any other bar association shall be eligible to apply for membership as regular members of the Association. Regular members in good standing and whose dues are current shall be eligible to vote and hold office as a director or officer of the Association and shall have such other rights, privileges and duties as the Board of Directors may determine from time to time.

8.4 Qualifications and Rights of Associate Members. Persons who are enrolled members of any Indian tribe or band, or persons who are recognized by their Indian community of residence or origin as being Indian, Alaska Native, or Native Hawaiian, and who are currently enrolled in a school of law or who have regular assignments or duties as advocates, prosecutors, or judicial officers in a tribal court shall be eligible to apply for membership as associate members of the Association. Associate members in good standing and whose dues are current may have such rights, privileges and duties as the Board of Directors may determine from time to time.

8.5 Qualifications and Rights of Special Members. Persons not otherwise eligible for regular or associate membership in the Association shall be eligible to apply for membership as special members of the Association. Special members in good standing and whose dues are current may have such rights, privileges and duties as the Board of Directors may determine from time to time.

8.6 Admission to Membership; Appeal. Any individual desiring to become a member of the Association shall apply for admission as such on such form as the Board of Directors may prescribe from time to time. If the President denies an individual membership in the Association or designated membership class, the individual may appeal such decision to the Board of Directors or to the membership of the Association by providing notice of appeal to the Secretary of the Association in such form as the Board of Directors may prescribe from time to time. Any action thereafter taken on the matter by vote of the Board of Directors or regular members shall be the controlling action of the Association.

8.7 Membership Dues; Certificate of Membership. Dues shall be established for all classes of membership by the Board of Directors and shall be adjusted from time to time as the Board of Directors may deem necessary or appropriate. Dues, except those of new members, shall be due and payable at the commencement of each membership year. A certificate of membership or membership card, in such form as the Board of Directors may prescribe from time to time, may be issued annually to each member upon receipt of the member's annual dues.

8.8 Voting Rights. Only regular members of the Association in good standing and whose dues are current shall be entitled to vote and then only on such matters as authorized by these bylaws, required by law, or submitted by the Board of Directors to a vote of the membership. Each such member shall be entitled to one vote on each such matter unless otherwise determined by the Board of Directors.

8.9 Termination of Membership. By the affirmative vote of two-thirds (2/3) of all directors then in office, the Board of Directors may terminate the membership of any member who becomes ineligible for membership or may censure, suspend or expel any member who shall be in default in the payment of dues for more than three (3) months or who shall fail to comply with the rules of the Association. No censure, suspension or expulsion of a member shall be made by the Board of Directors unless written notice of the proposed action, the grounds therefor, and the date, time and location of a hearing on the matter shall have been given to such member at least thirty (30) days prior to the date of said hearing. At such hearing, the member shall be given reasonable opportunity to be heard and to present evidence.

8.10 Resignation. Any member in good standing and whose dues are current may resign at any time by filing written notice of resignation with the Secretary. Such resignation shall become effective as of the date it is filed. Notwithstanding anything to the contrary herein, resignation shall not relieve the member resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

8.11 Reinstatement. Upon written request signed by a former member and filed with the Secretary of the Association, the Board of Directors may reinstate such former member to membership upon such terms and subject to such conditions as the Board of Directors may determine. However, no former member shall be eligible for reinstatement unless such former member otherwise meets all applicable qualifications and requirements of membership.

8.12 Transfer of Membership. Membership in the Association shall not be transferable or assignable.

8.13 Standards of Conduct. Members shall abide by such ethical standards and standards of conduct as may be adopted for the Association from time to time. Any member in violation of any such ethical standards or standards of conduct shall be subject to such sanctions as the Board of Directors may determine in its sole discretion, including censure or suspension or termination of membership.

ARTICLE IX

Meetings of Members

9.1 Place of Meetings. Meetings of the members may be held at such place determined by the Board of Directors or the President and identified in the notice thereof, or if no place is so specified, at the principal office of the Association.

9.2 Annual Meeting. An annual meeting of the members of the Association for the purpose of transacting any and all business that may properly come before the membership shall be held each year during the Annual Federal Bar Association Conference on Indian Law, or on such other date as may be determined from time to time by vote of a majority of the regular membership present and voting. If such business is not transacted on the day prescribed herein for the annual meeting, or at a substitute annual meeting, or at any adjournment thereof, the Board of Directors in its discretion may cause such business to be transacted at a special meeting of the members.

9.3 Substitute Annual Meetings. If the annual meeting of the membership is not held on the date designed in Article 9.2, any business which might properly have been acted upon at that meeting may be acted upon at any subsequent members' meeting held pursuant to these bylaws.

9.4 Notice of Annual Meeting. Unless waived as contemplated in Article 10.2, notice of the time and place of the annual meeting of the members shall be given by the Secretary, in accordance with Article 10.1, not less than thirty (30) days before such meeting.

9.5 Special Meetings; Notice. Special meetings of the members may be called by or at the request of the President or by the Board of Directors. Furthermore, special meetings of the members, or a special meeting in lieu of the annual meeting, shall be called by the Association upon written request of one-third (1/3) of the regular members. Notice of the time, place and purpose of any special meeting of the members shall be given by the Secretary, in accordance with Article 10.1, not less than forty-eight (48) hours before such meeting.

9.6 Waiver. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article X)“Notice and Waiver”(.

9.7 Quorum; Vote Required for Action. At all meetings of the members, ten percent (10%) of the regular members shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the regular members present and voting shall determine any matter coming before the meeting for a vote of the membership unless a different vote is required by statute, by the articles of incorporation, by these bylaws or by the Board of Directors. At a meeting at which a quorum is present, the members may continue to transact business until adjournment, notwithstanding the withdrawal of enough regular members to leave less than a quorum.

9.8 Presiding Officer. The President, or in the absence of the President, the President-Elect, or in the absence of the President-Elect, the Secretary, or in the absence of the Secretary, any other member of the Board of Directors of the Association shall preside at all meetings of the members. The Secretary of the Association shall act as secretary of all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

9.9 Adjournments. Any meeting of the members, whether or not a quorum is present, may be adjourned by a majority of the regular members present and voting to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

9.10 Telephone and Similar Meetings. Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

9.11 Action by Members Without a Meeting. Any action to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a written ballot is delivered to every member entitled to vote on the matter, and such matter is approved by at least as many regular members as would be required to approve the matter at a meeting at which a quorum was present and the number of votes cast was the same as the number of votes cast by ballot.

ARTICLE X

Notice and Waiver

10.1 Procedure. Whenever these bylaws require notice to be given, the notice shall be given in accordance with this Article 10.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, email or other form of wire or wireless communication, or by mail or private carrier.

Notice of meetings of the members shall be transmitted in accordance with Article 5.5(b) to each member of the Association at the member's preferred address, as it appears on the records of the Association.

10.2 Waiver. Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the person entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or

promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE XI

Contracts, Checks, Deposits and Funds

11.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association. Such authority must be in writing and may be general or confined to specific instances.

11.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such other manner as may from time to time be determined by resolution of the Board of Directors.

11.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

11.4 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE XII

Chapters

12.1 Formation of Chapters. Any statewide or regional bar association formed in the interest of Indian Law (hereinafter referred to as an "Indian Bar Association") (shall apply to become a chapter of the Association. Admission of an Indian Bar Association as a chapter of this Association shall be made by official written request of such Indian Bar Association and by an affirmative vote of the majority of the directors of the Association then in office. For purposes of this Article, the District of Columbia shall be considered a "State."

12.2 Operation of Chapters. Any chapter of this Association shall continue to operate pursuant to its own articles of incorporation and bylaws. As a chapter, it shall be eligible, upon its own consent, to perform projects assigned to it by the Association. Chapters also shall be given a preference in funding from the Association. Admission of an Indian Bar Association as a chapter does not entitle its members to automatic membership in the Association.

12.3 Dues. Dues shall be established for chapters by the Board of Directors and shall be adjusted from time to time as the Board of Directors may deem necessary or appropriate. Dues, except those of new chapters which shall be payable upon admittance, shall be due and payable at the commencement of each membership year.

12.4 Cessation of Chapter Status. A chapter of this Association shall cease to be a chapter upon receipt by the President or Secretary of this Association of written request for disassociation. Such request shall be effective upon receipt. Notwithstanding anything to the contrary herein, cessation of status as a chapter shall not relieve the organization of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

ARTICLE XIII

Miscellaneous

13.1 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Association and to change the same from time to time as it deems appropriate.

13.2 Membership Year. The Board of Directors is authorized to fix the membership year of the Association and to change the same from time to time as it deems appropriate.

13.3 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

13.4 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative;
and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

13.5 Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

13.6 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation of the Association, as they may be amended from time to time.

ARTICLE XIV

Amendments

14.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

14.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of all directors then holding office.

ARTICLE XV

Adoption of Bylaws

The NNABA bylaws were adopted by resolution of the Board of Directors of the Association, and became effective as of April 3, 2018. These bylaws were most recently amended and restated by the Board of Directors at a duly called meeting of the Board, and these amended bylaws became effective as of April 3, 2018.

APPROVED:

By: _____/s/_____
Diandra D. Benally
President

ATTESTED TO:

By: _____/s/_____
Maklika Naholowaa
Secretary