

# NATIVE AMERICAN FISH & WILDLIFE SOCIETY



## Constitution & By-laws

Revised and Approved by the Board of Directors: July 27, 2021; December 2, 2022

**NATIVE AMERICAN FISH & WILDLIFE SOCIETY**  
**CONSTITUTION AND BY-LAWS**

**ARTICLE I**  
**REGISTERED OFFICE & AGENT**

The name of the corporation shall be the Native American Fish & Wildlife Society (hereinafter, “the Society”). The registered office of the Society within the State of Colorado shall be located at 10465 Melody Dr., Ste. 307, Northglenn, CO. The Society may have such other offices, either within or outside the State of Colorado, as the Board of Directors may designate or as the business of the Society may from time to time require. The name of the registered agent of the Corporation is Dan Hester. The address of the registered agent of the Corporation is:

Dan Hester  
Hester & Zehren, LLC  
726 Front Street, Suite B  
Louisville, CO 80027

**ARTICLE II**  
**DEFINITIONS & GENDER**  
**USAGE**

**Section 1. Definitions.** As used in these by-laws, the following words or phrases shall have the following meaning:

- (a) “Good Standing” shall mean a member is current in his/her membership dues to the Society and has not been convicted of a felony.
- (b) “Tribe” shall mean a federally recognized American Indian Tribe, nation, band, pueblo, rancheria or community or Native Alaskan village or group of Eskimos or Aleuts which is recognized by the U.S. Department of Interior as an Indian Tribe.
- (c) “Governing body” shall mean the governing body of a tribe as recognized by the Secretary of the Interior and includes, but is not limited to the tribe’s Tribal Council, board of trustee business committee or board of directors.
- (d) “Region” shall mean one of seven (7) geographic areas which elect and are represented by director(s). The Regions of the Society and the geographic areas which they encompass are:
  - (1) Northeast Region: That area which encompasses the states of Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Delaware, Maryland, West Virginia, Virginia, and Kentucky. The Northeast Region shall be represented by two (2) Directors.

(2) Southeast Region: That area which encompasses the states of Tennessee, North Carolina, South Carolina, Georgia, Florida, Alabama, Mississippi, Louisiana, Texas, Arkansas, Oklahoma, Kansas, and that portion of Missouri south of the Missouri River. The Southeast Region shall be represented by two (2) Directors.

(3) Great Lakes Region: That area west and north of the Ohio River and generally east of the Missouri River which encompasses the states of Minnesota, Wisconsin, Michigan, Ohio, Indiana, Illinois, Iowa and that portion of Missouri north of the Missouri River. The Great Lakes Region shall be represented by two (2) Directors.

(4) Plains Region: That area which encompasses the states of South Dakota, North Dakota, Nebraska, Wyoming, and Montana east of the Continental Divide. The Plains Region shall be represented by two (2) Directors.

(5) Southwest Region: That area which encompasses the states of Colorado, New Mexico, Arizona, Utah, and the portion of California and Nevada south of Interstate 80 extending from San Francisco northeast to the border of Utah. The Southwest Region shall be represented by two (2) Directors.

(6) Pacific Region: That area which encompasses the states of Oregon, Idaho, Washington, Montana, west of the Continental Divide and the portion of California and Nevada north of Interstate 80 extending from San Francisco northeast to the border of Utah. The Pacific Region shall be represented by two (2) Directors.

(7) Alaska: That area which encompasses the state of Alaska. Alaska shall be represented by two (2) Directors.

**Section 2. Usage of Gender.** Masculine nouns and pronouns are used for the sake of clarity and uniformity and refer to both genders. The use of masculine nouns and pronouns is not indicative of any discrimination or discriminatory intent.

### **ARTICLE III MEMBERS**

**Section 1. General Classes of Membership.** There shall be three general classes of Membership of the Society. The “supporting member Tribe” members will be any federally recognized Tribe with a resolution of support for the Society. The Supporting Member Tribe membership is a non-voting class and ineligible for member benefits. The second class of membership is the “Member Tribe” which are any federally recognized Tribe with a resolution of support for the Society AND paid membership fees. This class is non-voting but eligible for member benefits. The third class of members is individual members and shall be voting members. Individual members are persons who are dedicated to the protection, preservation, enhancement and prudent use, management and development of tribal fish and wildlife resources. They are eligible for all member benefits.

**Section 2. Voting Members.** Voting members shall consist of persons who are dedicated to

the protection, preservation, enhancement and prudent use, management and development of tribal fish and wildlife resources.

Application Procedure. Persons which meet the eligibility criteria defined in Section 2 of this Article may apply for and be accepted into membership of the Society upon the completion of the following procedure:

- (a) Transmittal to the National Office of an executed application for membership on a form prescribed and approved by the Board of Directors; and
- (b) Payment of dues to the Society National Office.

**Section 3. Involuntary Withdrawal of Membership.** A member may, for good cause shown, be expelled from membership in the Society upon a vote of two-thirds of the total membership of the Board of Directors at a meeting called for such purpose.

**Section 4. Dues.** The Board of Directors may establish dues and special assessments. However, nothing herein shall be construed to prohibit the Board of Directors from establishing different dues and assessments for affiliated organizations, governments and government agencies, families and students.

**Section 5. Contracts with Members.** No contract or other transaction between the Society and one or more of its members or any other corporation, firm, association or entity in which one or more of its members are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such members are present at a meeting of the members of the Society or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose if: (i) the fact of such relationship or interest is disclosed or known to the members of the Society or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested members; or (ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable to the Society. Common or interested members may be counted in determining the presence of a quorum at a meeting of the members of the Society or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## **ARTICLE IV MEETINGS OF MEMBERS**

**Section 1. Annual Meetings of Members.** The annual meeting of the members of the Society for the transaction of such business as may properly come before such meeting. The annual meeting shall be held at some time during the months of April, May or June or as such time approved by the Board of Directors.

**Section 2. Special Meetings of Members.** Special meetings of the members of the Society may be called at any time by order of the Board of Directors or of the President of the Board

(who shall give written notice thereof to the Executive Director of the Society).

**Section 3. Regional Meetings of Members.** Regional meetings of the members of the Society may be called at anytime by the Regional Directors.

**Section 4. Place and Time of Meetings of Members.** Each meeting of the members of the Society, whether annual, special or regional, shall be held at the place and time specified in the notice thereof.

**Section 5. Notice of Meetings of Members.** Notice of each meeting of the members of the Society, whether annual, special or regional, shall be held at the place and is specified in the notice thereof.

**Section 6. Notice of Meetings of Members.** Notice of each meeting of the Members of the Society, whether regular, special, or regional shall be given at least ten (10) (working) days previous thereto by written notice delivered personally or mailed to each member at the address of such member as it appears on the records of the Society. Any member may waive notice of any meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of the special meeting or the business to be transacted must be specified in the notice or waiver of notice of such meeting.

**Section 7. Quorum.** A majority of the voting members of the Society present at the meeting shall constitute a quorum for the transaction of business at any meeting of the members of the Society.

**Section 8. Manner of Acting.** At each meeting of the members of the Society, the President of the Board or, in the case of his absence, the Vice-President shall act as President thereof. In the absence of the President and Vice-President, the Secretary-Treasurer shall act as President thereof. The Secretary-Treasurer, or in the case of his absence, the person whom the President of the meeting shall appoint as Secretary of the meeting, shall act as such.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1. General Powers.** The Board of Directors shall establish the Society's policies and programs and approve the Society's annual budget. The Board of Directors shall oversee the management of the business and affairs of the Society but shall not be responsible for the day to day operations of the Society, which responsibility has been delegated to its Executive Director. Directors need not be residents of the State of Colorado.

**Section 2. Number and Qualifications.** There shall be no more than fourteen (14) members of the Board of Directors of the Society. All members of the Society who are current in their membership dues to the Society and who have not been convicted of a felony who are at least twenty-one (21) years old are eligible to stand for election to the Board of

Directors of the Society except that a person who has been removed or resigned from the Society Board of Directors for cause shall not be qualified to serve or be elected as a Director.

**Section 3. Tenure and Election.** Each Director shall serve a term of two (2) years or until he shall resign or be removed and until a successor shall be elected and qualified. Elections shall be conducted in person according to the following procedures:

(a) The initial Board of Directors of the Society shall be composed of two (2) Directors elected from each Region. The Director receiving the most votes in the election shall serve a term of two (2) years. The other Director elected shall serve a term of one (1) year.

(b) Election of Directors will be conducted annually at the regional meetings of the Society.

(c) Installation of newly elected Directors shall be conducted at the annual or December Board meeting, whichever is first after the regional election. There shall be a meeting of the Board of Directors. At the Board of Directors meeting, the existing Directors shall fulfill their term and finalize all old business. Installation of new Directors shall occur at the beginning of new business at the Board of Directors meeting. The new Directors shall assume their official duties at the Board of Directors meeting. Election of new officers shall take place at that time, thereby, allowing new Directors an opportunity to run for office, nominate, and vote for officers of their choice.

(d) No more than two (2) Directors (does not include (2) Regional alternate Directors) may be elected from each Region. Any Director who moves from the Region from which he was elected shall resign immediately.

(e) Special elections may be called by the President of the Board to fill vacancies caused by the resignation, death or removal of a Director of the Society in the event that no alternate has been elected pursuant to Section 4 of this Article to fill the vacancy. The special election shall be conducted within sixty (60) days of such vacancy. The newly elected Director shall immediately assume the vacated position.

**Section 4. Alternates.** A member who meets the qualifications for a Director set forth in Article V, Section 2 can be elected to serve as an alternate for a Regional Director. Elected alternate shall serve for a period of two years. An alternate shall immediately assume a vacant Director position caused by resignation, death, or removal. Nothing shall prevent the alternate from seeking a Director position at a regularly scheduled election. Directors may appoint alternates to act in their capacity at any meeting until that particular meeting is adjourned. Written notice of such action shall be given to the President of the Board at the earliest possible date. The alternate shall have the full authority of a Director.

**Section 5. Removal.** A Director of the Society may be removed for good cause by a majority vote of the Board of Directors. The grounds to remove a Director for cause shall include, but not be limited to, any of the following grounds: (a) failure to perform the duties of the Director's position in a satisfactory manner; (b) fraud, misappropriation,

embezzlement or acts of similar dishonesty; (c) conviction of a felony involving moral turpitude; (d) illegal use of drugs or excessive use of alcohol that directly affects the performance of the Director's duties ; (e) intentional and willful misconduct that may subject the NAFWS to criminal or civil liability; (f) breach of the Director's duty of loyalty to the NAFWS; (g) a material violation of NAFWS Charter, Constitution and Bylaws or policies and procedures applicable to a Director; and (h) insubordination or deliberate refusal to follow the direction of the Board.

**Section 6. Vacancies.** Any Director may resign at any time by giving written notice to the President of the Board of Directors. Such resignation shall be effective on the date that notice is received by the President of the Board.

**Section 7. Contracts with Directors.** No contract or other transaction between the Society and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if: (i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested Directors; or (ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable to the Society. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## **ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors of the Society shall be held quarterly. The regular meetings shall occur as follows:

(a) Meetings shall occur in the winter and spring where Directors may only participate in and vote at such regular meeting of the Board of Directors by attending the meeting in person ; and

(b) Meetings shall occur in the summer and fall, which meetings shall be conducted virtually. Directors may participate and vote at such regular meetings if the Director is recognized as present in the roll call of Directors.

**Section 2. Special Meetings.** Special meetings of the Board of Directors may be called for an urgent or emergency purpose and at any time by the President of the Board, or by the President of the Board at the written request of the Executive Director of the Society, or by the President of the Board upon receipt of a written request signed by one-third

of the Directors. Requests for such special meetings shall state the purpose thereof. Special meetings may occur by conference call as permitted by the President of the Board. A Director is considered to be present at, may participate in and vote at a special meeting if that member is recognized as present in the roll call of Directors.

**Section 3. Notice of Meetings.** Notice of each meeting of the Board of Directors, whether regular or special, shall be given at least ten (10) working days previous thereto by written notice delivered to each Director at the email address of such Director as it appears on the records of the Society. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of the notice requirement for 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. The purpose of the special meeting or the business to be transacted must be specified in the notice or waiver of notice of such meeting.

**Section 4. Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum shall be present. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

**Section 5. Manner of Acting.** The act of the majority of the Directors at a duly organized meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**Section 6. Presumption of Assent.** A Director of the Society who was present, or whose presence was included in the determination of a quorum, at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Society immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 7. Attendance.** A Director shall not miss two (2) consecutive Board of Directors quarterly meetings without good cause. A Director who is unable to attend a Board of Director meeting and sends an alternate in his or her place shall not be considered to have missed the meeting. A Director that fails to meet attendance requirements shall be removed from the Board of Directors. The vacant Director position shall be filled according to Article V., Section 3 or 4 of these By-Laws.

**Section 8. Policy and Procedures.** Directors are empowered to create policy and procedures necessary for carrying out their duties and to allow the Society to better fulfill its purpose. Enactment of policy requires an affirmative majority vote of a quorum present at a Board of Directors meeting.



**Section 9. Actions Without Meetings.** Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the actions taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors and may be stated as such in any articles or documents filed with the Secretary of State of Colorado under the State of Colorado Nonprofit Corporation Act.

## **ARTICLE VII OFFICERS OF THE SOCIETY**

**Section 1. President.** The Board of Directors of the Society shall annually elect from among its members, a President of the Board, who shall preside at all the meetings of the Board of Directors of the Society. The President of the Board of Directors shall also serve as the President of the Society. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform all duties as may be assigned to him by the Board of Directors. Except as limited by the Nonprofit Corporation Act of the State of Colorado and these by-laws, the President is authorized to delegate any of his powers and responsibilities relating to the conduct of day-to-day business of the Society to the Executive Director of the Society. The President shall only vote on matters before the Board of Directors in the case of a tie. The President of the Board of Directors shall serve a term of one (1) year or until the expiration of his term as Director.

**Section 2. Vice-President.** The Board of Directors shall elect from among its members, a Vice-President of the Board who, in the absence of the President, shall perform all the duties of the President of the Board and, when so acting shall have all the powers of and be subject to all restrictions upon the President of the Board. The Vice-President of the Board shall be the Vice-President of the Society. The Vice-President of the Board of Directors shall serve a term of one (1) year or until the expiration of his term as Director.

**Section 3. Secretary-Treasurer.** The Board of Directors shall elect from among its members, a Secretary-Treasurer of the Board who shall also serve as the Secretary-Treasurer of the Society. The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the Board of Directors and other committees of Directors and shall attend all such meetings and keep a record of their proceedings. The Secretary-Treasurer shall be the custodian of the seal of the Society and shall have the power to affix the same to all documents, the executive of which on behalf of the Society is authorized by these by-laws or by the action of the Board of Directors. In the absence of the President and Vice-President, the Secretary-Treasurer shall act as President of the Board of Directors. The Secretary-Treasurer shall work in cooperation with the Society financial management staff to perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to the Secretary-Treasurer by the Board of Directors or by the President of the Board, including, but not limited to the following:

- (a) Have the care of, receive and give receipt for monies due and payable to the Society;

(b) Deposit all monies received in the name of the Society in such banks, trust companies, or other depositories as from time to time may be designated by the Board of Directors;

(c) Maintain record of the disbursement of the monies of the Society in accordance with the directions of the Board of Directors;

(d) Review Society financial books and records to insure a complete and correct account of all monies received and disbursed for the account of the Society. All financial records shall be kept at the National office of the Society and shall be available for inspection at reasonable times to all authorized representatives of the members of the Society upon reasonable request;

(e) Review a statement of account to the Board of Directors at such times as may be requested;

(f) Submit a full financial report to the Board of Directors of the Society at the annual meetings;

(g) Exhibit the books of account of the Society and all securities, vouchers, papers and documents of the Society in custody to any authorized member of the Society or designee of the Board of Directors upon reasonable request;

(h) Chair the Finance and Audit Committees to arrange for an annual audit of the Society's financial accounts; and

(i) In general, have such other powers and perform such other duties, not inconsistent with these by-laws, as are incidental to the office of Treasurer and to give a bond for the faithful discharge of duties in such sum and form and with such surety as the Board of Directors may determine. The cost of such bonds shall be borne by the Society. Except as limited by the Nonprofit Corporation Act of the State of Colorado and these by-laws, the Secretary-Treasurer is authorized to delegate any of his powers and responsibilities relating to the conduct of day-to-day business of the Society to the Executive Director. The Secretary-Treasurer shall serve a term of one year.

**Section 4. Compensation.** Elected officers of the Society shall not be paid a salary by the Society; provided, however, that such officers may be reimbursed for the reasonable expenses incurred by them on behalf of the Society as may from time to time be allowed by the Board of Directors. Appointed officers of the Society shall not be paid a salary in addition to that already received by them by virtue of their employment with the Society.

## **ARTICLE VIII COMMITTEES**

Committees not having and exercising the authority of the Board of Directors in the management of the Society may be designated and established by the Board of Directors. Members of each such committee shall be members of the Society, and the President of the

Board of Directors shall appoint the members thereof. Any members thereof may be removed by the President of the Board of Directors whenever, in the President's judgment, the best interests of the Society shall be served by such removal. Each such committee shall submit a written report of its activities at each meeting of the Board of Directors. Each member of a committee shall continue as such until he shall resign or be removed unless the committee shall be sooner terminated. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of all the members present at meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors. Each committee of Directors shall submit a written report of its activities at each meeting of the Board of Directors.

## **ARTICLE IX CONTRACTS, CHECKS, SECURITIES DEPOSITS AND FUNDS**

**Section 1. Contracts.** The President, Vice-President, or any other officer specifically authorized by the Board of Directors, may, in the name of and on behalf of the Society, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Society, and such authority may be general or confined to specific instances, provided that such authorization is in accordance with the approved Society Financial Management Policy and Procedures.

**Section 2. Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Fiscal Officer and countersigned by the Executive Director of the Society.

**Section 3. Securities.** All stocks and other securities held in the name of the Society shall be voted pursuant to decisions made by the Board of Directors of the Society.

**Section 4. Deposits.** All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 5. Gifts.** The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Society. Directors may also accept gifts or honoraria for their preparation for or presentation

at a meeting or conference in connection with their NAWFS duties. Directors shall file written reports on or before December 31 of each year disclosing the source, the gift(s) or honoraria that the Director received in that year either on behalf of the NAFWS or personally in connection with the Director's NAFWS duties. These reports shall be submitted to the Executive director who shall make them available to all Directors.

## **ARTICLE X BOOKS AND RECORDS**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the members whose representatives are entitled to vote.

All books and records of the Society may be inspected by an authorized representative, agent or attorney of any member of the Society for any proper purpose at any reasonable time and with reasonable notice.

## **ARTICLE XI FISCAL YEAR**

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year. The Board of Directors, as the business of the Society may dictate, may change the fiscal year of the Society.

## **ARTICLE XII SEAL**

The corporate seal of the Society shall be circular in form and shall contain the name of the Society and the words "Seal, State of Colorado."

## **ARTICLE XIII USE OF FUNDS**

No part of the net earnings of the Society shall inure to the benefit of or be distributable to its trustees, officers, or private persons except that the Society shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. However, nothing herein shall be construed to restrict the Society from analyzing policies and regulations on all aspects of fish and wildlife management on Indian lands, on tribal jurisdiction, on the environment of Indian reservations or on Indian economic development when such analysis is required by the provisions of contracts and grants negotiated by the Society with agencies of the federal

government.

## **ARTICLE XIV AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of a majority of the members of the Board of Directors present at any regular meeting or at any special meeting, if written notice of intention to alter, amend or repeal or to adopt new by-laws at such meeting is given to the Directors at least fifteen (15) working days prior to the meeting.

## **ARTICLE XV DISSOLUTION**

The Society may be dissolved upon a vote of three-fourths (3/4) of the voting members of the Society present at a meeting called for such purpose. Upon the dissolution of the Society, the Board of Directors, after paying or making provisions for the payment of all the liabilities of the Society, shall dispose of all of the assets of the Society exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to further the purposes of the Society, American Indian Tribes, or such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes in such manner as the Board of Directors shall determine.

## **ARTICLE XVI INDEMNIFICATION**

The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that such a person is or was a Director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another Society, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by such person to the full extent permitted by the laws of the State of Colorado. Expenses incurred by an officer or Director in defending a civil or criminal action, suit or proceeding upon receipt of an undertaking by or on behalf of such director that he is not entitled to be indemnified by the Society. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

## **ARTICLE XVII MEMBERSHIP DUES**

**Section 3. Dues.** The Board of Directors shall have the power to fix, assess and collect dues for membership in the Society.