

**CONSTITUTION AND BY-LAWS
SOUTHERN PLAINS INDIAN
HOUSING ASSOCIATION**

ARTICLE I

Name and Operation Limits

- Section 1 This Association shall be known as the Southern Plains Indian Housing Association, a non-profit organization.
- Section 2 This Association's membership shall include any interested parties. Members shall be classified as either Certified Members or Associate Members as defined in ARTICLE XIII, Section 3 below.
- Section 3 The principal office of the Association will be located at an address to be designated by the Executive Committee.

ARTICLE II

Objectives and Authority

- Section 1 The objectives of the Association shall be to advise and assist Indian tribes and Indian Housing Authorities individually and collectively to accomplish the total desired objective of their efforts.
- Section 2 The authority of the Association shall be representative of the member Indian tribes and Indian Housing Authority or Authorities in any respect that the members may desire and request as recommended by the Executive Committee.

ARTICLE III

Membership

- Section 1
- A. Annual membership dues for Certified Members shall be due and payable on October 1 of each year and shall be assessed at the rate of the greater of two hundredths percent (.0002%) of the Indian Housing Block Grant amount received by each tribe on an annual basis, or twenty five dollars (\$25.00).

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- B. Membership dues for Associate Members shall be due and payable on October 1 of each year and shall be assessed as follows:
- (1) General contractors doing business with any Certified or Associate Members: one hundred and fifty dollars (\$150.00)
 - (2) Subcontractors and vendors doing business with any Certified or Associate Member: seventy-five dollars (\$75.00).
 - (3) Other interested individuals and entities: twenty-five dollars (\$25.00).

Section 2 Voting right: Each Certified Member shall have one vote.

ARTICLE IV

Perpetuation

Section 1 This Association shall be effective as of the date of approval of the organizational charter and shall continue from year to year, without formal renewal.

ARTICLE V

Officers, Terms, and Duties

Section 1 Officers: The officers of this Association shall be President, Vice-President, Treasurer, and two Members-at-Large. The five officers shall be elected by a majority of the Certified Members of the Association who are present at the annual meeting. Each officer shall be a member of the Executive Committee of the Association.

Section 2 Terms of Office: The President, Vice-President, Treasurer, and Members-at-Large shall be elected at the annual meeting of the Association. The President, Vice-President, Treasurer and two Members-at-Large shall hold offices for two years or until their successors are elected.

Section 3 Duties of Officers: The duties of the elected officers of this Association shall be as follows:

- A. The President shall be the executive officer of the association and shall preside over all meetings of the association and the Executive Committee. The President shall have no voting rights on Executive Committee matters except to break a tie. He/she shall be an ex-officio member of all committees and councils, both standing and special, of the Association.

- B. The Vice-President in the absence of the President shall perform all duties outlined above for the President. He/she shall perform all duties as usually pertain to the office of the Vice-President or may be assigned to him by the President or the Executive Committee.
- C. The Treasurer shall be the custodian of all funds and other assets of the Association, and shall keep a complete and accurate account of receipts and disbursements in the books of the Association. The Treasurers shall deposit all or any monies and other valuable assets in the name of the Association to the proper accounts; shall disburse the funds of the Association taking proper vouchers for such disbursements; shall render to the Association at regular meetings a Treasurer's Report of all his/her transactions and the current financial condition of the Association; and shall perform such other duties as conferred by the President and Executive Committee on that office.
- D. The Members-at-Large shall perform such duties as may be assigned to them by the President.

Section 4 Removal of Officers:

- A. Each officer of the Association has an express duty to attend Quarterly Meetings and Executive Committee Meetings. Any officer who, during his or her term of office, is absent from any two (2) Quarterly meetings or any five (5) Executive Committee Meetings shall be subject to removal from office.
- B. In the case of removal for non-attendance, no written warning of removal or other action shall be required prior to removal nor shall any written notice or action be required upon removal.
- C. The Executive Committee shall have the power to remove any member of the Executive Committee, by affirmative vote of the majority of the members of a quorum at a meeting called for that purpose if such member is found to have committed any of the following: Moral turpitude, nonfeasance or malfeasance in office, gross neglect of duty, misconduct reflecting on the dignity and integrity of the Association, embezzlement of Association property or assets, or excessive absence from meetings without good cause. The member charged with any of these offenses shall be given a written statement detailing the charges at least 10 (ten) days before the meeting at which the Executive Committee is to consider the charges. He/she will be given an opportunity to appear and answer

the charges. In no case shall the individual who is subject to the charges preside at the meeting at which the decision is made on the charges. The removal of only one Executive Committee member may be considered at any meeting.

- D. Any vacancies occurring shall be filled immediately under the procedure set out in Article X, Section 1.

ARTICLE VI

Executive Committee

The Executive Committee shall be comprised of the elected officers of the Association.

Section 1 Duties of the Executive Committee:

- A. To prepare and submit to the Association for approval, an annual budget for the operation of the Association.
- B. To take appropriate actions, make recommendations and formulate policy on those matters which will effectuate and carry out the purposes and functions for which the Association is created.
- C. To recommend to the Association the acceptance or rejection of any gifts, grants, contributions, and donations offered for use by the Association.
- D. The Executive Committee shall perform such other functions as may be assigned to it by the President of the Association.

Section 2 Composition of the Committee: The Executive Committee shall be composed of the elected officers of the Association for the period of their term of office. In addition, The President shall select an Administrative Assistant who shall be responsible for keeping an accurate record of the membership and for recording and preserving accurate minutes of all regular and special meetings. The Administrative Assistant shall be responsible for the notification of all Southern Plains Indian Housing Authorities of the regular meetings and of all special meetings. The Administrative Assistant shall be official custodian of all records of the Association. The Administrative Assistant shall not have a vote as an officer of the Association; however should the Administrative Assistant contemporaneously hold another position as an officer of the Association, the Administrative Assistant shall not be prevented from exercising all rights and responsibilities of that other position by virtue of the appointment as Administrative Assistant.

Section 3 Vote required for action of Executive Committee: A simply majority vote of the Committee members present at a regular or special meeting is required for action by the Committee provided a quorum is present. A quorum is defined as at least three members entitled to vote.

ARTICLE VII

Standing Committees

Section 1 Constitution, By-Laws and Resolutions Committee:

The Constitution, By-Laws and Resolutions Committee shall consist of a minimum of three representatives from the Association membership in good standing with the Association and shall be appointed by the President of the Association.

The Functions of this Committee will be to make changes to the Constitution and By-Laws as proposed by the majority of the Association.

Any member of the Association wishing to submit Resolutions for Association consideration and action should submit the same to the Constitution, By-Laws and Resolutions Committee for submission to all members of the Association, prior to a quarterly meeting. These proposed Resolutions should be provided to the Members of the Association with the Agenda, by the President, for consideration by Members prior to the meeting during which action is being sought or may be introduced under New Business during a quarterly meeting.

Section 2 Housing Development Committee

The Housing Development Committee shall be made up of a minimum of three members appointed by the President of the Association. These three members shall be representatives from the Association membership in good standing with the Association.

The Functions of this Committee shall be to investigate sources of funding which may be available to the Association, and to further the education and development of Housing Counselors within the Association.

Section 3 Professional Development Committee:

The Professional Development Committee shall be made up of a minimum of three members appointed by the President of the Association. These three members shall be representatives from the Association membership in good standing with the Association.

The Functions of this Committee shall be to investigate sources of funding which may be available to the Association, and to provide for furthering the education of Housing Authority Staff members and commissioners.

- Section 4 Recommendations and/or proposals resulting from any Association Standing Committee shall be presented to the body of the Executive Committee before presentation to the Association for a vote.

ARTICLE VIII

Meetings

- Section 1 Regular Meetings: Regular meetings of this Association shall be held at least quarterly, at a time and place to be determined by the Executive Committee, upon the membership vote in a regular meeting.
- Section 2 Executive Committee Meetings: Executive Committee Meetings shall be held as called by the President, or a majority of the Executive Committee, at a time and place as he/she, or the Committee might designate.
- Section 3 Special Meetings: Special meetings of the Executive Committee may be called at any time by the President or a majority of the Executive Committee members at a time and place as he/she, or the Committee might designate.
- Section 4 Notice of Meetings: Written notice of all meetings shall be mailed to each Certified Member and Associate Member, at least thirty days prior to the date of the meeting provided that in the event that an emergency meeting is called, the five (5) day notice shall not be required. Emergency meetings shall be determined by the President of a majority of the Executive Committee members.
- Section 5 Meeting by Conference Telephone: Any member of the Executive Committee, or any member of a Standing Committee, may participate in a meeting of such Executive Committee or Standing Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and

participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE IX

Nomination and Election of Officers

- Section 1 At the 4th quarterly meeting, the officers of the Association shall be elected. Nominations shall be made from the floor by any or all members in good standing of the Association. Election of officers shall be by a simple majority (51%) of the Certified Members present. Members shall vote by written secret ballot.

ARTICLE X

Filling Vacancies Executive Committee

- Section 1 In the event the President of the Association resigns from the position with the Association or from his position with the Indian tribe, Indian Housing Authority, or TDHE, the Vice-President shall be elevated to the President's position. The Vice-President vacancy shall be filled by nomination from the body of the Association confirmed by a majority vote of the Certified members present.

ARTICLE XI

National American Indian Housing Council Board of Directors Representative

- Section 1 A representative to the Board of Directors of the National American Indian Housing Council shall be elected at the annual meeting. The representative shall serve a two year term and until his or her successor shall have been elected. The position of representative shall remain as an elected position so long as a majority of the members of the Association remain as members of the National American Indian Housing Council.
- Section 2 An alternate representative to serve in the absence of the representative shall be elected at the annual meeting. The alternate representative shall serve a two year term and until his or her successor shall have been elected

and qualified. The position shall remain as an elected position so long as a majority of the members of the Association remain as members of the National American Indian Housing Council.

- Section 3 The vote for the positions of representative and alternate representative shall be in accordance with the provisions of Article IX, Section 1 of these By-Laws above.

ARTICLE XII

Revenue and Finance

- Section 1 The fiscal year of the Association shall be from October 1 through September 30 of each year.
- Section 2 The Executive Committee shall prepare and submit for approval to the Association an annual budget for the operation of the Association for the ensuing year.
- Section 3 In the preparation of the budget, full advantage will be taken of all federal and state grants and private gifts and contributions.
- Section 4 At the end of each fiscal year, the Treasurer shall prepare a written Annual Financial Report for submission to all members of the Association.

ARTICLE XIII

Miscellaneous

- Section 1 Rules of Order: "Roberts' Rules of Order" shall be the parliamentary authority for all matters of procedures not specifically covered by these By-Laws.
- Section 2 Amendments and Revisions: Any amendments or revisions to these By-Laws may be adopted by a majority vote of the association membership in attendance at any regular quarterly meeting or at a special meeting called for that purpose in which a quorum has been established. Amendments shall be prepared and presented to the Constitution, By-Laws and Resolution Subcommittee. The amendments shall then be presented to the Executive Committee for presentation to the general membership of the Association for adoption at least thirty days in advance of the meeting in which a vote will be taken.

Section 3 Definitions:

- A. Associate Member: Associate Member shall mean any interested party that is not a certified member and who pays membership dues according to the schedule defined in Article III of these By-Laws.
- B. Association: Shall mean the Southern Plains Indian Housing Association.
- C. Certified Member: Certified Member shall mean an Indian Tribe, TDHE, and Indian Housing Authorities from the Southern Plains Region that is eligible to vote as certified by Association who pays membership dues according to the schedule defined in Article III, Section 1, B above.
- D. Southern Plains Indian Housing Association Associates Council: The group of manufacturers, contractors and suppliers of various goods and services to the Association who are classified as Associate Members shall be named the Manufacturers, Contractors and Suppliers Committee ("MCSC").
- E. Southern Plains Indian Housing Region: The region is comprised of areas in the following states, Kansas, Louisiana, Oklahoma and Texas that are included in HUD region six, AMERIND region four, and NAIHC region four.

Section 4 Quorum:

- A. For purposes of any meeting of the Association, a majority (51%) of the certified membership of the Association shall constitute a quorum.
- B. For purposes of any meeting of the Executive Committee, a majority of the officially elected members shall constitute a quorum.
- C. If at any meeting of the membership, or Executive Committee, there be less than a quorum present for the transaction of business, a majority of those present may adjourn the meeting from time to time until a quorum is present for the transaction of business. At any such adjourned meeting, any business may be transacted which was scheduled for action at the original meeting.

Section 5 Voting: Each Certified Member shall be entitled to one vote cast by the designated representative or their proxy.

Designated representative shall be the individual officially appointed by the certified member's governing body.

Proxy shall be the individual that produces a duly executed letter signed by the designated representative.

Section 6 Bonds for Officials: It shall be the duty of the Executive Committee to acquire surety bonds in the amount equal to the asset value of the Association, for those officials of the Association who handle or control funds of the Association

ARTICLE XIV

Amerind Risk Management Corporation Board of Directors Representative

The procedure for electing the Amerind Risk Management Corporation Board of Directors Representative from this region shall be as stated in the Amerind Risk Management Corporation By-Laws.