



BYLAWS OF THE TOHONO O'ODHAM KI:KI ASSOCIATION

ARTICLE I—NAME

Section 1. Name. The name of this organization shall be the Tohono O'odham Ki:Ki Association, herein referred to as “the Ki:Ki Association”.

Section 2. Location of Offices. The Ki:Ki Association shall have and maintain an office within the Tohono O'odham Nation, State of Arizona; and may have and maintain more than one office within the Nation as the Board of Directors may from time to time determine.

Section 3. Gender. The use of the masculine gender herein shall apply equally to the feminine gender.

ARTICLE II—PURPOSE

The purposes of the Ki:Ki Association are to administer the HUD Indian Block Grant Program under NAHASDA as the Tribally Designated Housing Entity and to assume all of the Nation's Housing Programs. The Ki:Ki Association's mission is to provide safe and affordable housing for members of the Nation.

ARTICLE III—BOARD OF DIRECTORS

Section 1. General Powers. The Tohono O'odham Ki:Ki Association Board of Directors, herein referred to as “the Board of Directors” shall be responsible for the general oversight of the Ki:Ki Association and shall formulate policy. The primary role of the Board is to set policy and monitor implementation of such policy. The Board shall employ an Executive

Director who is specifically authorized and responsible for the daily administration and management of the Ki:Ki Association and implementation of Board policies.

The Board of Directors shall exercise its authority and powers through the Chairperson of the Board. Individual Board members shall have no authority to act on behalf of the Board of Directors or the Ki:Ki Association unless specifically authorized by the Chairperson of the Board.

In addition, the Board of Directors shall:

- a. Elect officers;
- b. Hold meeting at such times and places as it thinks proper;
- c. Amend, repeal, or adopt bylaws upon written notice given at least ten (10) days to the Directors prior to the date when the Directors shall meet and consider such action;
- d. Participate in and approve the planning and development of the Indian Housing Plan required under NAHASDA;
- e. Review and approve an annual budget and receive periodic financial reports of the Ki:Ki Association;
- f. Review and approve the annual performance report to HUD;
- g. Review and approve contracts exceeding \$20,000.00;
- h. Review and consider grievances and complaints.

Section 2. Number and Term of Office. The Board of Directors shall consist of at least five (5) members appointed by the Legislative Council of the Nation.

The members shall serve for a period of four (4) years, or until a successor is appointed. Appointments shall be staggered in such a way that the terms of office of no more than two (2) members shall end in a single year. No more than five (5) members shall be appointed to a single term of more or less than four (4) years for the purpose of implementing the staggered

term system. Thereafter, the terms of all members shall begin on March 1 and end on the last day of February.

Section 3. Vacancies. In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause except expiration of a Director's term, the Directors may select a successor to hold office for the unexpired term until the appointment of a successor by the Legislative Council.

Section 4. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of June to coincide with the presentation of the Annual Performance Report. The Board of Directors shall designate a place and time to transact the annual meeting.

Section 5. Regular Meetings. Regular meeting of the Board of Directors shall be held once a month at a time and place designated by the Board of Directors. Additionally, the Board of Directors shall meet quarterly at a time and place designated by the Board of Directors. The Board meetings will be public meetings, with the exception of those closed executive session proceedings and matters of a confidential nature. The Board meeting schedules will be prepared and submitted on a timely basis, except for emergency meetings, to the Districts for their information and notice of the agenda items, and to invite and encourage their active participation.

Section 6. Special Meetings. Special meetings of the Board of Directors may be call by or at the request of the Executive Director, at a time or place designated by the Board of Directors. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting, and may be held without notice.

Section 7. Emergency Meetings. The Chairperson of the Board may, when he deems it expedient, and shall, upon the written request of two (2) members of the Board, call an emergency meeting of the Board for the purpose of transacting any business designated in the call. Actual notice must be given to each member of the Board at least fourteen (14) hours prior to the time of such emergency meeting. At such emergency meeting, no business shall be

considered other than as designated in the call, and no action may be taken without the concurrence of three (3) Directors, but if all of the members of the Board are present at any emergency meeting any and all business may be transacted at such meeting.

Section 8. Notice. Business Related Meetings. From time to time, members of the Board of Directors may, in their capacity as members of the Board of Directors of Ki:Ki Association, participate in the meetings of other entities and groups on or off the Tohono O'odham Nation, including, but not limited to, community meetings, District meetings, and Council meetings. While Ki:Ki Association business is not transacted as such meetings, representation of the Ki:Ki Association at such meetings may be required for the Board of Directors to be informed concerning issues to be considered by the Ki:Ki Association, and may be in the best interest of the Ki:Ki Association.

Section 9. Notice. Notice of regular meetings should be given at least four (4) days prior thereto and notice of any special meetings shall be given at least two (2) days prior thereto by personal delivery, telephone or facsimile transmission. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at or the purpose of any regular or special meeting of the Board of Directors, need be specified in the Notice or Waiver of Notice of such meeting, unless the articles or bylaws are to be amended, modified, repealed, or added to.

Section 10. Conduct of Meetings. The Chairperson or in his absence, the Vice-Chairperson, shall preside at meetings of the Board of Directors. The Secretary of the Board or in his or her absence, any person appointed by the presiding officer, shall act as Secretary at meetings of the Board of Directors.

Robert's Rules of Orders shall serve as the procedural guide for all meetings of the Board, but shall not act to diminish or enlarge any rights or responsibilities of the Board or its members as such rights and responsibilities are described in these Bylaws or the ordinances, policies, resolutions or other regulations of the Ki:Ki Association. Special rules may be adopted by the Board as necessary to supplement or modify rules contained in Robert's Rules of Order.

Section 11. Quorum. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but a smaller number may adjourn from time to time until a quorum is obtained. The majority vote of a majority of the Board of Directors present at any meeting in favor of or against any proposition shall prevail, except with respect to emergency meetings as provided in Section 7.

Section 12. Manner of Voting. The voting on all questions coming before the Board shall be by roll call, and the yeas and nays shall be entered upon the minutes of such meeting, except in the case of elections when the vote may be by ballot.

Section 13. Voice Vote. The Chair may, when he or she deems it expedient, determine that the circumstances justify polling the Board on a single issue, which issue may be resolved and decided with the concurrence of a majority of the Board; and provided that written confirmation of the vote and the issue shall be provided to all Board members through the approval and acceptance of the Board Minutes of that meeting.

Section 14. Removal of Directors. Any Director may be removed with or without cause, at any time, by the Legislative Council for any reason including, but not limited to:

- a. Dereliction of duty;
- b. Negligence;
- c. Malfeasance in office;
- d. Violation of these Bylaws;
- e. Violation of policies and procedures of the Ki:Ki Association;

- f. Violation of Tribal laws and regulations;
- g. Recommendation by a majority of the Board of Directors may also constitute cause for removal by the Legislative Council;
- h. Any other good cause shown.

Section 15. Resignation. Any Director may resign his or her office at any time. The resignation is to be made in writing to the Chairperson and is to take effect on the date of receipt. Any member missing three (3) consecutive meetings or fails to attend six (6) meetings in any fiscal year without excuse by the Chairperson shall be considered to have resigned.

Section 16. Compensation for Board Meetings. The Board of Directors shall be paid \$350.00 per meeting for meetings of the Board of Directors, including the Annual Meeting, Regular Meetings, Special Meetings and Emergency Meetings, as reasonable compensation for their attendance and service at such meetings. Such amount is separate and apart from any reimbursable expenses which may be paid pursuant to any other applicable Ki:Ki Association policy, including but not limited to, a travel policy.

Section 17. Compensation for Business Related Meetings. The Board of Directors shall be paid \$150.00 per meeting for Business Related Meetings as reasonable compensation for their attendance and service at such meetings. Request for compensation for attendance at Business Related Meetings shall be accompanied by appropriate documentation of the purpose of the meeting, the meeting agenda, if any, the time, duration and location of the meeting, and the reason for attendance at the meeting. Compensation for such meetings is separate and apart from any reimbursable expenses which may be paid pursuant to any other applicable Ki:Ki Association policy, including but not limited to, a travel policy.

Section 18. Conduct, Conflicts and Ethics. Members of the Board of Directors shall conduct themselves in a professional and ethical manner in the discharge of their duties including the following:

- a. Act at all times in the best interest of the Ki:Ki Association;
- b. Avoid conflicts of interest in making decisions;
- c. Hold the confidentiality of privileged information;
- d. Demonstrate honesty, courtesy and respect at all times;
- e. Not use their Board membership for personal or partisan gain;
- f. Attend Board meetings and be informed concerning the issues to be considered at those meeting;
- g. Make policy decisions only after full discussion and render all decisions on the available facts;
- h. Make decisions in terms of the welfare of the Ki:Ki Association;
- i. Make decisions as a whole and members shall not make personal promises or take private action that may compromise the Board;
- j. Avoid representing a specific group but should seek what is in the best interest of the Ki:Ki Association;
- k. Delegate authority for administration and management to the Executive Director;
- l. The focus of Board action is policymaking, goal setting, planning and evaluation;
- m. Every member of the Board is responsible for making policy, following policy and reviewing policy;
- n. The major concern of the Board is the planning and monitoring of the Ki:Ki Association; the day-to-day administration and management activities and concerns are delegated to the Executive Director; and
- o. Board members should rely on the Chairperson for information regarding the administration and management of its policies and not investigate on their own.

Section 19. Disclosure. All Board members are required to disclose to the Ki:Ki

Association their acts or conduct and all acts or conduct of other Board members that are in

violation of law or any Ki:Ki Association policy. It shall be at the sole discretion of the discloser when disclosure shall be made to the Executive Director, the Board, a Board member, or Ki:Ki Association attorneys. There shall be no retaliation or other punitive action taken against a Board member who makes a disclosure under this provision which turns out to be true. Failing to report violations of law or policy shall be deemed a violation of these Bylaws and grounds for removal.

ARTICLE IV -OFFICERS AND DUTIES

Section 1. Number. The officers of the Ki:Ki Association shall be a Chairperson, a Vice-Chairperson and a secretary/treasurer.

Section 2. Election and Term of Office. The officers of the Ki:Ki Association shall be elected annually/bi-annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at the annual meeting of the Board of Directors, such election shall be held as soon thereafter as conveniently as is possible. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal of Officer. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interest of the Ki:Ki Association would be served.

Section 4. Vacancies. A vacancy in any office because of death resignation, removal, disqualification or otherwise, may be filled by the Chairperson for the unexpired portion of the term.

Section 5. Chairperson. The Chairperson shall preside at all meetings of the Ki:Ki Association, its Board of Directors or any executive committee. He shall perform all duties incident to his office and recommend such action as he believes will increase the effectiveness of the organization. He shall sign and execute all contracts and instruments of conveyance as

authorized by the Board of Directors or the executive committee. He shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chairperson. The Vice-Chairperson shall assume such responsibilities as may be assigned by the Chairperson. In the absence of the Chairperson, the Vice-Chairperson shall be designated by the Board or the executive committee to serve in his stead.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall keep the records of the Authority, shall act as secretary of the meetings of the Board of Directors and record all votes, and shall keep a record of the proceedings of the Board to be kept for such purpose, and shall perform all duties incident to this office. He shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Board. In the absence of both the Chairperson and Vice-Chairperson, the Secretary/Treasurer shall preside. In addition, perform all duties incident to the office as may be assigned by the Chairperson, the Board of Directors, or the executive committee.

Section 8. Executive Director. The Executive Director shall be selected and employed by the Board of Directors. Subject to the general oversight of the Board of Directors, the Executive Director shall have general and daily administrative supervision and management of the business and financial affairs of the Ki:Ki Association, its employees, programs and housing projects to include but not be limited to the planning, construction, development, operations, and economic self development projects along with the other requirements as set forth by these provisions and the Ki:Ki Association's organizational policies and procedures.

ARTICLE V—ORDER OF BUSINESS

The order of business shall be as follows at all meetings of the Board of Directors or executive committee:

- a. Establishing a quorum;
- b. Approval of Agenda items;
- c. Reading of the Minutes;
- d. Reports;
- e. Unfinished business;
- f. New business
- g. Announcements; and
- h. Adjournment.

Any question as to the priority of the business shall be decided by the Chairperson without debate. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

ARTICLE VI—CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. **Contracts.** The Board of Directors may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Ki:Ki Association.

Section 2. **Loans.** No loan shall be contracted on behalf of the Ki:Ki Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. **Checks.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Ki:Ki Association, shall be signed by the Executive Director and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. **Deposits.** All funds of the Ki:Ki Association not otherwise employed shall be deposited from time to time to the credit of the Ki:Ki Association in such banks, financial institutions or other depositories as the Executive Director may select upon approval of the Board of Directors.

ARTICLE VII—GIFTS AND DEVICES

The Board of Directors may accept on behalf of the Ki:Ki Association any contribution, gift, bequest, or devise for the general purposes of the Ki:Ki Association or for any specific purpose consistent with the purposes of the Ki:Ki Association or consistent with the housing needs of the Nation. Designated contributions by donors will be accepted and designations honored as to funds, purposes or uses. The Ki:Ki Association, at all times, reserves all rights over and interest in such contributions. Full discretion as to the ultimate distribution of the contribution or satisfaction of specified use, designation or purpose is further reserved to the Ki:Ki Association.

ARTICLE VIII—MISCELLANEOUS

Section 1. Indemnification. The Association shall indemnify every Director or officer and his or her heirs, executors and administrators to the maximum extent of, and in the manner as provided in, the Nation's law or other applicable law, relating to indemnification of Directors.

Section 2. Fiscal Date. The fiscal date of this Association shall be fixed by resolution of the Board of Directors and may, from time to time and at any time, be changed by resolution of the Board of Directors.

Section 3. Facsimile Signatures. The facsimile signature of any Director of the Association shall be deemed effective as an original signature. It shall be the duty of the Secretary of the Board to obtain such document containing the original signature of the Director or officer, and file said document with the records of the Association.

Section 4. Accounting Records. The Board shall cause a modern accounting system to be established in conformity with Generally Accepted Accounting Principles. Such accounting system shall ensure the availability of information necessary to comply with applicable regulatory requirements.

Section 5. Financial Statements. The Chair shall provide financial and operating statements to the Board and the Legislative Council not less than quarterly. The Chair also shall submit at the annual meeting of the Board, and annually to the Council, a full and correct written statement of the affairs of the Ki:Ki Association including a balance sheet and financial statement of the operations for the preceding fiscal year and a summary of the budget that the Board has approved for the upcoming fiscal year. Where such budget exceeds the reasonable estimated income from the Ki:Ki Association, it shall be pointed out specifically to the Legislative Council.

Section 6. Audit. At the close of each fiscal year, the Board shall cause to be conducted a certified audit showing the status of the Ki:Ki Association for the previous twelve (12) month period. The Chair shall present such audit to the Legislative Council as soon as possible after it is completed.

Section 7. Records, Inspections, and Audits. The books, records, and property of the Ki:Ki Association shall be available for inspection at all reasonable times by authorized representatives of the Board and the Nation.

Section 8. Reports. The Ki:Ki Association must file all financial status and other major reports with the Legislative Council.

Section 8. Liability Insurance. Insurance, including but not limited to public liability insurance sufficient to protect the interests of the Ki:Ki Association and the Tribe from all liability, shall be carried on all property and persons under the jurisdiction or management of the Ki:Ki Association.

Section 9. Board Members' Insurance. The Ki:Ki Association shall purchase and have in effect at all times a standard Board members' and officers' liability insurance policy covering the Board of Directors. The Ki:Ki Association's failure to have such policy in force

Section 10. No Waiver of Tribal Immunity. Nothing in these Bylaws, and no waiver of the Ki:Ki Association's sovereign immunity pursuant to these Bylaws shall be construed as a waiver of the sovereign immunity of the Tribe or any other instrumentality of the Tribe, and no such waiver by the Ki:Ki Association shall create any liability on the part of the Tribe or any other instrumentality of the Tribe for the debts and obligations of the Ki:Ki Association, or shall be construed as a consent to the encumbrance or attachment of any property of the Tribe or any other instrumentality of the Tribe based on any action, adjudication or other determination of liability of any nature incurred by the Ki:Ki Association.

ARTICLE IX—AMENDMENTS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a quorum of the Directors present at any meeting, provided that written notice of the attention to alter, amend, or repeal existing bylaws, and to adopt new bylaws shall have been given in accordance with the Notice requirements for regular and special meetings contained in these bylaws.

These bylaws are adopted by the Ki:Ki Association Interim Board of Directors this 15th day of June, 2007 by Resolution Number 06-ID-061.

These Amended Bylaws are adopted by the Ki:Ki Association Board of Directors this 6th day of November, 2009 by Resolution Number 11-04-09.

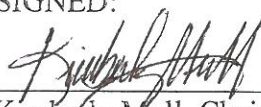
These Amended Bylaws are adopted by the Ki:Ki Association Board of Directors this 22nd day of July, 2013 by Resolution Number 07-03-13.

These Amended Bylaws are adopted by the Ki:Ki Association Board of Directors this 13th day of November, 2017 by Resolution Number 11-03-17.

C E R T I F I C A T I O N

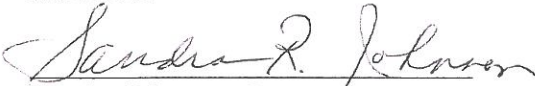
I, the undersigned, hereby certify that the Board of Directors of the Tohono O'odham Ki:Ki Association, at Sells, Arizona, composed of five (5) members and five (5) who were present at a meeting held on November 13, 2017 and that the foregoing resolution was duly adopted by the affirmative vote of five (5) members of the Board of Directors of the Tohono O'odham Ki:Ki Association, zero (0) oppose and zero (0) absent.

SIGNED:



Kimberly Mull, Chairwoman
Board of Directors of the
Tohono O'odham Ki:Ki Association

ATTEST:


Sandra Johnson, Secretary
Board of Directors of the
Tohono O'odham Ki:Ki Association