

**THE NATIVE WAYS FEDERATION
BY-LAWS**

ARTICLE I. MEMBERSHIP CRITERIA

The founding organizations of the Native Ways Federation have developed a set of initial membership principles and criteria rooted in Indian culture, values and experience as follows:

Section 1 – Leadership and Governance

Member organizations shall:

1. Have founding documents (articles of incorporation and by-laws) that clearly establish the purpose of the organization to work on behalf of or for the betterment of Indian people, communities, governments or resources;
2. Have governing bodies that are controlled by American Indians, Alaska Natives, and Native Hawaiians (at least 51% of the board who are enrolled members of federally recognized tribes); and
3. Be a qualified non-profit organization under either section 501(c)(3) or 7871 of the Internal Revenue Service code.

Section 2 – Transparency and standards of conduct

Member organizations must:

1. Be able to document consistency between service claims and the level to which services are actually provided;
2. Demonstrate transparency, honesty, accountability and dignity regarding depictions of need and claims of services provided to Indian communities;
3. Publish information at least annually about the nature and extent of their programs and services, their governing structure and body, and financial status; and
4. Maintain policies and/or codes of conduct that prevent conflicts of interest, self dealing or financial improprieties by staff or board.

Section 3 – Fundraising standards and practices

Member organizations shall:

1. Have ratios of administrative and fundraising costs to tangible programmatic costs that are reasonable and prudent and within generally accepted standards of the Indian non-profit sector as established by the governing body of this Federation;

2. Publicly disclose the amount of funds raised annually and the sources of that funding; and
3. Raise a substantial portion of their funding from sources other than government grants.

Section 4 – Program service standards

Member organizations must:

1. Demonstrate a commitment to culturally competent, specific and appropriate services, possess a high level of historical and contemporary cultural knowledge, and ensure that their beliefs and services are based on the participation of those served and consistent with self-determined, community defined outcomes; and
2. Be able to document the number of individuals, groups or tribes benefiting from services and that the numbers served are consistent with the resources devoted to those activities.

ARTICLE II. MEMBERSHIP

1. The founding organizations shall be considered members of the Federation. These organizations self-certify that they meet and agree to adhere to the membership principles/initial membership criteria listed in Article I above and that they will submit themselves to full and periodic review by the Federation once final accreditation standards have been adopted.
2. Once accreditation standards have been adopted by the Federation, any American Indian/Alaska Native/Native Hawaiian non-profit organization that meets the criteria established in Article I and submits itself to a review and is found to meet the standards shall become a member of the Federation if it so requests.
3. Any member of the Federation may withdraw as a member of the Federation by providing thirty (30) days notice to the other members. During that period, the remaining members shall make every effort to resolve any issue that might have caused said member to indicate its intent to withdraw.

ARTICLE III. ORGANIZATION

1. Board of Directors

- a. Each member organization shall have one (1) representative and one (1) alternate to serve on the Board of Directors. Representatives shall be the member organization's Executive Director/CEO/President, unless otherwise appointed by their respective member organization. Representatives shall appoint their member organization's alternate. Appointments can be made by the Executive Director/CEO/President of each respective member organization providing written notice via email or signed letter to the Board

of Directors and NWF's Executive Director.

- b. Should more than nine (9) organizations become members of the organization, the Board of Directors shall be chosen from nominees submitted by the organizations. Each member organization shall be entitled to cast a number of votes equal to the number of Directors to be chosen. The size of the Board shall be established by resolution, but in no case shall the Board be less than five (5) or more than nine (9). In such case, the Directors shall serve for a term of 2 years, there shall be no alternate directors, and the Board shall approve procedures for filling any vacancies on the Board.
- c. A simple majority shall constitute a quorum for all business.
- d. The Board may act by a majority vote of those directors present at any lawfully convened meeting. An alternate may vote only when the director for whom he substitutes is not present at the meeting, at which time the alternate shall be considered a director for the purposes of that meeting and these Bylaws. The Board may also act without a meeting if unanimous written consent is obtained from all directors entitled to vote with respect to the matter thereof.
- e. The Board may adopt such resolutions as necessary to regulate the procedures of the Board and the Executive Committee consistent with these Bylaws.
- f. The Board of Directors shall review any action taken by the Executive Committee at its next meeting. Such review includes the acceptance or rejection of any action taken by the Executive Committee.

2. Officers/Executive Committee

- a. A Chairman, Vice-Chairman and Treasurer of the Board will be elected annually by the Board of Directors. These officers shall constitute an Executive Committee. The Board may by resolution designate a Recording Secretary who need not be a member of the Board.
- b. Election of officers will be conducted at the annual meeting. Any director may nominate any other director for a position as an officer. No alternate may serve as an officer.
- c. Subject to Article III, section 1.f., the Executive Committee, in formal session, shall have the power to speak and act for the Board when the Board of Directors is not in session and to carry into effect all properly enacted resolutions of the Board.

3. Vacancies on the Board

If a position on the Board becomes vacant for any reason, the Chairman of the Board shall request that a new director or alternate be appointed by the member organization.

4. Powers

The Board of Directors shall have the following powers which may be exercised pursuant to these Bylaws:

- a. To hire and fire employees and consultants, including legal counsel whether on a paid or volunteer basis, to carry out designated work of the organization and establish personnel policies as necessary;
- b. To accept and deposit any funds to the credit of the organization, without limitation of the amount in any account, in any National, State, or Tribal bank, or Federal Credit Union, whose deposits are insured by an agency of the United States, and to invest and reinvest organizational funds in any security authorized by applicable federal, state, local or tribal law;
- c. To incorporate as a non-profit organization under applicable federal, state, local or tribal law;
- d. To submit project proposals for funding to any federal, state, or local government, private foundation or individual;
- e. To assess membership fees or to seek financial contributions from member organizations;
- f. To contract with any individual or entity, public or private, to supply or receive services in furtherance of its stated purposes;
- g. To sue and be sued;
- h. To establish administrative policies to govern the organization;
- i. To approve an annual budget;
- j. To approve all major projects, programs and contracts of the organization or delegate authority to do so to the Executive Committee or any officer of the organization;
- k. To indemnify, by resolution, all officers and directors against any liability for acts performed in administration of their official duties;
- l. To negotiate and secure insurance policies necessary to insure against any loss or peril that could arise, including, but not limited to, Directors and Officers liability insurance;

- m. To take such other actions as the Board (or where appropriate the Executive Committee) may authorize, by resolution, as are necessary to achieve its stated purposes; and
- n. To hire an Executive Director and monitor his/her performance.

5. Duties of Officers

- a. The duties of the Chairman are:
 - i. To preside at all regular and special meetings of the organizations;
 - ii. To be an ex-officio member of all subordinate committees;
 - iii. To ensure that all resolutions and motions of the organization are carried into effect;
 - iv. To sign on behalf of the organization all official documents;
 - v. To serve as the official representative of the organization, unless the Board shall delegate some other person to represent the organization; and
 - vi. To perform such other duties as may be delegated to him/her by the Board of Directors or the Executive Committee.
- b. The duties of the Vice-Chairman are:
 - i. To assume and perform the duties of the Chairman in the Chairman's absence;
 - ii. To keep abreast of all actions and proposed actions of the organization; and
 - iii. To perform such other duties as delegated to him/her by the Board of Directors or the Executive Committee.
- c. The duties of the Treasurer are:
 - i. To be the custodian of all corporate assets and shall see that accurate and complete financial records are kept;
 - ii. To keep and maintain, open to inspection by members of the organization, adequate and correct account of the organization's funds;
 - iii. To make a financial report at each regular meeting of the Board;

- iv. To file any financial documents required for non-profit designation under federal, state, local or tribal law;
 - v. To file any financial reports required by granting agencies or organizations;
 - vi. To provide for an annual audit of the organization, the form of which shall be approved by the Board of Directors; and
 - vii. To perform such other duties as may be delegated to him/her by the Board of Directors or the Executive Committee.
- d. The duties of the Recording Secretary, if appointed by the Board are:
- i. To be responsible for the minutes, transcript and/or recording of any meeting of the Board or Executive Committee, and to send copies of the minutes to the directors upon request;
 - ii. To keep an active membership roll of the organization, including keeping a current list of mailing addresses and telephone numbers of members and any paid or volunteer employees or consultants to the organization; and
 - iii. To perform such other duties as assigned by the Board.

6. Meetings

- a. The Board of Directors shall meet at least four times a year, or upon call of the Chairman of the Board. At least two of the meetings must be face-to-face. It shall be the duty of the Chairman to call special meetings upon request of three (3) members of the Board.
- b. The Executive Committee shall meet upon the call of the Chairman, subject to the notice requirements in Article III, Section 6.c. At any meeting of the Executive Committee, two (2) members shall constitute a quorum.
- c. All members of the Board of Directors shall receive ten (10) working days written notice of meetings of the Board and Executive Committee, except in emergency circumstances. Notice may be sent by regular mail or by means of an electronic communication (e-mail).
- d. Subject to Article III, section 6.a., and at the discretion of the Chairman, a meeting of the Board may be held by means of a conference telephone or similar communications equipment allowing all persons in the meeting to hear each other at the same time. Requirements pertaining to quorums, Board decisions and notice in Article III, parts 1, 2 and 6, shall apply to all meetings held by telephonic conference.

ARTICLE IV. FUNDING/FINANCES

1. It is agreed that the parties will seek funding from foundations for this Federation. Should those efforts be unsuccessful, the Federation will also explore whether there are government programs that might be able to provide resources for the initial staffing of the Federation.
2. Once workplace giving campaigns have been commenced, the money raised through such campaigns shall be distributed as follows:
 - a. Ten percent (10%) of the proceeds shall go to the Federation to fund administrative costs, including staff, provided that this percentage shall be reviewed annually to ensure that the organization is adequately funded;
 - b. Ten percent (10%) of the proceeds shall be placed in a Common Fund to be divided equally among the members; and
 - c. All remaining funds shall be distributed according to the designation of the donor. Donors shall be provided with the opportunity to designate any individual member of the Federation as the recipient for a gift or may designate that a gift shall be provided to the Federation itself. All gifts to the Federation shall be divided equally among the members.
3. The fiscal year of the Federation shall be the same as the calendar year.

ARTICLE V. AMENDMENTS

Amendments to the By-Laws shall be adopted after careful review, consideration, and discussion by a majority vote of the entire Board of Directors at any regular or special meeting of the Federation, provided that a minimum 10-day notice is provided to all member organizations specifically identifying that amendments to the by-laws will be considered at the meeting.

Adopted by the Board of Directors on April 10, 2008.
Revised by the Board of Directors on March 15, 2022.