

**BYLAWS OF
OKLAHOMA NATIVE AMERICAN HUMAN RESOURCES
ASSOCIATION (OKNAHRA)
An Oklahoma Nonprofit Corporation**

ARTICLE I.

Name

Section 1. Name. The name of the Nonprofit Corporation (hereinafter the “Corporation”) shall be the Oklahoma Native American Human Resources Association (“OKNAHRA”).

ARTICLE II.

General Provisions

Section 1. References. References in these Bylaws to the Articles of Incorporation shall mean this Corporation’s Articles of Incorporation as amended from time to time as on file with the Secretary of State of Oklahoma. References to the Oklahoma General Corporation Act (the “Act”) and to particular sections of said Act are too said Act and said sections as amended from time to time. The headings of Articles and Sections in these Bylaws are for convenience only and shall not be taken into account in construing these Bylaws.

Section 2. Office and Location. The registered office of this Corporation in Oklahoma shall be the office of the Registered Agent, which is set forth in the Articles of Incorporation. The Corporation may have such other offices and places of business both within and without the State of Oklahoma as the Board of Directors may from time to time establish, or as the business of the Corporation may from time to time require.

Section 3. Registered Agent. The Corporation shall have a Registered Agent who shall be appointed by the Board of Directors. The Registered Agent of the Corporation shall be a resident of the State of Oklahoma. The initial Registered Agent shall be named in the Articles of Incorporation and shall serve until their death or resignation from office, or until a successor is appointed by the Board of Directors. The Registered Agent may certify votes and actions of the Board of Directors and its committees and shall perform such other duties and have such powers as are prescribed by the Act.

Section 4. Purposes. The purposes of the Corporation include engaging in any lawful act or activity. This Corporation shall be self-governing, self-supporting, non-commercial, non-sectarian, nonprofit, and nonpartisan. The Corporation is organized pursuant to the Oklahoma General Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

Section 5. Tax Exempt Purpose. It is intended that the Corporation shall have the status of a Corporation which is exempt from Federal Income taxation under § 501(c)(6) of the Code. The

Articles of Incorporation and these Bylaws shall be construed accordingly and all powers and activities of the Corporation shall be limited accordingly. In this regard, the Corporation shall not engage in any transaction or do or permit any act or omission, which shall operate to deprive it of its tax-exempt status.

ARTICLE III.

Membership

Section 1. **Members and Qualifications.** There shall be four classes of members as follows:’

- a) **Associate Membership.** Individuals actively employed in HR or other employment with a Native American tribe or tribal enterprise. Full voting rights and eligibility to hold office.
- b) **Native Non-Profit Associate Membership.** Employed or elected officials of Native non-profits. May not vote or hold office.
- c) **Corporate Members.** Vendors, consultants, or suppliers not employed by tribal enterprises. Non-voting.
- d) **Student Members.** Enrolled in post-secondary education in HR or related fields. Non-voting.

Section 2. **Membership Duties.** Members shall elect the Board of Directors annually during the OKNAHRA bi-annual summit or via electronic poll.

Section 3. **Voting Rights.** Only Associate Members may vote. All other membership classes are non-voting.

Section 4. **Application for Membership and Fees.** Membership is valid for one year from enrollment. Yearly fees are established by the Board and become effective on enrollment.

Section 5. **Disciplinary Actions.** Members may be expelled, suspended, or disciplined by the Board for unprofessional conduct or abuse of membership.

ARTICLE IV.

Membership Meetings

Section 1. **Membership Meeting.** Held annually at the OKNAHRA summit. Directors are elected, and nominations are accepted from the Board and the floor.

Section 2. **Notice of Membership Meeting.** Notice of the Membership Meeting shall be sent to all members by U.S. Mail, Fax or email no less than ten (10) nor more than fifty (50) days before the date of the meeting, together with nominations for Board members authorized by the Board or by a nominating committee.

Section 3. Quorum of Members. Members holding fifteen (15) percent of the votes entitled to be cast shall constitute a quorum.

Section 4. Parliamentary Procedure. At all meetings of the Members, Robert's Rules of Order, as then amended, shall be followed, except in the event of a conflict, these Bylaws or the Articles of Incorporation shall prevail.

ARTICLE V.

Board of Directors

Section 1. Board of Directors of the Corporation. There shall be no fewer than seven (7) nor more than fifteen (15) Directors of the Corporation. The initial Directors following the filing of the Articles of Incorporation of the Corporation shall serve until they are up for re- election as provided in Section 2 below. Thereafter, the Directors shall be elected by the Membership annually as provided in Section 2 below. All Board members must maintain membership in OKNAHRA during their tenure as Board members, including payment of membership fees.

Section 2. Term of Office and Qualifications. All candidates for the Board of Directors must be current associate members of OKNAHRA at the time of nomination and election. To promote the continuity of corporate business, board elections shall be staggered. Each elected Board member shall assume office within thirty (30) days following the election and shall hold office for four (4) years or until their successor is elected and takes office.

Section 3. Duties of Directors. The Directors of the Corporation shall be the governing and policy-making body of the Corporation and shall have responsibility for supervising the activities of the Corporation. The Board may delegate certain of its duties and functions, but such delegation shall not abrogate or vitiate its powers and responsibilities. The Board shall submit to the membership any matters, which, in the judgment of the Board, require approval of such membership.

Section 4. Vacancies of Directors. Should any of the Directors resign or be removed during their term, the remaining Directors shall elect a successor, by majority vote at any board meeting where a quorum is present, to serve out the remaining term until a successor Director is elected. Directors may be removed by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE VI.

Board Meetings

Section 1. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held as follows:

(a) Frequency. The Board shall meet as often as necessary, but not less than once quarterly. Meetings of the Board shall be called by the Secretary of the Corporation at the request of the President or any other Officer acting temporarily in their place.

(b) Notice. Notice of a meeting may be provided in writing, by email, telephone

or facsimile, at least two (2) weeks prior to the scheduled meeting.

(c) Location. Meetings of the Board may be held on-site dependent on meeting location and travel costs or by conference call, provided that in the case of any vote taken by telephone, the Secretary shall request and confirm from each voting Member, written confirmation within thirty (30) days. The Secretary shall ensure compliance with such voting and that once confirmed, shall become official Board action.

(d) Committees. Committees shall be formed and disbanded by the Board of Directors based upon the needs of the Corporation. A committee shall select its own chairperson. Committee actions must be presented to and sanctioned by the Board of Directors.

Section 2. Special Meetings of the Board of Directors. Called by the President or Secretary, or by majority request of the Directors, with at least three days' notice.

Section 3. Quorum of Directors. A majority of the Board of Directors shall constitute a quorum sufficient to transact any business coming before the Board. For matters involving financial obligations by the Corporation, the quorum must include at least two (2) officers of the board.

Section 4. Reimbursement. The members of the Board of Directors shall not be reimbursed for expenses in connection with activities of the Board unless such payments are pre-authorized and sanctioned by the Board. All reimbursements shall comply with the fiscal policies as established by the Board.

Section 5. Action by Unanimous Written Consent. Board actions may be taken electronically by unanimous written or emailed consent.

Section 6. Parliamentary Procedure. Robert's Rules of Order shall apply.

ARTICLE VII.

Officers

Section 1. Officers and Term. The principal officers of the Corporation shall consist of:

- President
- President –Elect
- Past President
- Vice President, Leadership Development
- Vice President, Membership
- Vice President, Legislative Affairs
- Treasurer
- Secretary
- Board Member at Large – Sponsorships
- Board Member at Large – NNAHAR Liaison

All officers must be current Associate Members of OKNAHRA and in good standing. Officers

shall serve a term of four (4) years, unless otherwise stated, and may be re-elected without term limits. Officers assume office within thirty (30) days following election.

Section 2. Officer Duties

President

The President shall:

- Preside at all meetings of the Board and Membership.
- Provide general oversight of Association activities and initiatives.
- Serve as the primary spokesperson and representative of OKNAHRA.
- Coordinate strategic planning efforts and Board agenda setting.
- Maintain compliance with bylaws and promote the Association's mission.
- Serve as a liaison to external partners and tribal leadership when needed.

President-Elect

The President-Elect shall:

- Fulfill the duties of the President in their absence.
- Manage special projects or initiatives as assigned by the Board.
- Participate in leadership development activities and succession planning.
- Automatically assume the office of President upon the completion of the current President's term or in the event of resignation or incapacity.

Past President

The Past President shall:

- Serve in an advisory capacity to ensure continuity and mentorship.
- Chair the Nominating Committee and support Board transition.
- Provide historical context and assist in strategic guidance.
- May serve on ad hoc committees as appointed by the Board.

Vice President, Leadership Development

The VP of Leadership Development shall:

- Design and implement programs that promote leadership growth among HR professionals.
- Coordinate with tribal communities and higher education institutions to encourage indigenous-centered leadership pipelines.
- Oversee awards, scholarships, and mentoring programs.
- Serve on the Nominating Committee to identify future leaders.

Vice President, Membership

The VP of Membership shall:

- Lead recruitment, retention, and engagement of OKNAHRA members.
- Maintain an accurate, up-to-date membership roster.
- Review and approve new member applications.
- Conduct orientation and onboarding for new members.
- Promote membership benefits and build networking opportunities.

Vice President, Legislative Affairs

The VP of Legislative Affairs shall:

- Monitor and report on state and federal legislation impacting HR and tribal employment.
- Coordinate advocacy and education efforts for members on regulatory issues.
- Liaise with tribal governments and legal advisors on relevant policy developments.
- Organize legal or compliance-related training and events.

Treasurer

- The Treasurer shall:
- Manage all financial activities of the Association.
- Prepare annual budgets and quarterly financial reports.
- Oversee membership billing and track dues collection.
- Coordinate audits and ensure financial compliance with IRS §501(c)(6).
- Approve authorized disbursements and maintain transparent records.

Secretary

The Secretary shall:

- Record, summarize, and distribute the minutes of all Board and Membership meetings.
- Ensure timely distribution of meeting notices and official correspondence.
- Maintain records of bylaws, policies, and other governance documents.
- Coordinate publications such as newsletters or informational bulletins.

Board Member at Large – Sponsorships

This Member at Large shall:

- Lead outreach to potential sponsors, vendors, and business partners.
- Develop sponsorship packages and ensure fulfillment of sponsor benefits.
- Coordinate sponsor involvement at events, summits, and programs.
- Track and report sponsorship metrics and financial contributions.

Board Member at Large – NNAHRA Liaison

This Member at Large shall:

- Serve as the official OKNAHRA liaison to the National Native American Human Resources Association (NNAHRA).
- Represent OKNAHRA interests at NNAHRA conferences or meetings.
- Share relevant NNAHRA updates, resources, and initiatives with the Board and membership.
- Coordinate collaboration or joint projects with NNAHRA as approved.

ARTICLE VIII

Standing Committees

Section 1. Establishment and Authority: Standing Committees shall be established to support the mission, goals, and operational effectiveness of OKNAHRA. These committees operate under the guidance of the Board of Directors and shall make recommendations to the Board for appropriate action.

The President, with approval of the Board of Directors, shall appoint all committee chairs. Chairs

may appoint additional committee members with the Board's awareness. Each committee shall report regularly to the Board and provide updates on activities and outcomes. The Board may also establish ad hoc committees for time-limited projects or strategic initiatives.

Section 2. Membership Committee: Chaired by Vice President of Membership. Purpose is to recruit, engage, and retain members, and ensure a welcoming and enriching membership experience.

Duties:

- Review and process new membership applications.
- Coordinate new member onboarding and orientation.
- Maintain and update the membership database.
- Promote the value of membership and foster inclusivity.
- Conduct periodic membership satisfaction assessments.

Section 3. Leadership Development Committee. Chaired by Vice President of Leadership Development. Purpose is to develop emerging HR leaders within tribal communities and prepare future OKNAHRA Board members.

Duties:

- Identify and mentor prospective Board and committee leaders.
- Coordinate leadership training and recognition programs.
- Partner with academic and tribal education institutions.
- Collaborate with the Nominating Committee to strengthen succession planning.

Section 4. Sponsorship & Vendor Relations Committee: Chaired by Board Member at Large – Sponsorships. Purpose is to generate financial and in-kind support for OKNAHRA programs, events, and initiatives.

Duties:

- Design and promote sponsorship packages.
- Cultivate relationships with sponsors and partners.
- Ensure delivery of sponsor benefits at events.
- Track sponsorship performance and support fundraising efforts.

Section 5. Events & Programs Committee: Chaired by Appointee of the President (or rotating officer). Purpose is to organize impactful educational and networking events aligned with the Association's mission.

Duties:

- Plan and execute the bi-annual OKNAHRA Summit and other gatherings.
- Coordinate event logistics, speakers, and materials.
- Align programs with tribal workforce needs and HR trends.
- Collect event feedback and recommend improvements.

Section 6. Newsletter & Communications Committee: Chaired by Secretary or appointed

designee.

Purpose is to ensure consistent and transparent communication between the Board, members, and community partners.

Duties:

- Publish and distribute the OKNAHRA newsletter.
- Manage official announcements and email communications.
- Support promotion of events, news, and initiatives.

Section 7. Governance Committee: Chaired by Appointed by the President, preferably a Past President or senior Board member. Purpose is to ensure the integrity and continuity of OKNAHRA's governance practices, bylaws, and board development.

Duties:

- Review and recommend updates to the bylaws and governance policies.
- Monitor Board performance and accountability standards.
- Develop board orientation and succession planning tools.
- Support annual self-assessments of the Board and committees.
- Collaborate with the Nominating Committee on Board structure and development.

Section 8. Nominating Committee: Chaired by Past President. Purpose is to oversee the nomination and election process for Officers and Board members.

Duties:

- Solicit and review nominations from the membership.
- Present a qualified slate of candidates for Board approval.
- Manage transparent, timely, and fair elections.
- Support orientation of new Officers and Directors.

ARTICLE IX.

ELECTRONIC VOTING AND COMMUNICATION

Section 1. Use of Electronic Communication: All official communication may be distributed via electronic means. Members are responsible for maintaining current contact details.

Section 2. Membership Voting: Electronic ballots may be used for elections, bylaw amendments, and other membership-wide decisions. Secure, transparent voting procedures must be followed.

Section 3. Board Voting: Board votes may occur electronically if a quorum responds and the vote is documented. Unanimous written consent via email is also permitted.

Section 4. Virtual Meetings: Meetings may be held via video or phone conference. Participation by electronic means counts toward quorum.

ARTICLE X.

Amendments

These Bylaws may be amended at any regular, special, or annual meeting where a quorum is present.

ARTICLE XI.

Liability, Indemnification, and Remuneration

Section 1. **Liability and Indemnification.** In the absence of fraud or willful misconduct, the Officers and Directors shall not be personally liable for its debts, obligations, or liabilities; and the Corporation shall indemnify any employee, officer, and director or any person who may have served at its request as an Officer, and Director, whether for profit or not for profit, against claims or expenses actually and necessarily incurred in connection with the defense of, or any liability arising from any action, suit, or proceeding of any nature arising out of our connection with association activities provided that no indemnification shall be provided for any person with respect to any matter as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Any such indemnification shall not be deemed exclusive of any other rights to which such officer/director be entitled under any Bylaws, agreement, a vote of the Directors or Members, or otherwise.

The Corporation may purchase and maintain insurance on behalf of any person who is an Officer, or Director, against any liability asserted against them in any such capacity as stated in the immediately preceding paragraph. Indemnification by the Corporation will cover all amounts above and beyond policy coverage or items not included in coverage except fraud or willful misconduct.

Section 2. **Remuneration.** With the exception of services provided under certain contractual agreements, all members of the Board, and all other Members serving as unpaid volunteers, may be reimbursed only for actual out-of-pocket expenses incurred when performing authorized corporate duties. Payments for contractually purchased services shall be determined by the specific contract, the awarding of which shall be governed by sound fiscal management policies.

ARTICLE XII

General Provisions

Section 1. **Restrictions.** No part of the net earnings of the Corporation may provide pecuniary gain, incidentally or otherwise, to its members as such nor inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding

section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one (1) or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 3. Conflict-of-Interest Transactions.

(a) This section sets forth the Corporation's policies on conflict of interest transactions. This section is intended to ensure that the Corporation is in compliance with the provisions of § 718 of the Act, as it may be amended from time to time. A conflict-of-interest transaction is a transaction in which a Director or officer of the Corporation has a direct or indirect financial interest. For the purposes of this section, a Director or officer has an indirect interest in a transaction if:

(i) Another entity in which the Director or officer has a material interest or in which the director or officer is a general partner is a party to the transaction; or

(ii) Another entity of which the Director or officer is a director, officer, or trustee is a party to the transaction.

(b) A conflict-of-interest transaction is not voidable or grounds for imposing liability on a Director or officer of the Corporation if the transaction was fair at the time it was entered into or is approved as provided in subsection (c) below.

(c) A transaction in which a Director or officer of the Corporation has a conflict of interest may be approved before or after the consummation of the transaction as follows:

(i) The Board of Directors or a committee of the Board of Directors may authorize, approve, or ratify a transaction under this section if the material facts of the transaction and the Director or officer's interest are disclosed or known to the Board of Directors or committee of the Board of Directors. The transaction may be approved only if it is fair and equitable to the Corporation as of the date the transaction is authorized, approved, or ratified. The party asserting fairness of any such transaction has the burden of establishing fairness.

(ii) If the Board of Directors so requests, a transaction under this section may be approved by the Oklahoma Attorney General or by the Superior Court in an action in which the Attorney General is joined as a party. If the Board of Directors is unable to make a decision regarding a transaction, one (1) or more Directors or officers may request approval of the Attorney General or the court in accordance with this subsection. The transaction may be approved only if it is fair and equitable

to the Corporation as of the date the transaction is authorized, approved, or ratified. The party asserting fairness of any such transaction has the burden of establishing fairness.

(d) For purposes of subsection (c), a conflict-of-interest transaction is approved if it receives the affirmative vote of a majority of the Directors on the Board of Directors or on a committee of the Board of Directors who have no direct or indirect interest in the transaction, but a transaction may not be approved under this subsection by a single Director. If a majority of the Directors on the Board of Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section, notwithstanding any other provision of these Bylaws.

(e) Notwithstanding the foregoing, the Board of Directors or the executive committee of the Board of Directors has the authority to fix the compensation of Directors for their services as Directors or officers or in any other capacity.

ARTICLE XIII

Statement of Ethics

OKNAHRA adopts a Code of Ethics for Members of OKNAHRA in order to promote and maintain the highest standards among its members. Each Member shall honor, respect, and support these ethics.

OKNAHRA shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

No Member shall actively solicit business from any other Member at OKNAHRA meetings or through the use of information provided to them as a Member of OKNAHRA without the approval of the Board of Directors.

As a Member of the Oklahoma Native American Human Resources Association, the Member is pledged to:

- Exemplify positive professional and personal conduct.
- Strive for personal growth in the field of Human Resources management.
- Support OKNAHRA's goals and objectives for developing the Human Resources management profession and encourage Human Resources development as a career.
- Support OKNAHRA's goals and objectives for improving the unique needs of Native American communities.
- Encourage employers to make the fair and equitable treatment of all employees a primary concern.
- Strive to make their employer educated, knowledgeable, and updated in current Human Resources development and related issues.
- Refrain from using their official position, either regular or voluntary, to secure a special privilege, gain or benefit for themselves.
- Maintain the confidentiality of privileged information.
- Improve public understanding of the role of Human Resource management.

This Code of Ethics for Members of the Oklahoma Native American Human Resource Association has been adopted to promote and maintain positive personal and professional conduct among its membership. By joining OKNAHRA, a member espouses this Code, thereby assuring public confidence in the integrity and service of Human Resources management professionals.

Certification

I certify that I am the duly elected and acting Secretary of the Oklahoma Native American Human Resources Association, and these Bylaws constitute the Corporation's Bylaws. The Bylaws were duly adopted at a meeting of the Board of Directors held on _____.

A handwritten signature in cursive script, appearing to read "R. W. Tidmore", is written over a horizontal line.

President of the Corporation

Oklahoma Native American Human Resources Association