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## BYLAWS OF THE NATIONAL TRIBAL AIR ASSOCIATION

### RECITALS

**WHEREAS** the National Tribal Air Association (NTAA) is a national tribal organization under the auspices of the United States Environmental Protection Agency (EPA) NTAA Project Grantee (Grantee); and

**WHEREAS** Members of the NTAA adopted the Initial Bylaws (Initial Bylaws) and they became effective as of October 15, 2002;

**NOW THEREFORE**, in consideration of the covenants and the promises made herein, the Members hereby amend the Initial Bylaws, and adopt the following as the Bylaws of the NTAA, effective on date set forth below:

### ARTICLE I NAME

The name of this organization shall be the National Tribal Air Association, hereinafter referred to as the "NTAA."

### ARTICLE II MISSION STATEMENT

The mission of the NTAA is to advance air quality management policies and programs, consistent with the needs, interests, and unique legal status of American Indian Tribes, Alaska Natives, and Native Hawaiians<sup>1</sup>.

### ARTICLE III GOALS

#### Section 1.

Advocate and advance tribal environmental, cultural, and economic interests in the development of air policy at all levels of government (Tribal, federal, state, local, regional, and international).

#### Section 2.

Promote the development, funding, and capacity building of Tribal air management programs.

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<sup>1</sup> Native Hawaiians and other non-federally recognized tribes are encouraged to join the NTAA and participate in NTAA activities. However, NTAA's funding sources may prohibit any monies spent on non-federally recognized American Indian Tribes, Alaska Natives, and Native Hawaiians.

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Section 3.  
Promote and facilitate air quality policy and technical information that may include research, scientific and medical studies.

Section 4.  
Advance the recognition and acceptance of Tribal sovereign authority by conducting effective communication and outreach to state, local, federal, international agencies, and the general public.

Section 5.  
Encourage and support appropriate consultation with all Tribal governments in accordance with Tribal structures and policies.

**ARTICLE IV  
POLICY STATEMENTS**

Section 1.  
The NTAA shall collaborate with appropriate entities on technical, policy and other air quality related issues.

Section 2.  
The NTAA recognizes and supports Tribal Sovereignty and each Tribe’s inherent right to form its own relationship with the EPA and other state, federal, and local agencies.

Section 3.  
The NTAA is responsible for informing Tribes of key air quality issues.

**ARTICLE V  
MEMBERSHIP**

Section 1. Membership Categories

The membership of the NTAA shall consist of: Principal Members, Associate Members, and Ex-Officio Members.

Section 2. Principal Members

A. Any Federally Recognized Tribe may become Principal Members upon submitting a letter, or resolution, or other formal indication of their intent to join, originating from their respective Tribal governing body and addressed to the NTAA Executive Committee.

1 B. The Principal Members have full membership privileges, including voting rights.

2  
3 C. Every Principal Member entitled to vote shall have the right to do so either in  
4 person or by one of more agents authorized by a written proxy signed by the  
5 Principal Member and filed with the NTAA Secretary. A proxy shall be revocable  
6 unless the proxy specifically states that it is irrevocable.

7  
8 D. Any Principal Member may withdraw membership from the NTAA by submitting  
9 a letter, or resolution, or other formal indication of its intent to withdraw,  
10 originating from its respective Tribal governing body and addressed to the NTAA  
11 Executive Committee.

12  
13 Section 3. Associate Members

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15 A. Associate Members include American Indian organizations, consortia,  
16 individuals, and agencies.

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18 B. Associate Members are provided with full membership privileges with no voting  
19 rights.

20  
21 Section 4. Ex-Officio Members

22  
23 A. Ex-Officio Members may be designated by the NTAA Executive Committee or by  
24 majority vote of NTAA Principal Members.

25 B. Ex-Officio Members are provided with full membership privileges with no voting  
26 rights.

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28 **ARTICLE VI**  
29 **CONSENSUS DECISION MAKING AND VOTING**

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31 Section 1. Consensus Decision Making

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33 The NTAA's decision-making process regarding key air quality issues is based on  
34 deliberation and consensus and is open to Principal Members.

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36 Section 2. Voting on Items

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38 The NTAA's decision-making process regarding key air quality issues may require a  
39 voting process which is based on a majority of NTAA Executive Committee  
40 Members present.

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43 **ARTICLE VII**  
44 **EXECUTIVE COMMITTEE**

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Section 1. Governing Body

- A. Administration of the NTAA is vested in the Executive Committee consisting of tribal representatives, one from each of the ten (10) U.S. Environmental Protection Agency Regions, plus one from Alaska.
- B. The Executive Committee may perform any acts or functions which are consistent with these Bylaws and are consistent with the directions of the Principal Members.

Section 2. Regional Tribal Representatives

- A. The Tribes in each region shall decide their own process for selecting their regional Tribal representative to serve on the NTAA Executive Committee. If a region is unable to provide a Tribal representative at the term's end, the current Tribal representative shall continue for one additional term or until a replacement is found, whichever comes first.
- B. Each region shall have a period of ninety (90) days from receiving the official notification from the NTAA Executive Committee to select a Tribal representative, and notify the Executive Committee of its selection.
- C. Selection of tribal representatives shall be completed for each region not less than thirty (30) days before the Annual Meeting of the Principal Members.
- D. The Tribes in each region shall decide the method of official certification of their regional Tribal representative to serve on the NTAA Executive Committee, which may include an official letter or resolution.
- E. In cases where the Principal Members within an EPA Region decide not to select a Tribal Representative Candidate for the Executive Committee, up to two Principal Members from another EPA Region may serve, at the same time, on the Executive Committee.
- F. Principal Membership is granted to the Tribe of the NTAA Executive Committee member during the representative's tenure on the Executive Committee, whether the Executive Committee member's Tribe is a Principal Member or not; this is to allow the elected NTAA representative to vote even though their Tribe is not a Principle Member. This applies to primary and alternate members of the Executive Committee.

Section 3. Ex-Officio

1 A. The Executive Director of the Grantee shall serve as an Ex-Officio member of the  
2 NTAA's Executive Committee. The Grantee is the Fiduciary of the EPA grant that  
3 helped form and continues to support the NTAA.

4  
5 Section 4. Vacancies

6  
7 A. Vacancies on the Executive Committee shall exist (1) on the death, resignation or  
8 removal of any Executive Committee member or Officer, or (2) whenever the  
9 number of authorized Executive Committee members or Officers is increased, as  
10 adopted in these By-Laws.

11  
12 1. Death

13 a. In the event that a region loses its representative, the region shall have  
14 sixty (60) days, from the date that the region has been served notice of this loss by  
15 the Executive Committee or by some other means, to appoint a new representative.  
16 Replacement of the representative to the Executive Committee will be done through  
17 whatever process deemed appropriate by the Regions Tribes.

18  
19 b. The Regions Tribes may appoint its alternate representative as its new  
20 primary representative and then select a new alternate.

21  
22 2. Resignation

23 a. Any Executive Committee member or Officer may resign upon giving  
24 written notice, with the effective date of the resignation, to the Executive  
25 Committee, and to the region or other body which elected him or her.

26  
27 3. Removal

28 a. A region, in accordance with its rules and these Bylaws, may remove any  
29 Executive Committee member or Officer(s) which represents it on the  
30 NTAA Executive Committee.

31 b. Upon thirty (30) days' notice, any Executive Committee member or  
32 Officer may be removed for cause by a two-thirds vote of the Executive  
33 Committee. For purposes of this section, "for cause" includes, but is not  
34 limited to, two unexcused absences from duly called meetings.

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36 **ARTICLE VIII**  
37 **OFFICERS**

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39 Section 1. Officers

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41 The Officers of the NTAA Executive Committee shall be the Chairperson, Vice-  
42 Chairperson, Secretary, and Treasurer.

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44 Section 2. Terms of Office

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Terms of Office for Officers shall be staggered and last for two years.

### Section 3. Election of Executive Committee Officers

- A. The full Executive Committee shall serve as the Nominating Committee for its officers.
- B. The election of each Executive Committee Officer shall be held at a regular quarterly meeting in the year in which the current officer's term expires, through a vote of the Executive Committee.

### Section 4. Duties of Officers

It shall be the duty of the Officers to:

- A. Perform any and all duties imposed on them collectively or individually by these Bylaws.
- B. Meet at such times and places as required by these Bylaws.
- C. Establish policies for the NTAA.
- D. Perform any acts and functions which are consistent with these Bylaws and which are consistent with the direction of the membership.
- E. Participate in all personnel decisions regarding the Program Coordinator, to include hiring, dismissal, and policies for the NTAA.

### Section 5. Chairperson

The Chairperson shall act as Head Policy Officer when Executive Committee meetings are held, including meetings with Principal Members, and as Head Executive Officer at all times.

It shall be the duty of the Chairperson:

- A. To call all regular and special meetings.
- B. To preside at all meetings.
- C. To preserve order at all meetings.
- D. To decide all points of order that may arise.
- E. To see that each subordinate Officer fulfills his or her duty.
- F. To cast a deciding vote to break a tie.
- G. To insure that the NTAA Bylaws and policies are adhered to by all NTAA Executive Committee Members and staff.
- H. To provide guidance to the NTAA Program Coordinator regarding all of his or her duties and responsibilities as delineated in the NTAA work plan.

- 1 I. To be responsible for the execution of all directives given by the Executive
- 2 Committee.
- 3 J. To call a special meeting of the Executive Committee, at his or her discretion or
- 4 at the request of two (2) or more Executive Committee Members.
- 5 K. To represent the NTAA in meetings with local, state, Tribal, or federal
- 6 governments or agencies.
- 7 L. To exercise duties specified in adopted NTAA policies.

8  
9 Section 6. Vice-Chairperson

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11 It shall be the duty of the Vice-Chairperson:

- 12
- 13 A. To assume the duties of the Chairperson in his or her absence. In the event of a
- 14 vacancy of the Chairperson, to assume the duties of the Chairperson until a
- 15 Chairperson is selected to fill out the remainder of the term, pursuant to Section
- 16 3 of this Article.
- 17 B. To assume the duties of the Secretary and/or Treasurer in his or her absence as
- 18 needed.
- 19 C. To exercise duties specified by NTAA polices.

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21 Section 7. Secretary

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23 It shall be the duty of the Secretary:

- 24
- 25 A. To keep a record of all the proceedings of the NTAA.
- 26 B. To call the roll at all meetings and to record absences.
- 27 C. To keep the Minutes and to preserve the records of the NTAA.
- 28 1. When minutes are drafted by staff, the Secretary will endorse the Minutes by
- 29 signature after the Minutes have been approved by the Executive Committee.
- 30 D. To provide each Executive Committee member, both primary and alternate, with
- 31 an information packet for the upcoming regular meeting, no later than five (5)
- 32 working days prior to the upcoming regular meeting.
- 33 E. To notify each Executive Committee member of Special Meetings by written
- 34 notice no later than three (3) days prior to the date established by the
- 35 Chairperson for such meetings.
- 36 F. To announce the results of elections of officers.
- 37 G. To assume the duties of the Chairperson in the event of a vacancy in both the
- 38 Chairperson and Vice-Chairperson until a Chairperson is selected to fill out the
- 39 remainder of the term pursuant to Section 3 of this Article.
- 40 H. Except for Section 7.G. of this Article, it shall be the common practice of the
- 41 Executive Committee to assign the above duties of the Secretary to NTAA staff,
- 42 and conduct such duties when the staff is unavailable or position is vacant.
- 43 I. To exercise duties specified in adopted NTAA policies.

1 Section 8. Treasurer  
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3 It shall be the duty of the Treasurer:  
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- 5 A. To oversee, but not supervise, NTAA's financial operations and status, and report  
6 to the Executive Committee Members any concerns or irregularities observed.  
7 B. To carry out the financial directives of the Executive Committee members,  
8 subject to these Bylaws, the EPA, and the Grantee's Financial Management  
9 Policies.  
10 C. To work in collaboration with EPA, and the Grantee and their Business Manager,  
11 and make a financial report concerning the NTAA available at each Executive  
12 Committee meeting.  
13

14 **ARTICLE IX**  
15 **FINANCIAL OBLIGATIONS**

16 Section 1. Monies  
17

18 The Grantee is the financial custodian of the U.S. Environmental Protection Agency  
19 grant that supports the day-to-day operations of the NTAA. The oversight and  
20 accountability regarding the receipt of funds, and all expenditures, shall be in  
21 collaboration between EPA, the Grantee and the NTAA.  
22

- 23 A. A financial statement in conformity with generally accepted accounting  
24 principles shall be prepared by the Grantee and submitted at every Executive  
25 Committee meeting, or as directed by the Executive Committee.  
26 B. Within ninety (90) days after the close of the federal fiscal year, the Grantee shall  
27 prepare and submit to the NTAA Treasurer, an NTAA balance sheet and income  
28 statement for the preceding federal fiscal year in conformity with generally  
29 accepted accounting principles.  
30

31 Section 2. Compensation  
32

33 Officers of the NTAA Executive Committee shall serve without compensation except  
34 that they shall be allowed to be paid their actual and necessary expenses incurred in  
35 attending meetings. In addition, they shall be allowed reasonable advancement and  
36 reimbursement of expenses incurred in the performance of their regular duties.  
37

38 **ARTICLE X**  
39 **MEETINGS**

40  
41 Section 1. Purpose of Meetings  
42



1 NTAA meetings shall include the exchange of views and information, or advice  
2 relating to the management or implementation of Tribal air programs, as well as,  
3 conducting organizational business.

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5 Section 2. Place of Meetings

- 6  
7 A. The Executive Committee shall select a meeting location of mutual convenience,  
8 using effective cost management criteria.  
9 B. The NTAA may use conference calls on a regular basis to support the activities of  
10 the Executive Committee, and its Officers.  
11 C. Any regular or special meeting may be held by a conference call or similar mode  
12 of communication, so long as such a mode is reasonably accessible to all Officers  
13 and Executive Committee members.  
14 D. Conference calls may constitute a regular or special meeting, so long as quorum  
15 requirements are met.

16  
17 Section 3. Meeting Attendance (Quorum)

- 18  
19 A. Six members of the Executive Committee, including at least two officers, shall  
20 constitute a quorum of the Executive Committee.  
21 B. The lack of a quorum at a meeting shall not prevent those present from  
22 proceeding with discussions and preliminary consensus building. A summary of  
23 the discussion will be kept, but will not be designated as official meeting  
24 Minutes.  
25 C. Attendees are considered present for quorum, voting, and consensus purposes at  
26 a meeting, if they attend in person or via conference call.

27  
28 Section 4. Regular Meetings of Executive Committee

- 29  
30 A. The Executive Committee shall hold regular meetings on a quarterly basis at a  
31 time and location to be designated by the Chairperson, with notice to all Officers  
32 and Executive Committee, provided at least thirty (30) days in advance.  
33 B. The meeting of the Executive Committee and its Officers, in conjunction with the  
34 NTAA Annual Meeting, shall be deemed a regular meeting of the Executive  
35 Committee, and shall meet the requirements of this section for an Executive  
36 Committee quarterly meeting.

37  
38 Section 5. NTAA Annual Meetings

- 39  
40 A. The full membership of NTAA shall meet during the Annual Meeting.  
41 B. The approximate date for the NTAA Annual Meeting shall remain the same each  
42 year, unless unforeseen circumstances prevent meeting on selected dates. The  
43 Executive Committee shall then schedule alternate dates.  
44 C. Tribal representatives may attend Annual Meetings at their own expense.

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Section 6. Notice of Meetings

Notice of the Annual Meeting shall be made available to membership no less than ninety (90) days prior to the meeting.

Section 7. Records of Meetings

The Secretary, and/or NTAA staff, shall maintain Minutes of all regular or special meetings. Minutes of NTAA meetings are public records and shall be available to all members and interested parties.

Section 8. Special Meetings

- A. A special meeting is any meeting that falls outside the definitions of Article X Section 4, of these Bylaws.
- B. Special meetings may be called by the NTAA Chairperson, other Officer, or by a quorum of the Executive Committee. The Grantee may also request a special meeting.

Section 9. Conduct of Meetings

- A. The Executive Committee, Officers, and Principal Members shall strive for consensus decision-making as a means to formally establish positions of the NTAA.
- B. The conduct of meetings shall be reflective of Tribal customs, practices, and traditions.

Section 10. Tribal Caucus

At any time during a regular or special meeting of the NTAA, Tribes (Tribal representatives) may meet in Tribal Caucus to discuss and deliberate on issues that require their exclusive attention. A call for a Tribal Caucus shall be announced, and all others shall be asked to leave the area. Upon conclusion of the Tribal Caucus, an announcement shall be made and the regular or/special meeting shall resume with all participants.

**ARTICLE XI  
PROGRAM COORDINATOR AND AGENTS**

Section 1. Program Coordinator

- 1 A. Day-to-day management of the NTAA will be conducted by the Program  
2 Coordinator. The Program Coordinator shall further the policies and programs  
3 established by the Executive Committee, Officers, and voting membership.  
4 B. In lieu of an NTAA Program Coordinator, the NTAA Executive Committee  
5 Chairperson shall direct the activities of the NTAA and shall further the policies  
6 and programs established by the Executive Committee, Officers, and voting  
7 membership. Between meetings of the Officers or Executive Committee, he or  
8 she is responsible to the Executive Committee.  
9

10 Section 2. Agents and Representatives  
11

12 The NTAA, through the Executive Committee, may appoint agents and  
13 representatives with such powers to perform acts or duties on behalf of the NTAA as  
14 the Officers and/or Executive Committee sees fit, so far as may be consistent with  
15 these Bylaws and the NTAA Work plan and Budget.  
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17 **ARTICLE XII**  
18 **COMMITTEES**  
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20 Section 1. Subcommittees and Work Groups  
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- 22 A. The NTAA may establish standing, or ad-hoc subcommittees or work groups,  
23 when necessary, to facilitate the purpose and goals of the NTAA. Other parties  
24 may be asked to participate in these work groups to lend their technical  
25 expertise.  
26 B. A lead person shall be designated to oversee the subcommittee or work group.  
27 The lead person shall be responsible for ensuring that the committee or group  
28 carries out its assigned task and shall place all items on the next NTAA meeting  
29 agenda for reporting and discussion.  
30 C. Issues and concerns of any work group shall be communicated to the Executive  
31 Committee  
32 D. The Executive Committee Chairperson or the Vice-Chairperson shall be an Ex-  
33 Officio member of all committees except the Nominating Committee.  
34

35 **ARTICLE XIII**  
36 **AMENDMENTS TO BYLAWS**  
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38 Section 1. Amendments  
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- 40 A. Amendments must be approved by a majority vote of Principal Members who  
41 are present during a NTAA regular or special meeting.  
42 B. Any Principal Member or Executive Committee member may propose an  
43 amendment.

- 1 C. Any proposed amendment must be submitted in writing to the Chairperson of  
2 the NTAA no less than sixty (60) days prior to the next meeting.  
3 D. The proposed amendment(s) shall be distributed to all members of the NTAA  
4 and placed on the agenda for the next NTAA meeting.  
5 E. The Chairperson or an Executive Committee Officer may request a special  
6 meeting for amendments to these Bylaws.  
7 F. Voting for amendments to the NTAA Bylaws and dissolution is limited to  
8 Principal Members and requires a majority vote of those in attendance with a  
9 minimum of six (6) Executive Committee members present for quorum.  
10 G. Each Principal Member shall designate in writing to the Executive Committee  
11 Secretary one person to vote on its behalf.  
12 H. Any item requiring a vote will be announced to the Principal Members at least 14  
13 days in advance of a meeting or voting deadline.  
14 I. Principal Members may submit votes in person at a specified meeting. In lieu of  
15 attending the meeting, Principal Members may send votes to the Executive  
16 Committee Secretary by a verifiable method (e.g. fax, email, letter) to be received  
17 at least 48 hours prior to the announced deadline or meeting.  
18  
19

20 **ARTICLE XIV**  
21 **DISSOLUTION**  
22

23 Section 1. Procedure  
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- 25 A. The NTAA may be dissolved in accordance with these Bylaws. The Executive  
26 Committee must first approve a resolution recommending dissolution. Such  
27 resolution shall then be presented to the Principal Members at a regular or  
28 special meeting.  
29 B. Notice of the proposed action shall be mailed to each Principal Member no later  
30 than thirty (30) days before the day of the meeting.  
31 C. A resolution to dissolve the NTAA shall be adopted upon a two-thirds vote of the  
32 Principal Members.  
33

34 **ARTICLE XV**  
35 **CERTIFICATION**  
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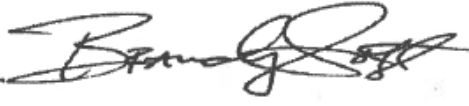
37 Section 1. Signatures of Officers  
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39 We hereby certify that the forgoing NTAA Bylaws were amended and approved by a  
40 vote of the Principal Members on May 22, 2014 and adopted by collecting Principle  
41 Member ballots in person at the NTAA Annual Meeting on May 15, 2014 and via  
42 email until May 22, 2014. Ballots were submitted to and counted by the NTAA  
43 Executive Committee Secretary. The final vote regarding these Bylaws is 18  
44 Principle Members in favor of, and 1 Principle Members against.

1 Section 2. Amended Bylaws, Signatures of Officers

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Chair  Date: \_\_\_\_\_

Vice Chair  Date: 06-06-14\_\_

Secretary  Date: \_06-06-14\_\_

Treasurer:  Date: 6.18.14

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