# NATIVE AMERICANS FOR COMMUNITY ACTION, INC. BYLAWS

### ARTICLE I NAME

The name of the Corporation shall be Native Americans for Community Action, Inc. (hereafter "NACA"), an Arizona non-profit Corporation. Its principal business address shall be 1500 East Cedar Avenue # 26, Flagstaff, AZ 86004.

### ARTICLE II PURPOSE

The purpose of the Corporation shall be set forth in the Articles of Incorporation.

NACA is committed to advance and further the interest of the Native American and Alaska Native communities, and because of the urban designation this role has been expanded to include all populations.

The mission of NACA is to provide preventive wellness strategies, empower, and advocate for Native people and others in need to create a healthy community based on Harmony, Respect, and Indigenous values.

NACA shall engage in charitable, social, educational, and health activities within the meaning of Section 501(c)(3) of the Internal Revenue Code.

### ARTICLE III NON-PROFIT STATUS

No part of the earnings, funds, or assets of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons except that the Corporation may pay reasonable compensation for services rendered and make payments or distributions in furtherance of its purposes as set forth in the Articles of Incorporation. No part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation and it shall not intervene or participate in any political campaign for or on behalf of any candidate for public office or political action committees (PAC). Notwithstanding any other provisions of these Bylaws, the Corporation shall not engage in any activities prohibited for tax exempt corporation(s) as now exist or may be hereafter enacted under local, state, or federal law.

### ARTICLE IV BOARD OF DIRECTORS

The affairs, control, and management of the Corporation shall be vested in the Board of Directors (hereafter "Board"). The Board shall consist of no fewer than three (3) and no more than thirteen (13) Board members. The Board shall have all the duties, powers, and authorizations as prescribed

by the statutes and laws of the State of Arizona. A majority of the NACA Board (at least 51%) must be users of NACA services or programs.

**Membership Criteria:** Each Board member shall meet the following criteria:

- a. Be at least eighteen (18) years of age and reside in Arizona at least six (6) months at the time of appointment;
- b. Representative of the demographic of the NACA services area, including remote participation by members from reservation lands and outlying areas;
- c. Have knowledge, experience, and/or interest in the mission and goals of NACA;
- d. Demonstrate commitment to actively learn about NACA's current programs;
- e. Be able to participate fully in Board issues and attend Board and committee meetings regularly;
- f. Actively participate in fund-raising activities;
- g. Have not been employed by NACA for at least two (2) years from the final date of employment. An employee terminated from NACA, designated as not eligible for rehire, will not be considered; and
- h. Have not served as a NACA Board member who departed on negative terms or in bad standing with the organization. Regardless of termination, must be in majority good standing with the current Board.

The Board may establish a class ex-officio membership. The Chief Executive Officer (CEO) of NACA shall be designated as ex-officio (e.g. staff, community member). Ex-officio members are non-voting members of the Board and may not make motions on the floor.

The Board shall have the responsibility of establishing the criteria for the NACA CEO position. The Board shall employ a CEO of the Corporation. The powers and duties of the CEO shall be set forth by the Board. The CEO shall have the authority to employ additional staff provided said positions and selection are compliant with NACA's policies and procedures. The company organizational chart shall be reviewed by the CEO annually and updated and approved by the Board as needed thereafter.

Senior Leader or Senior Leadership, as used in this document, is defined as the CEO, Chief Financial Officer (CFO), and Program Directors.

Decision to discharge the CEO, with or without cause, shall be determined by a majority vote of the Board.

The Board shall adhere to the NACA policies and procedures and Arizona Corporate Bylaws.

### ARTICLE V BOARD MEMBERSHIP

Election/Term of Office: The initial term of Office for Member of the Board shall be four (4) years with staggered terms. Board Members may serve no more than two (2) consecutive terms.

Other Board Service: Upon application to the NACA Board of Directors, the applicant shall reveal all other board service that is current. In addition, members of the NACA Board of Directors shall inform the members of the NACA Board as well as members of NACA's Administration (CEO, CFO and Human Resources Director) of any additional board application

and service <u>prior to</u> acceptance or appointment to additional boards. Upon acceptance of additional Board service positions, NACA Board members shall take it upon themselves to update their conflict of interest forms. Otherwise an annual conflict of interest filing with HR will take place where NACA board members disclose all service outside of the NACA Board.

Attendance: Absences totaling five (5) (including excused and unexcused) with the Board's fiscal year (January-December), or absences totaling three (3) consecutive regular meetings, or three unexcused absences, shall constitute grounds for removal at the discretion of the Board. Written notice of the proposed removal shall be given to the Members, and the Member shall be given the opportunity to contest the removal.

Vacancies: A vacancy on the Board because of resignation, incapacitation, removal, disqualification, or other circumstances in which a serving Board Member is not able to fulfill their duties, may be filled by the Board at a regular meeting or at a special meeting, or by inperson or electronic vote, for the remainder of the term from the candidate.

Election: Application to be considered for membership to the Board is through a letter of interest and current resumé or curriculum vitae (CV) to the NACA CEO. Potential candidates will sign consent giving NACA permission to conduct an interview with the Applicant, along with the CEO as applicable, outside a duly called meeting. The interview results will be shared in a special session with the full Board and the candidate will be notified of acceptance or declination by CEO and/or Board President formal correspondence.

The Board may elect, from time to time, to have the Nominations Committee address Board applicant recommendations. Results shall become a part of the minutes of the meeting.

**Termination of Board Membership:** Any Board member may voluntarily resign from the position at any time by submitting a notice in writing to the Board President. Resignation will be effective upon receipt of notice or at any time specified within the notice. Any Board Member may be removed from the Board, with cause, by a two-thirds vote of the Board. Removal may be for, but is not limited to, the following:

- a. Dishonest or deliberate offensiveness to NACA, the public, or the Native American community;
- b. Accepting gratuities, embezzlement, fraud, or misuse of corporate funds;
- c. Misrepresenting or discrediting NACA by conduct which is detrimental to the Board, NACA, or the Native American community;
- d. Breach of duties;
- e. Failure to disclose conflict(s) of interest as outlined in Article XIV of the Bylaws;
- f. Disclosure of confidential information; and
- g. When the best interests of NACA would be served by such removal.

It is intentional that this section on Termination of Board Membership contains no language from the American legal system (e.g. felony, conviction, incarceration). This omission is due to both fact and policy. The fact is that people of color are much more likely to become ensnared in the American legal system. The policy is that NACA believes people can change and should be given second chances and the Board should use this principle as guidance. However, the above justifications for removal (a-g) may co-occur with criminal activity. The Board, by two-thirds vote, should use its discretion on whether criminal activity falls under categories a-g, above.

Written notice of the proposed removal will be given to the Member prior to the vote of the Board. The Member shall have the opportunity to be present and be heard at the meeting in which their removal is an action item.

### ARTICLE VI OFFICERS

The Board at the Annual Meeting in July shall elect Members of the Board to fill the offices of the President, Vice President, Secretary, and Treasurer for two-year terms. Officers shall be elected by a simple majority vote.

**President:** The President shall supervise and oversee all the board affairs of NACA, including:

- 1. Chair and preside over all Board and Executive Committee meetings; set agendas with the CEO;
- 2. Work cooperatively with the CEO in achieving NACA's mission; discuss issues frequently;
- 3. Administer the Board and provide leadership;
- 4. Represent NACA in a professional manner to the general public, media, etc.;
- 5. Execute deeds, mortgages, bonds, contracts, or documents authorized by the Board;
- 6. Encourage Board role in strategic planning, financial accountability, fundraising, evaluation of CEO, and evaluation of all NACA programs;
- 7. Exercise no independent powers of legislation or authority;
- 8. Assign and delegate as need indicates;
- 9. Communicate with the Board members, when necessary;
- 10. Perform as an authorized signer of NACA's corporate accounts; and
- 11. Perform other duties as assigned by the Board.

#### **Vice-President:** The Vice-President shall:

- 1. Assume the duties of and formally preside as the President in case of absence or incapacitation;
- 2. Serve on the Executive Committee; and
- 3. Perform other duties as assigned by the Board.

When acting as the President, the Vice President shall have all the powers of and be subject to all the restrictions of the President.

#### **Secretary:** The Secretary shall:

- 1. Certify and keep a copy of the Bylaws as amended or altered to date;
- 2. Certify the correctness of the minutes and authenticate and attest to by signature;
- 3. Keep a Board membership list containing the names, addresses, telephone, email address, and term periods of each Board Member. A copy of which shall be furnished to each Board Member and provided on the Board's electronic shared drive;
- 4. Cause to call and document roll at each Board meeting;
- 5. Ensure that all notices are duly given in accordance with the provisions of these Bylaws;
- 6. Assist the assembly with motion wording;

- 7. Search the minutes for information requested by NACA Leadership or Board Members;
- 8. Perform other duties as assigned by the Board; and
- 9. Maintain the Board's electronic shared drive with all necessary documents for the Board to successfully execute their duties (i.e. meeting minutes, Bylaws, membership list, fundraising).

#### **Treasurer:** The Treasurer shall:

- 1. Coordinate fiscal reporting with the Chief Financial Officer (CFO) and review NACA's financial reports and be an authorized signer of NACA's corporate accounts;
- 2. May participate on NACA's Finance Committee and provide reports in collaboration with NACA's CFO to the Board;
- 3. Meet with NACA's CFO to regularly review the Corporation's financial condition; and
- 4. Perform other duties as assigned by the Board.

CHECK SIGNING AUTHORITY: The President, Vice President, and Treasurer of the Board shall have the authority to sign checks on behalf of the Corporation, as well as the CEO and CFO of NACA.

**PREFERRED MINIMUM QUALIFICATIONS:** Just as for any corporation, the Board of nonprofit has three primary legal duties known as the 'duty of care,' 'duty of loyalty,' and 'duty of obedience.'

- **Duty of Care:** Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will;
- Duty of Loyalty: Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; recognize and disclose conflicts of interest; make decisions that are in the best interest of the nonprofit corporation and not in the best interest of the individual board member (or any other individual or for-profit entity);
- **Duty of Obedience:** Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and adheres to its stated corporate purpose/mission.

With these primary duties in mind, the Board prefers minimum qualifications for Officer positions:

#### President:

- 1. Knowledge of and respect for Southwest Indigenous culture;
- 2. Documented or demonstrated experience running meetings and participating in meetings in a respectful manner;
- 3. Documented or demonstrated experience in oral and written communications;
- 4. Documented or demonstrated experience with Microsoft Office Suite applications (i.e. Word, PowerPoint, and Excel); and
- 5. Documented or demonstrated experience with remote meeting platforms (i.e. Zoom, Google Meet, Microsoft Teams, or other similar software)

#### Vice President:

1. All of the qualifications of the President

#### Secretary:

- 1. Documented or demonstrated organizational skills;
- 2. Documented or demonstrated experience in oral and written communications;
- 3. Documented or demonstrated experience with Microsoft Office Suite applications (i.e. Word, PowerPoint, and Excel);
- 4. Documented or demonstrated experience with remote meeting platforms (i.e. Zoom, Google Meet, Microsoft Teams, or other similar software); and
- 5. Knowledge and skill in maintaining shared file serving spaces (i.e. Google Drive, OneDrive)

#### Treasurer:

- 1. Demonstrated willingness to learn more about financial statements, financial accounting, and financial transactions;
- 2. Documented or demonstrated experience in oral and written communications;
- 3. Documented or demonstrated experience with Microsoft Office Suite (i.e. Word, PowerPoint, and Excel); and
- 4. Documented or demonstrated experience with remote meeting platforms (i.e. Zoom, Google Meet, Microsoft Teams, or other similar software)

### ARTICLE VII OPERATING PROCEDURES

All meetings specified by these Bylaws shall proceed as follows:

#### **MEETINGS:**

Annual: The annual meeting of the Board shall be in the month of July or as directed by the Board. Notice of the annual meeting shall be made no later than fourteen (14) days prior to the meeting. The purpose of the meeting shall be to report the status of the Corporation and will include but not be limited to the following: election of Board Officers, renewal of Member terms (on even years), Board strategic planning, Board training/orientation, and teambuilding.

Mid-Year: The Board will set a meeting date in January to receive the CEO annual report on the affairs of NACA and the twelve (12) month financial report.

Monthly: The Board shall meet monthly unless otherwise agreed by the Board, and use of telephone/video conference may be used. Notice of all scheduled meetings of the Board shall be posted at NACA's main office and on the NACA website two (2) days prior to the meeting. Board meetings are open to the public.

Special Meetings: Special meeting of the Board may be held at any time and use of telephone/video conference may be used, whenever called by the Board President, a majority of the Executive Committee. Notice of special meetings shall be given by verbal communication at least forty-eight (48) hours prior to the time of the meeting, or by correspondence at least three (3) days in advance. The notice shall indicate the purpose for

which the meeting is called. Business transacted at the special meeting shall be limited to the notice and the agenda item(s). If action is taken for which no notice was given, the action shall be ratified at the next regular meeting or at a special meeting called for that purpose.

**EXECUTIVE SESSION:** Any Board Member may request executive session of the Board during any meeting when said Member believes it in the best interest of NACA to do so. Requests for executive session from the floor will be accepted with simple majority vote of the Board. Executive sessions are restricted to voting Board Members and invited participants only.

SPECIAL CONDITIONS: Whenever notice is required to be given to any members of the NACA Board by the Articles of Incorporation, these Bylaws, or by State or Federal laws, a waiver thereof in writing, signed by the person(s) entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of each notice.

EVALUATION OF BOARD MEMBERS: Ongoing evaluation of board performance is critical to the foundation of effective and meaningful board governance and practice. In recognition of this, board members will devote a portion of their Annual Meeting to assess and reflect on their performance, individually and collectively. Completed evaluation forms of individual performance will be stored in the Board Member's file at the NACA Administrative Office for up to a year after the Board Member's term expires. De-identified completed evaluation forms of collective board performance will be stored indefinitely at the NACA Administrative Office to inform future NACA Boards and Leadership on board history. Board evaluations must be completed annually. The Board may consider developing improvement action plans for board members as a result of the evaluation process to improve individual performance.

# ARTICLE VIII CONDUCTING BOARD BUSINESS

**QUORUM:** A quorum of the Board shall be a simple majority present in-person and/or telephone/video conference. No business may be conducted without a quorum.

The Board Members present at a duly called and held meeting in which a quorum, is initially present may continue to do business, notwithstanding the loss of a quorum at a meeting, due to the withdrawal of Board Members from the meeting, provided that action thereafter taken must be approved by at least a majority of the required quorum for such meeting.

MANNER OF ACTING: At all Board Committee meetings, every act or decision made by the Board where a quorum was present is at the decision of the Board, unless these Bylaws, the Articles of Incorporation, or the laws of the State of Arizona require a greater percentage of different voting rules for approval.

ACTIONS BY WRITTEN CONSENT: Any NACA action required or permitted by the Articles of Incorporation, these Bylaws or the laws of the State of Arizona, to be taken at a meeting of the Board, may be taken without a meeting if a majority of the Board consents in writing (e.g. written, emailed) to such action. The President shall report the results of each consent action and the results shall be made part of the next Board meeting immediately following the date of action.

# ARTICLE IX COMMITTEES

The Board is vested with the authority to oversee standing and special committees, prescribe their role and function, and participate occasionally. Committees may be established by Board resolution, notation in the minutes, or other action by the Board. All standing committees shall have an agenda and minutes recorded for each meeting and they shall be filed at NACA Main Office (Administration). The Board, in absence of a Committee or Committees, will conduct business at a duly called Board meeting. The Board may decide, from time to time, to establish committees to carry out and conduct NACA business and serve at the pleasure of the Board:

Executive Board Committee: The Executive Board Committee (also called the Executive Board) shall be a standing committee and shall be comprised of the President, Vice President, Secretary, and Treasurer. The Executive Committee derives its authority directly from the full Board. In other words, the full Board can request that the Executive Committee investigate or plan action for the Board, but any investigation or plan of action must be presented to the Board and approved by majority vote. The Executive Committee has no authority without full approval of the Board and shall undertake no action unless it is requested by the full Board. By allowing for the formation of Executive Committee in these bylaws, the full Board has authorized the committee to meet as needed when determined by the President. A majority of the Executive Committee will also be able to call a meeting when they deem necessary.

The following matters may not be undertaken alone by the Executive Committee, but require participation by the full Board:

- 1. The filing of vacancies in the Board or in any committee, other than special committees;
- 2. The amendment or repeal of the Bylaws, or the adoption of new bylaws;
- 3. The amendment or repeal of any resolution of the Board which, by its terms, shall not be so amendable or repealable; or
- 4. Any other matters prohibited by statute.

Finance Committee: The Finance Committee shall consist of the President, Treasurer, NACA Chief Financial Officer (CFO), and one or more other members of the Board or NACA as designated by the Board pursuant to a resolution adopted by a majority vote of those present and voting. The Treasurer shall serve as Chair of the Finance Committee. This committee shall provide governance over the following tasks which are the explicit responsibility of the CFO:

- 1. Ensuring NACA's fiscal policies reflect current needs and are compliant with local, state, and federal laws;
- 2. Reviewing monthly financial reports and updating Senior Leadership and the Board;
- 3. Overseeing procurement and grant compliance;
- 4. Overseeing budgeting and financial planning;
- 5. Establishing and monitoring provider relationships and credentialing process;
- 6. Developing and maintaining NACA's Fee Schedule and Sliding Scale policies;
- 7. Developing investment and reinvestment policies;

- 8. Safeguarding NACA's assets and review its insurance coverage;
- 9. Reviewing and proposing internal controls and fiscal policies; and
- 10. Ensuring the Board receives accurate and timely financial reports.

The reports of the Financial Committee shall be submitted to the Board President, who will direct the Treasurer to share an update in conjunction with NACA's CFO at monthly Board meetings.

### Grievance and Ethics Committee: This committee shall be responsible for:

- 1. Ensuring NACA's personnel policies reflect current needs and are in compliance with local, state and federal law;
- 2. Serving as a Grievance Committee to hear employee, contractor, and patient/family complaints, investigate, give feedback, and follow-up with complaints;
- 3. Recommending employee salary structures;
- 4. Reviewing and recommending insurance coverage extending to property, liability, and bonding; and
- 5. Screen applicants for position of CEO.

Nominations Committee: The Nominations Committee shall be comprised of two Board Members, appointed by the Board with a majority vote of those present and voting. This committee shall, in collaboration with the Human Resources Director, review all applications from interested candidates to fill Board vacancies, using an evaluation form outlining desired criteria identified by the Board. This Committee shall consider, recommend, and determine compliance with requirements of these Bylaws, for approval to the Board.

Quality Management/Compliance Committee: The Quality Management/Compliance Committee shall be comprised of representatives for each NACA department or program and one member of the Board. This committee shall provide governance and guidance over the following tasks which are the explicit responsibility of the individual department or program directors in their areas:

- 1. Reporting performance data;
- 2. Overseeing, monitoring, and analyzing complaints, grievances, and incident reports to reduce or eliminate risk of injury, loss or adverse outcomes, trends and assign severity;
- 3. Reviewing and analyzing customer satisfaction surveys;
- 4. Providing technical assistance for performance improvement;
- 5. Overseeing licensing and compliance with Indian Health Service (IHS), Arizona Department of Health Services (ADHS), Centers for Medicare and Medicaid Services (CMS), and Arizona Alliance for Community Health Centers (AACHC) standards and regulations, and all NACA grant compliance;
- 6. Sharing updates regarding Code of Conduct, HIPAA, and other regulatory program updates;
- 7. Facilitating NACA policies and procedures developments and updates; and
- 8. Providing updates regarding agency Environment of Care (EOC), Safety, Risk and Infection control risk assessments, trends and interventions

**Medical Staff/Clinical Operations Committee:** The Medical Staff/Clinical Operations Committee shall provide:

- 1. Medical oversight for NACA programs and clinical issues;
- 2. Develop guidelines for Clinician appointment and re-appointments and the granting of privileges to physicians;
- 3. Develop competencies and qualifications related to clinical positions;
- 4. Provide patient education;
- 5. Develop clinical policies and procedures, and approve clinical practice standards and standing orders;
- 6. Work with Quality Management on quality indicators for clinical services (i.e. GPRA, UDS, HCIC); and
- 7. Identify areas of improvement in clinical documentation.

Special Committees: Special Committees of the Board, as may from time to time be deemed necessary for a specific purpose, may be established by the Board to serve at the pleasure of the Board. Such committees may serve until the purpose for which the committee was created is completed or until the Executive Board Committee chooses to dissolve the committee by a three-fourths (3/4) board vote. The President may reappoint committees at their discretion. Members of such committees shall be appointed by the President and need not be limited to members of the Board or members of NACA. Special committees shall only have the powers specifically delegated to them by the Board and in no case shall have powers which are no authorized for committees under these Bylaws.

# ARTICLE X BOARD COMPENSATION

Board Members shall serve without monetary compensation for their services. However, a member may obtain reimbursement for expenses subject to Board approval while serving as a representative of NACA at Board approved meetings or functions. Expenses shall be documented by receipts or other proof deemed satisfactory by the Board. Incurred expenses shall be within the limits of applicable federal or state rates established for per diem, mileage, and lodging, when possible. An expense should be approved in advance of the expense being incurred (if possible) by the NACA Board President and CEO.

# ARTICLE XI INDEMNIFICATION

To the extent that a current or former Board Member or Senior Leader of NACA has been successful on the merits of defense of a civil, criminal, administrative, or investigative proceeding brought to procure a judgment on a person by reason of the fact that they are or were a Board Member or Senior Leader, or has been successful in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses actually and reasonable incurred by the person in connection with such proceeding.

If such a person either settles any claim and sustains a judgment against them, then indemnification, judgments, fines, and settlements and other amounts reasonably incurred in

connection with such proceedings shall be provided by NACA, but only to the extent allowed by, and in accordance with, the requirements of the laws of the State of Arizona.

NACA shall have the power to purchase or procure insurance for indemnification purposes.

# ARTICLE XII LIABILITY AND PROPERTY RIGHTS

No current or former Board Members of NACA shall be personally liable to creditors for the debts, liabilities, and/or other obligations of NACA.

The NACA Senior Leadership team and Board have the implied power to do whatever is necessary to carry out the functions and duties of their office. In addition, the Senior Leadership team and Board Members of an incorporated organization such as NACA are not liable for NACA's debts and/or losses if the Member performs their duties with ordinary care and is not guilty of bad faith or fraud in conjunction with NACA policies and procedures and NACA's Bylaws.

# ARTICLE XIII REPRESENTATION

Board Members may not obligate NACA without prior approval and authorization by majority vote of the Board.

## ARTICLE XIV CONFLICT OF INTEREST

All Board Members are required to file a written and sworn declaration of potential conflicts of interest with the Human Resources Director upon election to the Board and annually in July thereafter. The statement shall include the following:

- Names and addresses of each person or entity doing business with NACA with which the Board Member or a member of their immediate family had received compensation in any form;
- 2. Names and addresses of each entity doing business with NACA in which the Board Member or a member of their immediate family. Deposits in accounts with bank shall not constitute a direct financial interest within the meaning of this section;
- 3. Names, titles, and addresses of each entity doing business with NACA in which the Board Member or a member of their immediate family holds a position as an employee, Board Member, or trustee.

Statements shall be retained at the NACA Main administration office throughout the term(s) of the Board Member and for two (2) years from the date of membership term expiration or resignation.

Board Members are prohibited from deliberation, voting, or attempting to influence other Board Members on matters in which they have a financial or otherwise private interest or gain, direct or indirect, personally or through a member of their family. All potential conflicts shall be disclosed. Disclosure by individual Board Members shall be made prior to any Board action. Following disclosure, the Board Members in conflict shall not deliberate or vote.

For purposes of this article, immediate family shall be defined as wife, husband, son/stepson, daughter/stepdaughter, mother/stepmother, father/stepfather, brother/stepbrother, sister/stepsister, daughter-in-law, son-in-law, sister-in-law, brother-in-law, mother-in-law, father-in-law, or legal dependent.

# ARTICLE XV CHIEF EXECUTIVE OFFICER EVALUATION

The Board shall conduct Chief Executive Officer (CEO) evaluation annually, preferably in the anniversary month of the CEO's hire, to assess strengths and weaknesses and determine the steps and actions necessary for improvement. This evaluation may be combined with regular or special meetings, trainings, etc.

### ARTICLE XVI AMENDMENT OF BYLAWS

The Bylaws may be altered, amended, or repealed by a two-thirds (2/3) majority vote of the Board at any regular or special meeting called for that purpose. Prior notice of at least fourteen (14) days to any official vote on the change(s) is required. A special Bylaws committee or individual Board Members shall present changes to the President, who will present the changes for discussion and disposition at the next regularly scheduled meeting. All members shall be furnished with a copy of the proposed changes.

Approved by the Board at a duly called Board Meeting on May 15, 2024.

Attested By:

LivA'ndrea Knoki, NACA Board President

Date

5/14/24

Adam Shimoni, NACA Board Secretary

Date

Date