

**BYLAWS OF THE NORTHERN CALIFORNIA INDIAN DEVELOPMENT
COUNCIL, INC.,
A CALIFORNIA NON PROFIT PUBLIC BENEFIT CORPORATION**

(Amended ___ __, 2018)

Section 1. NAME AND OBJECTIVES

A. Name

The name of the Corporation shall be Northern California Indian Development Council, Inc., hereinafter referred to as NCIDC or "corporation".

B. Purposes

The Primary and specific purposes of this corporation are: to research, develop, and administer social and economic development programs designed to meet the needs of Indian and Native American Communities; to provide support and technical assistance for the development of such programs; and, the conservation and preservation of cultural, historic, and archeological sites and resources.

C. Irrevocable Dedication of Assets

This corporation's assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes serving American Indian people and that has established its exempt status under Internal Revenue Code § 501(c)(3).

Section 2. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine; the singular includes the plural; and the plural includes the singular. As used herein, the following terms shall have the assigned meanings:

“American Indian”, “Indian”, or Native American as used herein, the terms shall mean those individuals that are members of Federally Recognized American Indian Tribes or otherwise descendants of Indigenous Peoples of the territory of the United States of America.

“Annual Meeting” and “Annual Membership Meeting”: Annual Meeting and Annual Membership Meeting shall mean the annual meeting of Member Organizations pursuant to Section 5.G. of these Bylaws, below.

“Council” and “Council Persons”: Council and Council persons shall refer to that group of nine (9) individuals elected at the Annual Meeting of Member Organizations pursuant to Section 5.G. of these Bylaws, below.

“Delegate”, “Primary Delegate”, “Principal Delegate” or “Alternate Delegate”: As used herein, the terms Delegate, Primary Delegate, Principal Delegate and Alternate Delegate shall mean those individuals duly appointed by each Member Organization as their representative that attends the Annual Membership Meeting (as well as any special meetings) pursuant to Section 5.B. of these Bylaws, below. Delegate appointments are for a period of one (1) year from the date of appointment unless rescinded earlier by the Member Organization.

“Member”, “Membership” and “Member Organization”: As used herein, the terms Member, Membership and Member Organization are used interchangeably and shall mean those Member Organizations admitted to NCIDC pursuant to Section 5.A. of these Bylaws, below. The Membership list will be updated as required in accord with these Bylaws, and the current Membership list, when updated, will be documented by resolution and certified by the NCIDC Chair and Secretary. Once adopted and/or revised, a copy of the current Membership list and resolution will be maintained in the Membership files of the NCIDC main office, distributed to all current Member Organizations and posted on the NCIDC website at ncidc.org. When changes are made to the Membership, the Council shall void the former Membership resolution and pass a new resolution documenting the current Membership which shall be posted and distributed to the Membership as aforesaid.

Other capitalized terms used in these Bylaws shall have the meanings assigned to them in the Sections where they first appear.

Section 3. OFFICES

A. Principal Office

The principal office for the transaction of the activities and affairs of this corporation is located at 241 F Street in Eureka, Humboldt County, California. The Council may change the location of the principal office. Any such change of

location must be noted by the secretary of the corporation on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

B. Other Offices

The Council may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Section 4. RECORDS AND REPORTS

A. Maintenance of Articles and Bylaws and Other Corporate Records

1. Maintenance of Articles and Bylaws

The corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

2. Maintenance of Other Corporate Records

The accounting books, records, and minutes of the proceedings of the Council and any committee(s) of the Council shall be kept at such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

B. Inspection by Council Persons

Every Council person shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Council Person may be made in person, and the right of inspection includes the right to inspect, copy and make extracts of documents, except for documents containing information such as client and personnel records protected by State and Federal confidentiality laws and regulations, or documents containing privileged communications between the Council and its attorneys regarding a subject that is adverse to the Council Person requesting inspection. Upon a showing of reasonable necessity, a Council Person may be permitted to conduct an inspection by agent or attorney.

C. Annual Report

1. An annual single audit report shall be prepared within nine (9) months after the end of the corporation's fiscal year in accordance with OFFICE OF

MANAGEMENT AND BUDGET, 2 CFR Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards.

The report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required by Section 4.A.1 and 2 of these bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$100,000.00 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Council persons and to any Member Organization who requests it in writing. If the Council approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

2. On written request by a Member Organization, the Council shall promptly cause the most recent annual report to be sent to the requesting Member Organization.
3. Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all Council persons, the corporation shall annually prepare and mail or deliver to its Member Organizations and furnish to its Council persons a statement of any transaction or indemnification of the following kinds within one hundred and twenty (120) days after the end of the corporation's fiscal year:

- (a) Any transaction to which the corporation was a party which involved more than \$50,000 or one of a number of such transactions with the

same person involved, in the aggregate, more than \$50,000 and in which any Council person had a personal material financial interest. The statement shall include:

- (i) a brief description of the transaction, the names of interested persons involved, their relationship to the corporation and the nature of their interest in the transaction.
- (ii) a brief description of the amounts and circumstances of any loans, guarantees, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Council person of the corporation.

Section 5. MEMBERSHIP

Membership in NCIDC shall be open to federally recognized indigenous California Indian tribes and democratically elected Indian-controlled community non-profit corporations based in Humboldt, Del Norte, Siskiyou, and Trinity Counties.

A. Membership Application Process

Organizations applying for membership may be accepted, subject to the complete and absolute discretion of the Council, providing the following criteria are satisfied:

1. Membership Application Process for Nonprofit Corporations

Nonprofit corporations may apply for NCIDC membership, with admission subject to the sole discretion of the Council, in accord with the following procedure:

- a. Submission of a written application to the Secretary of the Council.
- b. Submission of the applicant corporation's Articles of Incorporation, and evidence that the Articles of Incorporation: (i) satisfy all requirements applicable to the establishment of a nonprofit corporation under the California Corporations Code; (ii) include an irrevocable commitment of assets to public benefit or charitable purposes; and (iii) contain a statement of the purposes and objectives of the organization that are compatible with the purposes and objectives of NCIDC, as determined by the Council in its sole discretion.
- c. Submission of the Bylaws and standing rules of the applicant corporation, and evidence that the Bylaws and standing rules satisfy all requirements applicable to the establishment of a nonprofit corporation under the California Corporations Code.

- d. Submission of a Resolution from the Board of Directors (or other governing body) of the applicant corporation which contains each of the following: (i) a statement authorizing submission of the application for membership to NCIDC; (ii) a statement indicating that the applicant corporation, if accepted, agrees to comply with all rules and regulations, as amended from time to time, governing the Council; and (iii) a copy of the agenda and Board minutes showing the Resolution was validly adopted at a properly noticed meeting of the applicant corporation.

2. Membership Application Process for Federally Recognized Tribes

Native American tribes which are recognized by the United States Government (as recited in the most current official list of tribes published in the Federal Register as *Indian Entities Recognized and Eligible To Receive Services From the United States Bureau of Indian Affairs*) may apply for NCIDC membership, with admission subject to the sole discretion of the Council, in accord with the following procedure:

- a. Submission of a Tribal Resolution that: (i) authorizes submission of the application for membership to NCIDC; and (ii) includes a statement of Tribal Jurisdiction and the size of Tribal membership; and
- b. Submission of the Tribal Constitution which governs the applicant tribe.

3. Membership Application Process for State Recognized and Non-Acknowledged Tribes (also referred to as “non-recognized” Tribes)

Native American tribes which are recognized by the State of California, but not the United States Government, or who are currently non-acknowledged Tribes seeking recognition by the Federal or State government, may apply for NCIDC membership, with admission subject to the sole discretion of the Council, in accord with the following procedure:

- a. A state-recognized or non-acknowledged tribal group must also maintain a non-profit corporation, and they shall use the membership application process detailed in Section 5.A.1, “Membership Application Process for Non-Profit Corporations”, above.

B. Selection of Delegates by Member Organizations

Member Organizations shall, by internal vote or other established method, select and approve their own representative to attend Membership meetings (including the

Annual Membership Meeting) and serve as the Member Organization's duly appointed delegate. Each Member Organization shall be entitled to appoint one (1), and only one, delegate and will provide NCIDC with a duly executed copy of the NCIDC form Certificate of Appointment stating the name of the delegate selected by the Member Organization. In addition to the principally selected delegate, the Certificate of Appointment may also name one (1) alternate delegate who may participate at the Annual Meeting (and/or other authorized Membership meetings and affairs) in the event that the principal delegate cannot attend Membership meetings or other NCIDC functions. The Certificate of Appointment shall also provide an address for the provision of written notice to the Member Organization (the "Member Organization's Notice Address"). Each Member Organization shall be entitled to one (1) vote, and only one vote, at all corporate meetings where the Member Organizations are entitled to act (including the election of Council persons at the Annual Membership Meeting), with said vote to be exercised by the duly appointed principal delegate, or the alternate delegate if the principal delegate is unable to attend the Membership meeting at which the vote (or other action) is called. An alternate delegate may only vote, or be elected to the Council, in the absence of the principal delegate. In order to qualify as a valid delegate to the corporation (both principal and alternate), the person (or persons) must satisfy all of the following criteria:

1. The delegate must be American Indian and must be at least eighteen (18) years of age.
2. The delegate may represent, and vote on behalf of, only one (1) Member Organization.

C. Classes of Membership

There shall be only one (1) class of membership in the corporation. Each Member Organization is entitled to one (1) vote, to be exercised by its duly appointed delegate pursuant to Section 5.B., above.

D. Dues, Fees and Assessments

Each Member Organization must pay, within the time and on the conditions set by the Council, dues, fees, and assessments in amounts to be fixed from time to time by the Council. The dues, fees, and assessments shall be equitable to all Member Organizations, as determined in the sole discretion of the Council with said discretion to be exercised in a manner which is neither arbitrary nor capricious.

E. Termination/Expulsion of Member Organization

1. Cause of Termination

A Member Organization shall be removed as a Member from the corporation upon the occurrence of any of the following events:

- (a) Voluntary resignation by the Member Organization from Membership in the corporation upon the provision of written notice to the corporation;
- (b) Failure of the Member Organization to pay dues, fees, or assessments as set by the Council within ninety (90) days after they become due and payable;
- (c) Failure of the Member Organization to attend the Annual Meeting of the corporation for two (2) consecutive years unless the Member Organization can demonstrate a justifiable reason for not satisfying this attendance requirement, with said determination subject to the sole discretion of the Council; and
- (d) Failure of a Member Organization to maintain qualifications after admission to the corporation. For the purposes of these Bylaws, to maintain qualification as a Member Organization of the corporation each such Member shall satisfy the following criteria:
 - (i) For Member Organizations that constitute a nonprofit public benefit corporation, the corporation shall continually maintain its nonprofit status under California law, and shall secure and maintain its status as a listed entity on the registry on the California State “Attorney General’s Registry of Charitable Trusts”, and further shall provide a Certificate of Appointment documenting where the nonprofit public benefit corporation elects or appoints its principal delegate and alternate delegate to represent it at the Annual Meeting of the Council;
 - (ii) For Member Organizations that constitute Federally Recognized Tribes, each shall be considered to meet the membership criteria so long as their status as such is maintained, and further shall provide a Certificate of Appointment documenting where the Federally Recognized Tribe elects or appoints its principal delegate and alternate delegate to represent it at the Annual Meeting of the Council;

- (iii) For Member Organizations that constitute State (but not Federally) Recognized Tribes and maintain a nonprofit public benefit corporation, the corporation shall continue to satisfy the requirements set forth in Section 5.E.1.d.i above while remaining as Members of the corporation;

2. Recognized Grounds for Expulsion

A Member Organization may be expelled from the corporation for the following causes:

- (a) Based on a good faith determination by the Council, the Member has failed in a material and serious degree to observe the NCIDC Articles of Incorporation, these Bylaws, or the standing rules of the corporation; or
- (b) Based on a good faith determination by the Council, the Member has engaged in conduct that is materially and seriously prejudicial to the purposes and objectives of the corporation.

F. Procedure for Termination/Expulsion

In order to expel a Member Organization, the Council shall follow the procedure set forth below:

- 1. The Member Organization shall be provided forty five (45) days written notice of the proposed termination/expulsion hearing, along with a statement of the reasons for the proposed termination/expulsion. Notice shall be sent by United States registered mail, and addressed to the Member Organizations' Notice Address identified in its most recent Certificate of Appointment.
- 2. The Member Organization shall be given an opportunity to be heard at the termination/expulsion hearing, and may submit written information it would like the Council to consider if submitted at least ten (10) days prior to the hearing. The hearing shall be scheduled and held as noticed. If no personal appearance is made by the Member Organization at the hearing, the Council shall first consider any written statement submitted by the Member Organization prior to rendering its decision.
- 3. The decision regarding whether or not to expel the Member Organization shall be made in the discretion of the Council, and it shall be final when rendered.

G. Annual Membership Meeting

There shall be an annual meeting of the Member Organizations of NCIDC to be held in the County of Humboldt, State of California, on a date and at a specific location to be determined by the Council each year (the “Annual Meeting”).

1. The Annual Meeting shall occur each calendar year on a date set by the Council, and at least thirty (30) days prior written notice of the Annual Meeting shall be provided by the Secretary of the Council to each Member Organization. Once noticed, no change shall be made to the time or place of the Annual Meeting except in the event of emergency.
2. At each Annual Meeting of the Member Organizations of NCIDC, there shall be elected a Council of nine (9) persons for the ensuing year utilizing the voting protocol set forth in Section 5.K., below.
 - (a) The elections of eight (8) of the Council persons shall be based on county representation, with the Member Organizations from Humboldt, Del Norte, Siskiyou, and Trinity Counties each caucusing by county and selecting two (2) persons to represent their respective county. For example, all Member Organizations located in Humboldt County shall separately caucus and jointly elect two (2) persons to serve on the Council. The delegate of a Member Organization whose territory encompasses multiple counties must designate their primary county, and may only join and vote in their primary county caucus.
 - (b) There shall be one (1) “At Large” Council person selected by majority vote of all Member Organizations present. Since no Member Organization shall have more than one (1) delegate elected to the Council, the “At Large” Council person must not be a member of a Member Organization that already has another member on the Council.
 - (c) If any County has less than two (2) Member Organizations, its representation on the Council shall be decreased as follows: (i) if the County has no Member Organizations, no Council person shall be elected on behalf of that County and, instead, two (2) additional “At Large” Council persons shall be elected in accord with the procedure set forth in Section 5.G.2.b., above; and (ii) if the County has only one (1) Member Organization, only one (1) person shall be elected to the Council on behalf of that County and one (1) additional “At Large” Council person shall be elected in accord with the procedure set forth in Section 5.G.2.b., above.

- (d) No Member Organization shall have more than one (1) representative elected or seated on the Council concurrently.
 - (e) Each duly elected Council person must directly participate and vote on Council matters, proxy voting and/or alternate appointments to the Council are prohibited.
 - (f). Only a duly selected Member Organization's delegate (or alternate delegate in the absence of the primary delegate) who is physically present at the Annual Membership Meeting may be elected to the Council.
3. Council persons shall serve for one (1) year or until their successors have been elected. Once elected, Council members are responsible for deliberating in the best interests of all Member Organizations of the corporation, and American Indian and Native American people served by the corporation.

H. Special Meetings of Entire Membership

Special meetings of the Member Organizations of NCIDC may be called from time to time by a majority vote of the Council and shall be held at such place as the Council may from time to time determine.

I. Notice of Membership Meeting

- 1. Whenever Member Organizations are required by these Bylaws or permitted by the Council to take any action at a meeting, a written notice of the meeting shall be given to each Member Organization entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting; and, (i) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) for any regular meeting or the Annual Meeting, those matters that the Council, at the time notice is given, intends to present for action by the Member Organizations.
- 2. Notice of any meeting of Member Organizations shall be in writing and shall be given at least thirty (30) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member Organization duly admitted to the corporation pursuant to Section 5 of these Bylaws, above, at the address of that Member Organization appearing on the books of the corporation or at the address given by the Member as its most recent Member Organization Notice Address.

J. Quorum

For purposes of any action by the entire Membership, a quorum shall exist if at least fifty percent (50%) of the duly elected delegates of all Member Organizations are present and at the meeting where the vote is called.

K. Voting Protocol for Membership Organizations

Whenever the Member Organizations are required by these Bylaws or permitted by the Council to take any action at a meeting (including, without limitation, the election of Council persons at the Annual Meeting), Member Organizations shall act, exclusively, through their duly appointed principal or alternate delegate as follows:

1. Each Member Organization shall be entitled to one (1), and only one, vote;
2. Each Member Organization shall cast its vote by and through its duly appointed principal delegate, if the principal delegate is present at the meeting and available to vote. If the principal delegate of the Membership Organization is absent from, or otherwise unable to vote at, the meeting, the Member Organization may cast its vote by and through its duly appointed alternate delegate. Only principal or alternate delegates duly appointed at or prior to the meeting at which action is to be taken by the Membership may vote. If both the principal and alternate delegate of any Membership Organization are present at the meeting, only the principal delegate may vote.
3. Voting by Member Organizations may be conducted by voice, show of hands, roll call, or written ballot provided that no vote shall be taken by roll call or written ballot unless a duly appointed delegate of a Membership Organization so requests prior to voting.

Section 6. RULES GOVERNING THE COUNCIL

A. General Powers

Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws regarding actions that require approval of the Members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of a Council, elected by the Membership in accordance with Section 5.G., above.

B. Specific Powers

Without prejudice to the general powers set forth in Subsection A of this Section 6, but subject to the same limitations, the Council shall have the power to:

1. Appoint and remove all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; fix their compensation and, when deemed appropriate by the Council, require from them security for faithful performance of their duties.
2. Cause the corporation to be qualified to conduct its activities in any other state; and designate any place within or outside California for holding any meeting of Member Organizations.
3. Borrow money and incur indebtedness on behalf of the corporation.

C. Restriction on Interested Persons as Council Persons

No more than forty-nine percent (49%) of the persons elected to the Council shall be interested persons. An interested person is: (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any person who has a material financial interest in any contract or transaction with this corporation; and (c) any child, sibling, spouse, mother or father of any person described in this Section 6.C. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

D. Removal and/or Withdrawal from the Council

The Council may remove any of its Council persons for the following reasons:

1. Three (3) consecutive unexcused absences from regularly scheduled Council Meetings.
2. A good faith determination by the Council that the Council person has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interest of this corporation; provided that no such expulsion shall occur under this subsection except upon a two-thirds (66%) majority vote in favor of expulsion by the remaining Council persons. The Council person sought to be expelled shall not participate in the Council vote on his or her expulsion.

E. Vacancies

1. Events Causing Vacancy

A vacancy or vacancies on the Council shall occur in the event of (1) the death or resignation of any Council person; (2) the declaration by resolution of the Council of a vacancy in the office of a Council person who has been declared of unsound mind by a court order or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (3) Removal and/or withdrawal of a Council Member as per Section 6.D.1-2 of these Bylaws, above.

2. Resignations

Except as provided below, any Council person may resign by giving written notice to the Chairperson or the Secretary of the Council. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Council person's resignation is effective at a later time, the Council may call for the election of a successor in accordance with Subsection 3 below. Except on notice to the California Attorney General, no Council person may resign if the corporation would be left without a duly elected Council person or persons.

3. Filling Vacancies

The Secretary shall advise the Member Organizations when: (i) a vacancy is created and it is necessary to fill that vacancy (or vacancies) prior to the next Annual Meeting to satisfy the Council's quorum requirements; or (ii) despite continued satisfaction of the Council's quorum requirements the Council, in its discretion, deems it necessary to fill the vacancy (or vacancies) prior to the next Annual Meeting.

- (a) Where the vacancy occurs in the office of a Council person elected on behalf of a specific County, upon said notice the Member Organizations of the affected County shall caucus and elect a new Council person to be seated at the next regularly scheduled Council meeting and to serve until the election at the next Annual Meeting.
- (b) Where the vacancy occurs in the office of an "At Large" Council person, a special Membership meeting will be called for the specific purpose of electing a new "At Large" member of the Council to be presented at the

next regularly scheduled Council meeting and to serve until the election at the next Annual Meeting. If such a special Membership meeting is not feasible, the election may, at the discretion of the Council, occur through certified mail allowing an adequate amount of time for the nomination of candidate and the formal election of one of said candidates to fill the vacancy.

F. Council Meetings

1. Place of Meetings

Meetings of the Council shall be held at any place within or outside California that has been designated by resolution of the Council or in the notice of the meeting, or, if not so designated, at the principal office of the corporation.

2. Meetings by Telephone

Any meeting may be held by telephone conference or similar communication equipment, so long as all Council persons participating in the meeting can hear one another. All participating Council persons shall be deemed to be present in person at such a meeting.

3. Date and Time of Regular Meetings

- (a) Regular meetings of the Council shall be scheduled monthly.
- (b) The Secretary of the corporation, or other person designated by the Chairperson, shall deliver written notice of the time and place of each regular meeting to each Council person personally or by United States mail not less than seven (7) days prior to the date of the meeting. If sent by mail, notices shall be deemed delivered upon deposit in the United States mail, postage prepaid, and addressed to each Council person at the address shown on the records of the corporation. Council persons may elect to receive this information via email or fax, at their option.

4. Special Meetings

(a) Authority to Call

Special meetings of the Council may be called for any purpose at any time upon either: (i) a call for meeting by the Chairperson of the Council; or (ii) a joint call for meeting by any three (3) other Council persons.

5. Notice

(a) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each Council person by one (1) of the following methods:

- (i) by personal delivery of written notice;
- (ii) by first-class mail, postage prepaid or other private delivery service;
- (iii) by telephone, directly to the Council person; or
- (iv) by e-mail or fax if the Council person has selected this option.

(b) Time Requirements

Notices sent by first-class mail or Private Delivery shall be deposited appropriately at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, fax or e-mail shall be delivered, telephoned, faxed or e-mailed at least forty-eight (48) hours before the time set for the meeting.

(c) Notice Content

The notice shall state the time of the meeting, the nature of the business to be transacted, and the location of the meeting if the location is someplace other than the principal office of the corporation. No business except that stated in this notice shall be transacted at a special meeting.

(d) Attendance

A record of attendance at all meetings shall be maintained.

G. Quorum

A majority of the authorized number of Council persons shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Council persons present at a duly held meeting at which a quorum is present shall constitute an act of the Council, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- (a) approval of contracts or transactions in which a Council person has a direct or indirect material financial interest;
- (b) approval of certain transactions between corporations having common directorships;
- (c) creation of and appointments to committees of the Council; and
- (d) indemnification of Council persons.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some of the Council persons, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

H. Waiver of Notice

Notice of a meeting need not be given to any Council person who, either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Council person who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

I. Continuance of Meeting

1. A majority of the Council persons present, whether or not a quorum is present, may continue any meeting to another time and place.
2. Notice of the time and place of holding a continued meeting need not be given unless the original meeting is continued for more than twenty-four (24) hours. If the original meeting is continued for more than twenty-four (24) hours, reasonable notice of any continuance to another time and place shall be given to the Council persons who were not present at the time of the continuance.

J. Voting by Council

Voting may be conducted by voice, show of hands, roll call, or written ballot provided that no vote shall be taken by roll call or written ballot unless a Council person so requests prior to voting.

K. Conduct of Meetings

1. All meetings of the Council shall be governed by Robert's Rules of Order, as revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation or applicable law.
2. Meetings of the Council shall be presided over by the Chairperson of the corporation, or in his or her absence, by the Vice Chairperson, or in the absence of both, by a Chairperson chosen by a majority of the Council persons present. In the Secretary's absence from any meeting, the presiding Chairperson may appoint any Council person to act as Secretary.

L. Action Without a Meeting

Any action required or permitted to be taken by the Council may be taken without a meeting if all members of the Council individually or collectively consent in writing to such action; provided, however, that the consent of any Council person who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Corporations Code § 5233 shall not be required for approval of that transaction. Such written consent or consents shall be filed with the minutes of the proceedings of the Council. Such action by written consent shall have the same force and effect as the unanimous vote of such Council persons. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Council without a meeting and that the Bylaws of this corporation authorized the Council persons to so act, and such statement shall be prima facie evidence of such authority.

M. Conflict of Interest

On any motion before the Council to approve, review or comment on a proposal or contract for funds for the benefit of any institution or agency, a Council person shall not participate in any discussion and abstain from voting if such member:

1. Has a financial interest in the institution or agency; or
2. Has a financial interest in the proposal or contract.

This Section 6.M. shall not apply to a proposal or contract that satisfies each of the following two (2) conditions: (i) the proposal or contract is approved or authorized by the Council in good faith and without unjustified favoritism; and (ii) the proposal or contract results in a benefit to one or more Council Members (or their families) simply because they are members of a class of persons (including, without

limitation, any duly admitted Member Organization) intended to be benefited by the charitable purposes of the corporation.

N. Compensation

The Council and officers of the corporation shall be reimbursed for expenses related to attendance at Council and committee meetings and other corporate business as follows:

1. Transportation expenses, including for those who drive their personal vehicles, at rates authorized by the corporation's funding sources.
2. Per Diem at a rate authorized by the corporation's funding sources.

O. Indemnity

1. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its Council persons, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw provision, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

2. Approval of Indemnity

On written request of the Council by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Council shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Council shall authorize indemnification. If the Council cannot authorize indemnification because the number of members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, the Council shall promptly call a meeting of the members of the corporation. At that meeting, the members shall determine under Section 5238(e) whether the

applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person shall authorize indemnification.

3. Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Council in a specific instance, expenses incurred by a person seeking indemnification under any of these Bylaws in defending any proceeding covered by Corporations Code Section 5238 may be advanced by the corporation before final disposition of the proceeding on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

4. Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Council persons, officers, employees, and other agents, against any liability asserted against or incurred by the officer, director, employee, or agent in such capacity or arising out of the officer's, Council person's, employee's, or agent's status as such.

P. Delegation of Duties

The Council shall have the power to delegate to the Executive Director or other employees or agents of the corporation, as from time to time deemed desirable, any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

Section 7. EXECUTIVE DIRECTOR

An Executive Director shall be hired by the Council under an employment contract. The Executive Director shall have administrative authority in the management and affairs of NCIDC, shall carry out the policies of the corporation and shall have such other powers or duties as shall from time to time be determined by the Council.

Section 8. OFFICERS OF THE COUNCIL

A. Number and Titles

1. The officers of the Council shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer.

2. Each person elected as an officer shall hold only one (1) office.

B. Qualification

Only members of the Council may serve as officers of the corporation.

C. Election

Officers shall be elected at the first regularly scheduled Council meeting following the Annual Meeting of the Membership. Only Council persons may vote. Officers shall hold office for a term of one (1) year or until replaced.

D. Voting

Voting for officers shall be by open ballot except if utilization of secret written ballots is first requested by any one or more Council Persons. All ballots shall be publicly counted and the results for each candidate publicly announced. The candidate elected shall be the person receiving a majority of the total votes cast for that office. If upon the initial balloting, no candidate receives a majority of the votes cast, there will be a run-off election between the two (2) candidates for that office who received the highest number of votes.

E. Subordinate Officers

In addition to those referenced in Section 8.A.1, above, the Council may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Council.

F. Removal and Resignation

Any officer may be removed by two-thirds (66%) majority vote of the Council at any regular or special meeting. Any officer may resign at any time by giving written notice to the Council or the Chairperson, or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

G. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Council for the unexpired portion of the term.

H. Chairperson

1. The Chairperson shall be chief elected officer of the corporation and shall, subject to the control of the Council, supervise and control the affairs of the corporation. The Chairperson shall be the principal liaison between Council and governmental agencies and the general public.
2. The Chairperson shall preside at all meetings of the Council and perform all duties incident to the office and such other duties as may be required by the Articles of Incorporation, these Bylaws, by applicable law or which may be prescribed from time to time by the Council.
3. Except as otherwise expressly provided by the Articles of Incorporation, or by these Bylaws, or applicable law, the Chairperson shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments as may be authorized by the Council from time to time.

I. Vice Chairperson

1. In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions of the Chairperson.
2. The Vice Chairperson shall have such other powers and perform such other duties as may be prescribed by the Articles of Incorporation, by these Bylaws, by applicable law, or as may be prescribed by the Council.

J. Secretary

1. The Secretary shall certify and keep at the principal office of the corporation the original copy of these Bylaws as amended or otherwise altered to date;
2. Keep at the principal office of the corporation minutes of corporation meetings recording therein the time and place of holding, whether regular or special, and, if special, how authorized and notice thereof given, the names of those present at the meetings and the proceedings thereof;
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
4. Be custodian of the records and of the seal of the corporation;

5. Maintain records of the certification of each Council person and the mailing address and telephone number of each Council person; and
6. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to the Secretary from time to time by the Council.

K. Treasurer

1. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Council;
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatever;
3. Disburse or cause to be disbursed the funds of the corporation as may be directed by the Council, taking proper vouchers for such disbursements;
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
5. Exhibit at all reasonable times the books of account and financial records to any Council person of the corporation, or to his or her attorney, on request therefore;
6. Render to the Council, at its request, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation; and
7. If required by the Council, give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Council shall determine.

Section 9. STANDING COMMITTEES

The Council does not maintain standing committees, but does maintain the authority to form and appoint committees as deemed necessary by a majority vote of the quorum at any regular or special meeting. The responsibilities of any committee so formed will be specified by the Council at the time of formation.

Section 10. AMENDMENTS

A. Amendment by Council Subject to Limitation by Members

Subject to the Members' rights under this Section 10 and other applicable provisions of these Bylaws and the limitations set forth below, the Council may adopt, amend, or repeal these Bylaws by a two-thirds (66%) majority vote, unless doing so would materially and adversely affect the Members' rights as to voting or transfer, and provided that the substance of the proposed amendment shall have been stated in a written notice to all duly admitted Membership Organizations and mailed to each at least twenty (20) days prior to such meeting by certified or registered mail. The Council may not extend a Council Person's term beyond that for which the Council Person was elected.

B. Changes to Number of Council Persons

Once Members have been admitted to the corporation, the Council may not, without the Members' approval, specify or change any Bylaw that would: (1) fix or change the authorized number of Council persons; (2) fix or change the minimum or maximum number of Council persons; or (3) change from a fixed number of Council persons to a variable number of Council persons.

C. Greater Vote Requirement

If any provision of these Bylaws requires the vote of a larger proportion of the Council than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

D. Membership Approval Required

Without the approval of the Members, the Council may not adopt, amend, or repeal any Bylaw that would: (1) increase or decrease the terms of the Council persons; (2) allow any Council person to hold office by designation or selection rather than by election by the Members; (3) increase the quorum for Members' meetings; (4) repeal, restrict, create, expand, or otherwise change proxy rights; or (5) authorize cumulative voting.

E. Amendment by Members

New bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Members, provided, however, that if the corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different from how the action affects another class, must be approved by the Members of the adversely

affected class. Any provision of these Bylaws that requires the vote of a larger proportion of the Members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a Council person beyond that for which the Council person was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Northern California Indian Development Council, a California nonprofit public benefit corporation; that these Bylaws, consisting of _____ pages, are the Bylaws of the corporation as adopted by the Council on __, 2018; and that these Bylaws have not been amended or modified since that date.

Executed on _____, 2018, at Eureka, Humboldt County, California.

_____, Secretary