

# NATIONAL AMERICAN INDIAN COURT JUDGES ASSOCIATION

## BYLAWS

*(As Amended Through October 8, 2014)*



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## **Article I: Name**

The name of this Association shall be the National American Indian Court Judges Association, Inc., hereinafter referred to as the "Association."

## **Article II: Objectives and Purposes**

The objectives and purposes of the Association are:

- A. To foster the continued development, enrichment and funding of tribal justice systems as a visible exercise of tribal sovereignty and self-government.
- B. To provide continuing education for tribal judges and tribal justice staff members in order to promote and enhance the operation of the tribal judiciary.
- C. To further the public knowledge and understanding of tribal justice systems.
- D. To establish and maintain a forum for the dissemination of information concerning issues impacting tribal justice systems throughout the United States.
- E. To encourage and assist Tribal officials to support educational programs in an effort to serve the purposes and objectives of the Association.
- F. To conduct generally any and all research and educational activities for the purposes of promoting the affairs and achieving the purposes and objectives of the Association.
- G. To secure financial assistance and support for the advancement of said purposes and objectives.

## **Article III: Membership**

Section 1. There shall be the following categories of membership with the following qualifications, privileges and restrictions:

- a) Active Member. Any person who is a duly appointed or elected judge, adjudicator of disputes or peacemaker serving in a justice system established by a federally recognized or a state recognized Indian tribal government for the purpose of hearing cases involving Indians or Indian matters and who complies with the applicable provisions of these Bylaws upon application for membership and the submission of membership dues shall be an Active Member. A “federally recognized tribe” is an Indian tribe, band, pueblo, Alaska Native village and/or tribe (excluding Alaska Native Claims Settlement Act corporate non-profits) which is eligible for the special programs and services provided by the United States because of their status as Indians. A “state recognized tribe” is a tribe, that by official legislative enactment or executive proclamation, has been recognized by a state as an indigenous tribe. Active Members, in good standing, shall be fully qualified to vote, hold office and otherwise participate in the affairs of the Association.
  
- b) Associate Member. Any person who previously has held the office of a judge, adjudicator of disputes or peacemaker as defined herein for purposes of Active membership who is no longer serving in that office but who otherwise complies with applicable provisions of these Bylaws shall be an Associate Member. A former judge, adjudicator of disputes or peacemaker who complies with the applicable provisions of these Bylaws upon application for membership and the submission of membership dues shall be an associate member. No Associate Member shall have a vote in the Association or in any meeting of the Association or hold office therein.
  
- c) Honorary Member. Any person who has performed distinguished service in the field of judicial work or administration for the benefit of American Indians shall be eligible for Honorary membership. Such membership shall be conferred by unanimous recommendation of the Board of Directors, subject to ratification by a majority vote of the membership voting at any meeting of the Association. Honorary members shall have the privileges which may be extended to them by the Association.
  
- d) Supporting Member. Any person who is associated with the administration of a tribal justice system, practices before a tribal justice system, is employed in the field of Native American law or who shares the goals of the Association shall be eligible for Supporting membership. Upon application and submission of membership dues, such person shall be a Supporting Member. Supporting Members shall be entitled to receive information on Association events and attend and participate in some events, however, no supporting member shall have a vote in the Association or in any meeting of the Association or hold office therein.

Section 2. Enrollment of Members. The Secretary shall keep a register for the enrollment of members of the Association. Entries shall be made, based upon the application for enrollment, showing the residence, address and principal office address of each member, tribal justice system serving (if any), title, telephone number, email address, category of membership and the basis for eligibility to be a member of such category, date of transfer from one category to another, if any, the member’s signature and such other useful data which the Board of Directors from time to time may require each member to furnish. It shall be the duty of each member promptly to advise the Secretary of each change in his or her place of residence and office address.

Section 3. Change of Membership Status. It shall be the duty of each member to promptly advise the Secretary of any event which would require a change in such member's membership category whereupon the Secretary, upon confirmation of eligibility, shall transfer such member to the appropriate membership category. Any member who shall fail to notify the Secretary of the necessity of a change in membership category as provided for herein shall be deemed to have resigned from the Association, effective on the date of the occurrence of the event which otherwise would require a change in membership category.

Section 4. Voting Rights. Each Active Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. A member in good standing for a right to vote, shall have paid their membership dues prior to voting.

Section 5. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member of the Association for cause after an appropriate hearing, and, by a majority vote of those present at any regular or special meeting, there being a quorum, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 6. Resignation. Any member may resign by filing a written resignation with the Secretary but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid.

Section 7. Reinstatement. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board may reinstate such former member who is otherwise eligible to membership in the Association on such terms as the Board of Directors may deem appropriate.

## **Article IV: Dues**

Annual dues shall be determined by the Board of Directors.

## **Article V: Meetings of the Association**

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held each fiscal year at such time and place as shall be fixed by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members of the Association may be called by the Board of Directors in accordance with the same procedure which is applicable to annual meetings.

Section 3. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of members of the Association shall be delivered either personally, by mail or by electronic media, to each member entitled to vote at such meeting, not less than 30 days before the date of such meeting by or at the direction of the President. Notices of all meetings shall state the purpose or purposes for which the meeting is called and any items of business, including but not limited to amendments to these Bylaws or the election of members of the Board of Directors, which shall be voted on at said

meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid.

Section 4. Quorum. Members holding twenty (20) percent of the votes that may be cast at any meeting shall constitute a quorum at such meeting; Provided, however, that elections of members of the Board of Directors shall be conducted as provided for in Article VI. If a quorum is not present at any meeting of members, a majority of the members present may organize into the Committee of the Whole, take such action as may be necessary in the best interests of the Association and submit such action to the membership for approval or disapproval by mail ballot or may adjourn the meeting from time to time without further notice.

## **Article VI: Board of Directors**

Section 1. Composition of Board. The Board of Directors shall consist of up to fourteen (14) members each of whom shall be an Active Member in good standing. Nine regional members of the Board of Directors shall be selected, one from each of the areas designated as association regions below—the location of the tribal court determines the region. Up to five at-large members shall be appointed by a majority vote of the Board of Directors. The regions are as follows:

- a) Association Region No. 1. Oklahoma, Texas, excluding the Ysleta Del Sur Pueblo of Texas, Kansas, Missouri, and Arkansas.
- b) Association Region No. 2. Nevada, Hawaii, and California.
- c) Association Region No. 3. States of Oregon, Washington, and Idaho.
- d) Association Region No. 4. Montana, Wyoming, Nebraska, North Dakota, South Dakota, and Iowa.
- e) Association Region No. 5. Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, New York, New Jersey, Delaware, Pennsylvania, and Ohio.
- f) Association Region No. 6. Virginia, North Carolina, South Carolina, Louisiana, Mississippi, Tennessee, Georgia, Alabama, West Virginia, Kentucky, and Florida.
- g) Association Region No. 7. New Mexico, Colorado, Utah, and Arizona, including the Navajo Nation Reservation, and including the Ysleta Del Sur Pueblo of Texas.
- h) Association Region No. 8. Alaska.
- i) Association Region No. 9. Minnesota, Michigan, Wisconsin, Illinois, and Indiana.

Section 2. Tenure. The terms of each Director shall be for three (3) years or until the election and qualification of his or her successors. Terms of office for each of the nine regional Directors will begin upon certification of the regional election results to the regional Board of Directors and approval of the election results by the Board. At-large Directors terms will begin upon selection and certification by the regional Board of Directors.

Section 3. Method of Selection. Each region shall determine their selected representative at the annual meeting. At-large members may be elected by a majority vote of the Board of Directors at any time.

Section 4. Certification. The results of Association regional elections shall be certified to the Board of Directors in writing within ten (10) days of the conduct of each such election, by delivery in person or by regular mail or by electronic media to the Secretary. Upon receipt of such certification, the Secretary forthwith shall forward a copy of the certification to the President who shall place the certification on the agenda of the next Board of Directors meeting for consideration and approval.

Section 5. Protest. Any Active Member of the Association shall have the right to challenge the result of an election in his or her Association Region by delivery in person or by mail or by electronic media to the Secretary within five (5) days of the challenged election a written protest briefly setting forth the basis of said protest. Said protest shall be resolved upon hearing within sixty (60) days before the remaining incoming members of the Board of Directors whose election has been certified and not protested; Provided, however, that in the event an election protest is pending against six or more members of the incoming Board, the election protest shall be resolved by the outgoing Board. The decision of the Board of Directors in resolving an election protest shall be final.

#### Section 6. Meetings of Board

- a) Regular Meetings. The Board of Directors shall hold quarterly regular meetings at such times and places as they may agree upon or the President may direct. In-person meetings shall take place at least twice during the year. At least one in-person shall be in conjunction with the Annual Meeting.
- b) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by the Secretary upon request of at least three (3) members of the Board, and shall be held at such times and places as the Board or the President shall determine. Special meetings of the Board of Directors may be held by means of telephone conferences or equipment of similar communications by means of which all Directors participating in the meeting can hear each other. Participating in a meeting by telephone or similar communications equipment shall constitute presence in person at the special meeting.
- c) Notice. Meetings of the Board of Directors shall be called with ten (10) days prior notice before the date of the meeting; provided, however, that such notice of the meeting may be waived by a member's attendance in person or by the declaration of an emergency, coupled by a bona fide attempt to give actual notice, by the President or Secretary when calling the meeting.
- d) Quorum. A majority of the certified members of the Board of Directors shall constitute a quorum to convene for the transaction of any business.
- e) Vote. Each Director shall have one vote and all questions shall be decided by a majority vote, except as otherwise provided for by these Bylaws, but, in the case of an equality of votes, the President shall have a deciding vote. The Board shall determine the method of voting.

Section 7. General Powers and Duties of Board. The Board of Directors shall exercise financial and legal oversight of the Association and shall set the policies for the organization.

- a) Subject to the availability of funds, the Board shall hire an Executive Director. To promote the efficient and effective operation of the Association, the Executive Director shall develop the annual budget for Board approval, hire and manage staff, and oversee grants to ensure compliance. The Board may task the Executive Director with additional duties as necessary.
- b) It may appoint committees or agents to carry on the work of the Association under its direction.

#### Section 8. Executive Committee.

Subject to the provisions of Article VII, the Officers of the Association elected by the Board, shall constitute the Executive Committee.

- a) The Executive Committee may make its own rules of procedure; provided, however, that a majority shall constitute a quorum for meetings of the Executive Committee and in every case the affirmative vote of all members of the Committee shall be necessary for the adoption of a resolution. During the intervals between the meetings of the Board, the Executive Committee shall exercise such powers as the Board except as provided below or as otherwise limited by a resolution of the Board of Directors and may obtain consent to act in emergencies by telephone vote either individually, by conference call, or by electronic mail.
- b) Limitations on Powers of the Executive Committee: The Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of the Executive Committee or any Director, the Executive Director or any principal staff or department director of the Association; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee.

Section 9. Conflict of Interest. Directors, members of committees, and staff shall have an affirmative obligation to disclose fully the nature of any potential conflict of interest. All such disclosures shall be noted in the minutes of the meeting. No Director, member of a committee, or staff shall participate in a decision on any matter in which, to his or her knowledge, the individual, the individual's immediate family or partner, or an organization in which the individual is serving as officer, director, employee or independent contractor has a direct financial interest. It shall not be a conflict of interest where the individual is serving a tribal justice system and the decision or matter benefits tribal justice systems generally. No Board member may serve as a NAICJA employee, contractor, or as an employee for any programs which NAICJA sponsors whether on a full-time or part-time basis and whether under contract or as a conditional employee. In the event any Board member accepts such employment or contract, such member shall automatically be removed from the Board of Directors.

## **Article VII: Officers**

Section 1. General. The Officers, as hereinafter described, shall be elected by the Board of Directors of the Association at the Annual Membership Meeting.

Section 2. Number and Qualifications. The Officers shall be a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. All Officers shall be Active Members of the Association and of the Board of Directors.

Section 3. President. The President shall be the Chief Executive Officer of the Association and shall preside when present at meetings of the Association and of the Board of Directors. The President shall be a member and ex-officio of all committees. He or she shall make reports and recommendations to the Association of plans and projects which may in his or her opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties necessary incident to the office. The President shall chair the Executive Committee.

Section 4. First Vice-President. The First Vice-President shall preside at meetings in the absence of the President and shall perform such duties as the Board of Directors, President, or Executive Committee may direct, and shall be a member of the Executive Committee.

Section 5. Second Vice-President. The Second Vice-President shall preside in the absence of the President and the First Vice-President at meetings of the Board and shall perform such other duties as the Board of Directors, President, or Executive Committee may direct, and shall be a member of the Executive Committee.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors, shall issue proper notices of all meetings, and shall perform such other duties as the Board of Directors, President or Executive Committee may direct.

Section 7. Treasurer.

The Treasurer shall oversee the financial affairs of the Association, including chairing the finance committee, assisting in the preparation of the budget, helping develop fundraising plans, and making financial information available and reporting to the Board of Directors and Association members. The Treasurer shall make a report to the Board at each Board meeting. The Treasurer shall also perform such other duties as may be assigned by the Board, President or Executive Committee.

Section 8. Term Limits. There shall be no term limits for Officers.

## **Article VIII: Regional Associations**

The Board of Directors may assist any group of members in forming a Regional Association.

## **Article IX: Resignations, Removals, Vacancies**

Section 1. Resignations. Any Director, or other Officer, or member of the Association may resign. Such resignation shall be made in writing to the President and shall take effect at the time specified therein.

Section 2. Removal. Any member of the Board of Directors shall be removed from office for misfeasance, malfeasance, or nonfeasance in office, or for any act or failure to act in any capacity, which may reflect adversely on this Association. A three-fourths vote of the Board of Directors voting at a regular or special meeting of the Board of Directors is required for removal; however, no vote shall be taken unless the Director has been notified in writing of the removal vote. Such Director shall be given an opportunity to address the Board of Directors prior to the vote of removal. Any member of the Board of Directors shall automatically be removed when he or she misses three (3) consecutive meetings of the Board.

Section 3. Vacancies. If any vacancy shall occur in the Board of Directors, or in any office of the Association by reason of death, resignation, or otherwise, the Board of Directors, or remaining members thereof, shall elect a qualified member to fill the vacancy for the balance of the unexpired term.

Section 4: Continuing Eligibility. In the event that a Director is no longer a sitting judge, and unless removed earlier by the Board of Directors, they may serve in their capacity as a Director until the next annual meeting of the Association.

## **Article X: Miscellaneous**

Section 1. Fiscal Year. The fiscal year of the Association shall be a calendar year beginning on the first day of January and ending on the 31<sup>st</sup> day of December.

Section 2. Written Consent in Lieu of Meeting. Any action required or permitted these Bylaws to be taken at a meeting of the Directors and/or members of the Association may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors or members, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any member or Director of the Association under the provisions of the law or under the provisions of the Certificate of Incorporation or these Bylaws, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

## **Article XI: Amendments of Bylaws**

Any Active Member may petition the Board of Directors at a regular meeting as provided in Article VI, Section 7, prior to the annual meeting to place, or the Board of Directors on its own motion may place, on the agenda of the annual meeting one or more amendments to these Bylaws, and these Bylaws may be amended by a majority vote of Active Members at an annual meeting, a quorum being present. The Board of Directors may call a special meeting of the membership for the purpose of amending these Bylaws at any time, subject to the same voting requirements as apply to an annual meeting. A copy of any proposed amendment to these Bylaws shall be mailed or sent by electronic

media to all Active Members no later than fifteen (15) days in advance of such annual meeting or special meeting.

## **Article XII: Repeal**

All Bylaws of the Association heretofore adopted are repealed.