

**BY LAWS OF  
NATIVE AMERICAN DISABILITY LAW CENTER, INC.**

**ARTICLE I. NAME**

The name of the corporation shall be Native American Disability Law Center, Inc.

**ARTICLE II. PURPOSE**

A. The Corporation is formed for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

B. The primary purpose of the Corporation is to protect and guarantee the human, civil and legal rights of individuals of all ages with disabilities. The Corporation promotes, expands and protects these rights through the provision of information and legal advocacy.

**ARTICLE III. MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE IV. BOARD OF DIRECTORS**

Section 1. The business and property of the corporation shall be managed and controlled by the Board of Directors and a Director or Directors as appointed by the Board of Directors.

Section 2. The Board of Directors shall consist of at least eleven (11) members. All members of the Board of Directors must be 18 years of age or older.

Section 3. None of the persons serving on the board of directors at any time may be interested persons. An interested person is any person being compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full time or part time

employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director. However, any violation of the provisions of this paragraph shall not affect the validity or enforce ability of any transaction entered into by the Corporation.

Section 4. Director positions on the Board shall be identified as Seats A through L. Seats A through F shall be designated as the Protection and Advocacy for Individuals with Mental Illness Advisory Council. One of the six who is an individual with a mental illness or a family member will be selected by the six to fulfill the responsibilities of the Chairperson of the Advisory Council.

Section 5. Directors are elected by the incumbent Board Members for a four year term. The terms begin in January and expire in December of the final year of the Director's term. During the third meeting of the fiscal year, Directors will indicate whether they wish to remain on the Board. If they do not indicate an affirmative intent to remain on the Board, then it will be presumed that they are resigning at the end of the fiscal year and a search for new Board members will begin.

Section 6. In case of any vacancy in the Board of Directors by death, resignation, disqualification, increase in number, or other cause, the President, with the advice and consent of the Director(s), shall appoint a qualified successor to serve until the next general election of Directors at an annual meeting of the Board members.

Section 7. Whenever any Director shall fail to attend three consecutive Board meetings, either regular or special, without just cause and provided that notice of such meetings has been given in accordance with these Bylaws, then it shall be the duty of the Board to remove said Director and to fill the vacancy in accordance with these Bylaws. Any Director may be removed at any time with just cause by the majority vote of the Board of Directors.

Section 8. Former employees of the Native American Disability Law Center are eligible for membership on the Board seven years after their termination of employment.

Section 9. The majority of the Board shall be people with disabilities or family members of people with disabilities.

#### ARTICLE V. OFFICERS

Section 1. The officers of the corporation consist of the president, vice-president, secretary/treasurer.

Section 2. The officers shall be elected by the Board of Directors at their annual meeting from the members of the Board of Directors.

Section 3. All officers shall serve a term of one year. No officer shall serve more than two consecutive one-year terms in any particular office.

Section 4. Duties of President: The President shall (1) preside over all meetings of the Board of Directors; (2) call special meetings of the Board of Directors; (3) appoint such committees as the Board of Directors may deem advisable for the proper conduct of the corporation; and (4) perform all acts and duties usually performed by a presiding officer.

Section 5. Duties of Vice-President: In the absence or disability of the President, the Vice-President shall perform the duties of the President, provided, however, that in case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect any eligible person President.

Section 6. Duties of Secretary/Treasurer: The Secretary/Treasurer shall keep a complete record of all meetings of the Corporation and of the Board of Directors and shall have general charge and supervision of the books and records of the Corporation. The Secretary/Treasurer shall sign papers pertaining to the Corporation as authorized or directed by the Board of

Directors. The Secretary/Treasurer shall serve all notices required by law and by these Bylaws and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting. The Secretary/Treasurer shall make all reports required by law; and shall perform such other duties may be required by the Corporation or the Board of Directors. Upon the election of a successor, the Secretary/Treasurer shall turn over all books and other property belonging to the Corporation.

The Secretary/Treasurer shall be responsible for overseeing the collection and disbursement of all monies of the Corporation, and shall insure that accurate books of accounts of all transaction of the Corporation are kept. The Secretary/Treasurer shall perform such duties with respect to the finances of the Corporation as may be prescribed by the Board of Directors. Upon the election of a successor, the Secretary/Treasurer shall promptly turn over to his/her successor all monies, property, books, records, and documents pertaining to the office or belonging to the Corporation. The Secretary/Treasurer shall be responsible for having an annual commercial auditing of the accounts of the Corporation made by a Certified Public Accountant at the close of each fiscal year. Audit results shall be reported at the next annual meeting of the Board of Directors following the close of such fiscal year. The auditor shall be a disinterested person and not a member of the corporation's board.

#### ARTICLE VI. MEETINGS

Section 1. Regular Meetings: There will be one annual meeting as well as quarterly meetings. The Board, by rule, may provide for other regular meetings at stated times and places. The Secretary/Treasurer or his or her designee shall give notice in writing, including the agenda, of each meeting of the Board not less than five (5) working days before the meeting. Public notice will be sent to and published in the major newspaper in or closest to the location at which

the Board meeting will be held at least ten days prior to the meeting. The notice will state the time and location of the meeting and will invite public comment.

Section 2. Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President or by a quorum of the Directors then in office. The Secretary of the corporation shall give notice to each special meeting by mailing or telephoning the same to each Director at least ten (10) days before the meeting; but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 3. At any meeting at which every Director is present, even though without any notice, any business may be transacted.

Section 4. A majority of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. A Director who has been given a proxy vote by another Director will be counted as a present member in order to constitute a quorum.

#### ARTICLE VII. DUTIES OF DIRECTORS

Section 1. Powers: The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to the law or the Certificate of Incorporation or these Bylaws, as they may deem expedient concerning the conduct, management and activities of the corporation, the admission, qualification, suspension and expulsion of the Directors and Executive Director, the rules and regulations governing the procedure of such suspension and expulsion and removal, appoint legal counsel and a Certified Public Accountant as needed, oversee the preparation of an annual report, regulations regarding

loan funds and grants, and loans and funds made to the corporation fund from social investors, the expenditures of money, the auditing of books and records and other details relating to the general purposes of the corporation.

Section 2. The Board of Directors from time to time may create and empower committees, general or special.

#### ARTICLE VIII. DIRECTORS

Section 1. There is hereby created the position of Executive Director elected by the Board of Directors. When necessary and appropriate, the Board of Directors may divide the duties of the Executive Director between two equal Co-Directors.

Section 2. Number and Qualification: There shall be one Executive Director or Co-Directors as deemed appropriate by the Board of Directors. The Executive Director or both Co-Directors must be 18 years of age or older.

Section 3. Powers and Duties: The Executive Director or the Co-Directors shall be responsible to and governed by the Board, shall report to and advise the Board on all significant matters of corporation, and shall put into effect all Board orders and resolutions. The Executive Director or Co-Directors is(are) authorized to receive, deposit, disburse, invest and account for funds of the corporation in fulfillment of the corporation purposes, to solicit fund-raising and loan application, to provide technical assistance and training, to coordinate banking services, sign checks drafts and promissory notes, to be responsible to produce a quarterly and an annual report. The Board of Directors shall provide full job description(s) for Executive Director or the Co-Directors.

Section 4. The written contracts of the Corporation shall be executed on behalf of the Corporation by the Executive Director or one of the Co-Directors.

Section 5. Compensation: The Executive Director or each of the Co-Directors shall be hired by the Board of Directors. The Board of Directors shall set the compensation of the Executive Director or the Co-Directors.

Section 6. Vacancies: A vacancy in the position of Executive Director or the Co-Directors of the corporation shall be filled by the Board of Directors.

#### ARTICLE IX. INDEMNIFICATION


Section 1. The Corporation may indemnify its officers, directors, employees, and agents to the fullest extent possible under the provisions of applicable law.

Section 2. The Corporation may purchase liability insurance coverage for any person serving as an officer, director, employee or agent to the extent permitted by applicable State law.

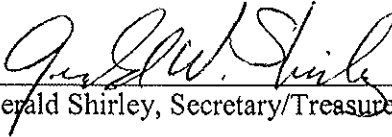
#### ARTICLE X. AMENDMENTS

Section 1. The Board of Directors to the power to make, amend and repeal the Bylaws of the corporation by vote of the majority of the Directors at any regular or special meeting of the Board.

Section 2. In order to be eligible for consideration by the Board of Directors, a proposed amendment to the corporation Bylaws shall be filed in writing in the office of the Executive Director at least fifteen days prior to the meeting of the Board of Directors at which time the proposed amendment is to be considered. The proposed draft shall be promptly sent by the Executive Director to each individual eligible to vote at a meeting of Directors. The requirement contained in this paragraph may be suspended by the Board of Directors at any regular or special meeting upon a quorum majority vote of eligible voters present, provided that a quorum is present.



Katie Toledo, President

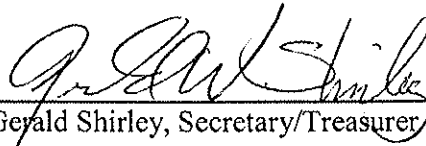


Gerald Shirley, Secretary/Treasurer

### CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am the presently elected secretary of the Native American Disability Law Center, Inc. and the above Bylaws, consisting of 8 pages, are the Bylaws of this corporation as adopted by the Board of Directors on 22 day of October 2011 and have not been amended nor modified since that date.

Executed on 22 day of October 2011.



Gerald Shirley, Secretary/Treasurer