

USET SOVEREIGNTY PROTECTION FUND, INC.

An IRS 501 C4 Designated Corporation

BYLAWS



BYLAWS
OF
USET SOVEREIGNTY PROTECTION FUND, INC.

As Approved on 10/26/16 by Board of Directors at 2016 USET SPF Annual Meeting in Cherokee, NC

ARTICLE I OFFICES

USET Sovereignty Protection Fund, Inc., USET SPF, (the Corporation) shall maintain a registered office in and shall be a registered agent of the District of Columbia. The Corporation may have such other offices, either within or without the District of Columbia, as the business of the Corporation may require from time to time.

Corporate Values Statement

These corporate values are an extension of the personal integrity and professional commitment of each Board member, committee member, and staff member. We are mindful that the USET SPF embodies and reflects the values of individual sovereign Tribal Nations. Collectively, everyone associated with the corporation understands that they carry a sacred responsibility and have joined together through the corporation in order to better advance the overall well-being of Tribal Nations and to promote, protect, and defend the inherent sovereign authorities and rights of Tribal Nations and their respective citizens.

- ✓ We strive to be candid, respectful and discrete in our conversations with each other and with our guests.
- ✓ We value free inquiry, open discussion, and friendly debate. We, therefore, encourage the presentation of diverse points of view in all of our deliberations and strive to create an atmosphere in which everyone feels encouraged to state his or her point of view for the betterment of the corporation and the advancement of the collective interest of our member Tribal Nations.
- ✓ We are prepared to commit our professional skills and our time to serving the corporation and to carrying out our responsibilities as stewards of the corporation.
- ✓ We expect everyone associated with the corporation to understand and support the authority of the Board spelled out in our founding documents. At a deeper level, we expect Board members to be mindful of the dedication and sacrifice of our ancestors that make the work of the corporation today possible.
- ✓ We expect Board members to make a serious commitment to their service on the USET SPF Board, with that commitment reflected in their participation in Board meetings, on conference calls and in other USET SPF activities.
- ✓ We expect USET SPF members to assure the presence of their representative Board members at meetings of the Board. If a USET SPF-member declines to send a Board representative for three consecutive meetings, the President will inquire of the USET SPF member regarding its lack of participation and urge the members reengagement.
- ✓ We expect Board members to respect the diverse expertise and life experiences of their colleagues and to be candid about their own opinions and beliefs. With these expectations in mind, we expect Board discussions will be characterized by the “Power of the Good Mind” reflected in civility, debate, professionalism, and good humor. We also expect meetings to be conducted in such a way that encourages participation by every member. We expect the President to act as the moderator of these expectations, addressing Board members whose conduct he/she deems of concern in a respectful but direct manner, and we expect that the Board member will respect the President’s responsibility to intercede when necessary to ensure that we are conducting ourselves with the utmost level of professionalism.
- ✓ We expect Board members to maintain the confidentiality of executive sessions and other matters deemed confidential such as negotiations, strategy discussions, etc.
- ✓ We expect Board members to be ambassadors for USET SPF including, when appropriate, in their interactions with the Federal government. We also expect USET SPF staff to assist Board members who are called upon to speak publicly and we expect that Board members will report contacts with

- the media concerning USET SPF to the Executive Director and/or President.
- ✓ We expect Board members to respect the authority of the President and the reporting patterns he or she has established. Unauthorized or inappropriate communication between staff and Board members should be reported either to the Executive Director and/or the President.
 - ✓ We expect the Board to function as a collegial and collective authority rather than a collection of individuals. We expect to provide the corporation with broad-based, strategic leadership that the corporation requires to complete its critical mission.
 - ✓ We expect officers of the Board and Chairs of the USET SPF Committees to be especially diligent, accessible and responsive in performance of their duties. We expect Committee Chairs to attend all regular USET SPF meetings and Committee meetings or to designate an Acting Chair in their absence. We expect the Board President to communicate actively with members and the Director and to address problems that arise with the relevant Committee Chair or the Executive Officer Committee.
 - ✓ The Board can expect not to become involved in day-to-day administrative tasks or in personnel matters that are the responsibility of the Executive Director or the President.
 - ✓ We expect USET SPF staff, individually and collectively, to work in concert with the values of the corporation. We also expect members of the staff to be diligent in carrying out the duties assigned to them and that they will respect and maintain the organizational structure and reporting patterns established by the Executive Director.
 - ✓ We expect USET SPF staff to maintain the highest standards of personal integrity, discretion and professional conduct. We not only expect USET SPF staff to perform their duties in accord with the USET SPF Mission and Values Statement, but that they will act at all times in a manner that is a credit to USET SPF.
 - ✓ We expect communications between members of the USET SPF Board and USET SPF staff to be candid, mutually respectful and private (except during public meetings).
 - ✓ We expect staff reports to the Board and its Committees to be focused, supported with concrete information, and framed to assist the Board in the execution of its responsibilities. We also expect the Executive Director or other appropriate members of the staff to provide assistance to Board members who are asked to speak or appear on behalf of USET SPF.
 - ✓ The Board expects that the initiative, creativity, hard work and deep commitment of its staff are crucial elements in the success of USET SPF and in the corporation's effort to fulfill its mission.
 - ✓ We expect all Board meetings to open with a moment of reflection and prayer.
 - ✓ We expect that the Board President will be mindful of member participation in meetings and will make an effort to insure that everyone is invited to participate in Board discussions.
 - ✓ We expect Board meetings to include substantive discussions that enable the entire Board to address major issues of concern to the corporation.
 - ✓ We expect the agenda for Board meetings to be developed collaboratively by the Executive Director and Executive Officers Committee while being cognizant of the diverse needs of the corporation's membership.
 - ✓ We expect that each committee chair will keep the entire Board informed about the work of his or her group.
 - ✓ We expect all committee and staff reports to the Board to be focused, rooted in concrete information, and organized to assist the Board in carrying out its statutory responsibilities.
 - ✓ We expect that each committee – and the corporation as a whole – will develop a way of assessing its performance on a regular basis.

- ✓ We expect the Board will collaborate with the Executive Director in an annual strategic planning process that establishes the principal direction and appropriate implementation policies for the corporation.

The Mission of USET SPF

USET Sovereignty Protection Fund, Inc. is dedicated to enhancing the development of federally recognized Tribal Nations, to improving the capabilities of Tribal governments, and assisting the USET Members and their governments in dealing effectively with public policy issues and in serving the broad needs of Indian people.

Statement of Unity

We, the Eastern Band of Cherokee Indians, Chitimacha Tribe of Louisiana, Mississippi Band of Choctaw Indians, Coushatta Tribe of Louisiana, Miccosukee Tribe of Indians of Florida, Saint Regis of Mohawk Tribe, Passamaquoddy Tribe Pleasant Point, Passamaquoddy Indian Township, Penobscot Indian Nation, Seminole Tribe of Florida, Seneca Indian Nation of New York, Houlton Band of Maliseet Tribe, Poarch Band of Creek, Tunica-Biloxi Tribe of Louisiana, Narragansett Indian Tribe, Mashantucket Pequot Tribe, Wampanoag Tribe of Gay head, (Aquinnah), Alabama-Coushatta Tribe of Texas, Oneida Nation of New York, Aroostook Band of Micmac of Maine, Catawba Indian Nation of South Carolina, Jena Band of Choctaw Indians of Louisiana, Mashpee Wampanoag Tribe of Massachusetts, the Cayuga Nation, the Mohegan Tribe of Connecticut and Shinnecock Indian Nation, being numbered among the Nations People of the South and Eastern United States, desiring to establish an organization to represent our united interest and promote our common welfare and benefit, do of our own free will in Council assembly, affirm our membership in the organization to be known as USET Sovereignty Protection Fund, Inc., and proclaim the following objectives and declare our purpose to be:

- a. To promote Indian leadership in order to move forward in the ultimate, desirable goal of complete Indian involvement and responsibility at all levels in Indian affairs;
- b. To lift the bitter yoke of poverty from our people through cooperative effort;
- c. To promote better understanding of the issues involving Indian Tribes and other people;
- d. To advocate for more effective use of existing local, state, federal, and international resources;
- e. To promote a forum for exchange of ideas;
- f. To combine our voices so we can be heard clearly by local, state, federal, and international governments;

- g. To dedicate ourselves to improvement of the quality of life for American Indians through increased health, education, social services and housing opportunities;
- h. To reaffirm the commitments of our Tribal Nations to the treaties and agreements heretofore entered into with the Federal Government in a government-to-government relationship and to promote the reciprocity of this relationship and those agreements and treaties; and
- i. To provide protection of Tribal natural resources.

ARTICLE II MEMBERS

SECTION 1. ADMISSION. All members of the organization known as United South and Eastern Tribes, Inc. (USET), in good standing, shall be members of the USET Sovereignty Protection Fund, Inc. (USET SPF).

SECTION 2. MEMBERS. Members, whether Tribe, Nation or Band, of the Corporation are: Eastern Band of Cherokee, Chitimacha Tribe of Louisiana, Mississippi Band of Choctaw, Coushatta Tribe of Louisiana, Miccosukee Tribe of Indians of Florida, Saint Regis Band of Mohawk, Passamaquoddy Pleasant Point, Passamaquoddy Indian Township, Penobscot Nation, Seminole Tribe of Florida, Seneca Nation of New York, Houlton Band of Maliseet, Poarch Band of Creek, Tunica-Biloxi Tribe of Louisiana, Narragansett Indian Tribe, Mashantucket Pequot Tribe, Wampanoag Tribe of Gay Head (Aquinnah), Alabama-Coushatta Tribe of Texas, Oneida Nation of New York, Aroostook Band of Micmac of Maine, Catawba Indian Nation of South Carolina, Jena Band of Choctaw Indians of Louisiana, the Mohegan Tribe of Connecticut, the Cayuga Nation, the Mashpee Wampanoag Tribe and the Shinnecock Indian Nation.

SECTION 3. IMPACT WEEK FEES AND GENERAL SUPPORT. Each of the Members shall be responsible for the full and prompt payment of an Impact Week Fee and General Support each year as determined by the Board of Directors.

3.1 IMPACT WEEK FEES. Each of the Members shall be responsible for the full and prompt payment of Impact Week Fees on or before January 1, in the amount of \$2,500.

3.2 GENERAL SUPPORT. Each of the Members shall be responsible for the full and prompt payment of General Support on or before October 1, in the amount of \$12,000. This General Support may be paid monthly, quarterly, semi-annually or in lump sum upon agreement between the Member and the Corporation.

3.3 WAIVER OF IMPACT WEEK FEES AND/OR GENERAL SUPPORT. Members that wish to have payment of yearly Impact Week Fees and/or General Support waived by the Corporation must submit a letter to the Board of Directors requesting a waiver and stating why the waiver should be granted. If the letter sufficiently demonstrates why the Member is unable to pay the applicable Impact Week Fees and/or General Support, the Board of Directors may decide whether to approve or deny the request and whether or not to grant a full or partial waiver. Add request date specificity

SECTION 4. TERMINATION OF MEMBER MEMBERSHIP. Membership of each Member may be terminated or otherwise restricted in accordance with this section.

4.1 MEMBER RESIGNATION. A Member may resign its membership from the Corporation by filing a Tribal resolution, or letter from the governing body, with the Secretary of the Corporation. The resignation shall be effective upon filing, however such resignation shall not relieve the Member so resigning of the obligation to pay

any dues or other charges theretofore accrued and unpaid.

4.2 MEMBER SANCTIONS. A Member may be sanctioned for any willful action that violates the terms of membership, for willfully acting against the best interest of the Corporation, for any other reason deemed appropriate by the Board of Directors, or for a combination of factors. If a member brings an allegation of such conduct then the Board of Directors shall decide by a majority vote whether to investigate the allegation. Before a final vote on whether to impose a sanction, the Member shall be granted [a hearing in front of the] an opportunity to address the Board of Directors with the assistance of counsel, if the Member so chooses. By a three-fourths vote, the Board of Directors may determine whether the Member should be sanctioned and the nature of that sanction.

Sanctions may include a written reprimand to be kept on file in the official records of the Corporation, suspension of membership to the Corporation, any other sanction deemed appropriate, or a combination of multiple sanctions.

4.3 MEMBER REMOVAL. A Member may be removed from the Corporation for any willful action that violates the terms of membership, for willfully acting against the best interest of the Corporation, or for any other reason deemed sufficient by the Board of Directors, or for a combination of factors.

If a member brings an allegation of such conduct then the Board of Directors shall decide by a majority vote whether to investigate the allegation. Before a final vote on whether to revoke a Member's membership, the Member shall be granted a hearing in front of the Board of Directors with the assistance of counsel, if the Member so chooses. Upon the conclusion of the hearing, the Board of Directors shall vote on the Member's removal. By a three-fourths vote, the Board of Directors may remove the Member, then immediately following the vote the Member shall no longer be a member of the Corporation. A Member's removal from the Corporation shall not relieve the Member so removed of the obligation to pay any dues or other charges theretofore accrued and unpaid.

If removed, the Member may seek readmission after a period of two to four years.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The Board of Directors shall oversee the affairs of the Corporation.

SECTION 2. SELECTION OF DIRECTORS. Each Member listed in Article II, Section 2 of these Bylaws shall be represented by two Directors on the Board of Directors. The Primary Governing Official of each Member shall serve as a Director and will be the primary representative of his or her Member on the Board of Directors. The governing body of the Member shall appoint one additional Director via resolution or letter from the governing body. Preferably, this individual would be a government official and whom must have the authority to speak and act on behalf of its Member. Once the Member determines their additional Director, the Primary Governing Official shall submit written documentation to the corporations Secretary specifying the appointment.

If a Member chooses to appoint an alternate Director for a particular Board of Directors meeting, the alternate must have the authority to speak and act on behalf of the member and, preferably be a government official. In this instance, the Member shall submit written documentation, via resolution or letter from the governing body, to the corporations Secretary specifying the alternate. Preferably, the member will notify the corporation of any alternate appointments 7 business days in advance of a scheduled meeting.

The list of the Board of Directors, which is comprised of both Directors from each Member, shall serve as the

corporation's primary point of contact listing for each Member. A secondary point of contact listing will be maintained that includes the full Member governing body and any individuals who serve as an alternate Director.

When a Director is elected to serve as President of the corporation, the President's Member is entitled to appoint a replacement Director, thereby preserving that there are two (2) voting Directors representing that Member on the Board of Directors.

SECTION 3. VOTING RIGHTS. Each Director on the Board of Directors shall have one vote.

SECTION 4. BOARD OF DIRECTOR SANCTIONS. A Director may be sanctioned for any willful action that violates the terms of membership, for willfully acting against the best interest of the Corporation, for any other reason deemed appropriate by the Board of Directors of the Corporation, or for a combination of actions. If a Director brings an allegation of such conduct then the Board of Directors shall decide by a majority vote whether to investigate the allegation. Before a final vote on whether to impose a sanction, the Director shall be granted [a hearing in front of] an opportunity to address the Board of Directors with the assistance of counsel, if the Director so chooses. By a three-fourths vote, the Board of Directors may determine whether the Director should be sanctioned and the nature of that sanction. Sanctions may include a written reprimand to be kept on file in the official records of the Corporation, suspension of the right to serve on the Board of Directors, removal from the Board of Directors, or any other sanction deemed appropriate, or a combination of multiple sanctions.

SECTION 5. BOARD OF DIRECTOR REMOVAL. The Board of Directors may remove a Director in accordance with the procedures of Section 4 above.

SECTION 6. COMPENSATION. Directors shall not receive any stated salaries for their services.

SECTION 7. RIGHT OF INSPECTION. All books and records of the Corporation may be inspected by a Director, or his agent or attorney for any proper purpose at any reasonable time.

SECTION 8. CONFLICT OF INTEREST STATEMENT. No Director shall participate in the selection, or the award or administration of a contract supported by USET funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when the Director or any member of his or her immediate family, his or her partner, or an organization which employs, or is about to employ, any of the above, has a financial or other interest in the firm selected for award. No Director will solicit or accept gratuities, favors or anything of monetary value from contractors, potential contractors, or parties to sub-agreements.

SECTION 9. CONTRACTS. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

The President shall sign, with the Secretary, any deeds, mortgages or bonds the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors to some other officer of the Corporation. For any other document that is not a deed, mortgage, or bond, the President and/or the Executive Director shall have signature authority. Said authority is limited, however, to signing documents, agreements, contracts, contract modifications, and other legally binding agreements that are consistent with the purpose and intent of the USET Sovereignty Protection Fund, Inc. (USET SPF).

Further, the President or Executive Director, as relevant, shall notify the Executive Officers at least two business days in advance before signing a document that has a value in excess of [\$250,000]. The Executive Officers shall be deemed to have received notice if they have actual knowledge of the matter that will be the subject of a signed document or if the President or the Executive Director has provided notice by email with the emails send date as the effective date of notice. The President and the Executive Director shall also provide regular updates to

the Board of Directors of any documents signed pursuant to this paragraph.

Executive Officers are required to disclose all real or apparent conflicts of interest regarding all contracts. If such a conflict of interest exists, and the President is unable to fulfill his or her contract responsibilities, such responsibility will default to the Vice President.

SECTION 10. GIFTS. Directors may accept on behalf of the Corporation, from anyone other than contractors, potential contractors, or parties to sub-agreements, any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

ARTICLE IV EXECUTIVE OFFICERS

SECTION 1. GENERAL. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The four officers of the Corporation shall hold the same position within United South and Eastern Tribes, Inc. (USET).

SECTION 2. ELECTION AND TERM OF OFFICE. The Executive Officers shall be elected by the Board of Directors from its membership at the Annual Board of Directors Meeting. If the election of officers shall not be held at such meeting, an election shall be held as soon after as may be convenient. The Executive Officers shall serve a term of two years and/or until their successors are elected and there shall be no limits on the number of terms and Executive Officer may serve.

SECTION 3. ELECTION PROCEDURES. The election of officers shall be conducted by the Secretary as the last order of business on the third day of the Annual Meeting unless a vacancy occurs in any office during the course of the year, then this vacancy shall be filled by special election by the Board of Directors at their next regularly scheduled meeting, following the procedure outlined below.

The Secretary shall provide notice of the election sixty days in advance.

Candidates for Executive Office must be Directors on the Board of Directors (including alternates). Candidates must submit both a letter of intent and supporting documentation from his or her Member to the Secretary thirty-five days prior to the date of election and the Secretary shall distribute said material to the Board of Directors thirty days prior to the date of election. No candidate can run for more than one office.

Any Director wishing to nominate a Director as a candidate for an Executive Office position must submit a letter of recommendation to the Secretary thirty-five days prior to the date of election and the Secretary shall distribute said material to the Board of Directors thirty days prior to the date of election. [The nominee must accept the nomination and must secure supporting documentation from his or her Member.]

In circumstances where a vacancy occurs less than 30 days before the date of the election, the 30 day notice requirement is waived; however candidates and those nominating a Director for office must submit a letter of intent to run for office or a letter of recommendation, as applicable, as soon as possible.

As the last order of business on the second day of the Annual meeting, each candidate for office shall have an opportunity to present his or her platform prior to voting. The presentation of platforms will take place by office and in alphabetical order by the candidate's last name with the exception of the incumbent, if applicable, presenting last. Elections shall be held by secret ballot following the presentation of the candidates' platforms with each Director having the right to cast one vote.

Elections shall be by secret ballot with votes tabulated by USET SPF staff and results announced by the Executive Director. A candidate who receives a majority of the votes cast shall be deemed elected and shall enter office on

the final day of the Annual Meeting as the last order of business. In the event that there are three or more candidates and not one candidate receives fifty-one percent or more of the votes entitled to be cast, the ballot forms will be reissued and a run-off election between the two candidates receiving the most votes will be conducted after a one-hour recess in the election process. In the event that two or more candidates each receive an equal number of votes, the ballot forms will be reissued and a run-off election or elections, if more than one run-off is necessary, will be conducted after a one-hour recess in the election process.

If a candidate runs uncontested, there is no ballot requirement and said candidate shall be elected by acclamation. The installation of Officers will be held at the conclusion of the Board of Directors business meeting.

SECTION 4. PRESIDENT. The President shall be the Principal Executive Officer of the Corporation. Subject to the authority and direction of the Board of Directors, the President shall have general charge of the business and affairs of the Corporation, and shall act as the Corporation's primary governing body representative for the purposes of any activity or event that the Corporation participates in or attends. The President shall preside at all meetings of the Board of Directors, keep the Board of Directors fully informed concerning the programs and activities of the Corporation, and, in general, perform all duties incident to the office and such other duties as the Board of Directors may prescribe. Notwithstanding the foregoing, the President may appoint a delegate to serve as the Corporation's representative for the purposes of any activity or event that the Corporation participates in or attends.

SECTION 5. VICE-PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors. In the event the presidency shall become vacant, the Vice-President shall serve as Acting President, with all the powers of the presidency, until the vacancy is filled.

SECTION 6. SECRETARY. The Secretary shall be responsible for assuring that tasks such as keeping minutes, sending out notices, maintaining the Corporation's records, and maintaining an official list of contact information for each Director, among other administrative functions, are properly delegated and carried out by the Corporation's administrative staff, and performing all duties that may be assigned to him or her by the President or the Board of Directors.

SECTION 7. TREASURER. The Treasurer shall be responsible for assuring that the Corporation's funds and securities, financial books and records, and all other monies, deposits, and accounts, are properly maintained and collateralized through appropriate coordination with and delegation to the Corporation's Controller and the Corporation's administrative staff, and for performing all duties incident to the office of Treasurer and such other duties that may be assigned to him by the President or the Board of Directors.

SECTION 8. BONDING OF OFFICERS AND EXECUTIVE DIRECTOR. The Corporation shall ensure that the Board of Directors and the Executive Director are bonded while acting in official capacity.

SECTION 9. OFFICER REMOVAL. Any Executive Officer may be removed by majority vote of the Board of Directors where the officer has acted outside of the best interest of the Corporation, or whenever in the judgment of the Board of Directors, removal of such officer is in the best interests of the Corporation.

SECTION 10. OFFICER AUTOMATIC REMOVAL. If an Executive Officer misses two consecutive meetings of the Board of Directors without just cause, as determined by the Board of Directors, such officer shall be automatically removed from office and his or her office declared vacant. An election to fill such vacancy shall be conducted in accordance with Sections 1 and 2 of this Article at the next regular meeting of the Board of Directors.

SECTION 11. OFFICER RESIGNATION. Any Board of Director may resign by giving written notice to the Board of Directors or to the President.

SECTION 12. RESIDENCY. There is no residency requirement to hold an Officer position.

ARTICLE V ADMINISTRATION

SECTION 1. EXECUTIVE DIRECTOR. An Executive Director shall be employed by the President with the approval of the Board of Directors for the management of the Corporation at its office. The Executive Director shall be a member of the Corporation's Administration, not a Director of the Corporation. Duties, employment and termination of the Executive Director shall require the approval of three-fourths of the members of the Board of Directors. The Executive Director shall communicate with the President and/or Officer as primary points of contact during the regular course of business.

Except where otherwise provided, the Executive Director shall select and appoint such agents, counsel and employees, permanent and temporary, comprising the Corporation's staff, as in his or her judgment the Corporation requires and shall determine the qualifications, duties and compensation, if any, for such positions.

SECTION 2. DEPUTY DIRECTOR. A Deputy Director shall be employed by the Executive Director with the approval of the Board of Directors in order to carry out functions as determined by the Executive Director. In the event that the Executive Director is unable to carry out the duties of his or her position, the Deputy Director shall assume the Executive Director's responsibility until such time as the Executive Director can assume his or her responsibilities. Duties, employment and termination of the Deputy Director shall require the approval of three-fourths of the members of the Board of Directors.

ARTICLE VI MEETINGS

SECTION 1. REGULAR MEETINGS. The Board of Directors shall hold two regular meetings each year: Impact Week Meeting and Annual. The Impact Week Meeting shall be held in the Washington, DC area and the Annual Meeting shall be held in the Fall.

The Annual meeting shall be hosted by a Member to the extent possible. The location and dates of regular meetings shall be established two years ahead of time, or as close to two years ahead of time as is reasonable, and notice of the location and date shall be disseminated promptly after it is decided. Additional notice shall be provided at least 45 days prior to the regular meeting. Notice shall mean written notice delivered personally or sent by mail to each Director at his address as shown on the records of the Corporation, or electronic notice sent by electronic mail to each Director at his number or email address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice emailed, such notice shall be deemed to be delivered when the said email is received.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or any member of the Board of Directors. Items to be discussed at special meetings shall be restricted to those items in the call for the meeting. Notice of any special meeting of the Board of Directors shall be given at least ten days, but not more than 45 days, prior thereto. Notice shall mean written notice delivered personally or sent by mail to each Director at his address as shown on the records of the Corporation, or electronic notice sent by telefax or electronic mail to each Director at his telefax number or email address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If faxed or emailed, such notice shall be deemed to

be delivered when said telefax or email is received. The notice requirements of this section may be waived by majority vote of the Board of Directors. If such a waiver is granted, a summary of the meeting and any actions taken shall be provided to any absent Directors within two business days of the special meeting.

Directors may participate in a special meeting by means of a video or audio conference technology or similar communications equipment so long as all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

SECTION 3. EMERGENCY EXECUTIVE OFFICERS ACTION. The Executive Officers may take action between Regular meetings, when it would be impractical or untimely to call a special meeting of the Board of Directors, which has the effect of an action taken at a regular Board of Directors meeting, when all four Executive Officers affirmatively agree that such action is necessary and in the interests of the organization. For such action to be authorized, the President and/or the Executive Director shall poll the Executive Officers, ensuring that communications are sent in a timely fashion to every Executive Officer. Polling of the Executive Officers under this section has the effect of a regular meeting vote of the Board of Directors and may be described as such in any document. The polling may be in person, by telephone, by text, by email or by fax, but where an Executive Officer has responded in person, by telephone or by text, he or she must follow up with documentation confirming his or her vote by email, fax, mail or courier within 24 hours. If emergency Executive Officer action is taken, a summary of the action shall be provided to the Board of Directors within two business days of the authorization of the action.

SECTION 4. QUORUM. A simple majority of the members of the Board of Directors who are entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. (For example, when the membership consists of 26 Tribes that means there are 52 Board of Directors members. In this situation, it is a majority of 52, which is no less than 27 that constitutes a quorum.) A quorum may also be established if there is at least one Director from 14 or more Members present. A quorum must be present at the time of any vote in order for the vote to be lawful and binding.

SECTION 5. WAIVER OF NOTICE. The attendance of a Director at any regular or special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a special meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully cancelled or convened. The business to be transacted at a meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by Statute, The Articles of Incorporation, or these Bylaws.

Whenever any notice is required to be given under the provisions of The Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

SECTION 6. RESOLUTIONS. See Attachment 1.

SECTION 7. EXECUTIVE SESSION. Executive Sessions may be called for during regular meetings of the Board of Directors as deemed necessary. Additionally, the Board of Directors shall go into executive session upon a motion and a second without the need for a vote on the motion. The President shall also have the authority to call an executive session. Executive sessions are closed and audio/video recording is prohibited. Any decision/action made by the Board of Directors in executive session shall be formalized when the Board of Directors reconvenes during their next regular session.

Only members of the Board of Directors or those persons invited by the Board of Directors may attend Executive Sessions.

SECTION 8. MEETING MINUTES. Meetings must be recorded in their entirety through the recording of minutes. The summary of the minutes will be provided to the Secretary of the Corporation for review. The Board of

Directors shall review and approve minutes at the next regularly scheduled meeting.

SECTION 9. PROCEDURE. The Board of Directors may choose to apply Robert's Rules of Order in instances where these bylaws do not set forth a process for conducting the meeting.

ARTICLE VII
COMMITTEES – [See Attachment 2](#)

SECTION 1. MANNER OF ESTABLISHING. The Board of Directors may establish standing or special committees as deemed necessary to study the various interests/needs of Tribal governments. Committees are established by Board of Directors Resolution.

SECTION 2. GENERAL POWERS. The affairs of the committee shall be managed by its membership. Each committee shall have a Chairperson responsible for conducting the meetings.

SECTION 3. MEMBERSHIP. Members may designate one representative (committee member) for each respective committee established by the Board of Directors. The committee member shall serve at the discretion of the Member he or she represents.

SECTION 4. VOTING. Each Member represented on a committee shall have one vote. The act of the majority of the committee members present at the meeting shall be the act of the committee.

SECTION 5. MEETINGS. Committees can meet during regularly scheduled Board of Directors meetings. Special meetings may be called by the Committee Chairperson with the concurrence of the President.

SECTION 6. QUORUM. There shall be no quorum requirement for committee action at any regularly scheduled USET meeting; however, no Committee action becomes final until approved by the Board of Directors.

SECTION 7. BYLAWS. Bylaws of the Board of Directors shall govern all business conducted by Committees.

SECTION 8. CONDUCT OF BUSINESS. The Committees may choose to apply Robert's Rules of Order in instances where these bylaws do not set forth a process for conducting the meeting.

SECTION 9. MEMBERS AND CHAIRPERSON ROLES AND RESPONSIBILITIES. Roles and responsibilities of Committee members and chairpersons are established to ensure maximum value to USET.

- Committed to the vision, mission and values of the USET SPF Corporation.
- Represent the best interest of their USET SPF members at all times.
- Understand and comply with the corporation's governing documents.
- Hold meetings as necessary to properly fulfill their role.
- Seek professional advice when needed.
- Keep informed of the activities of the corporation and the wider issues that affect its work.
- Invite and/or confirm persons to speak to committee during scheduled meetings; by phone, e-mail, or letter.
- Draft agenda for committee meeting, with understanding USET SPF Executive Director or designee has authority to change as needed.
- Discuss issues within their jurisdiction and keep Board of Directors fully informed.
- Draft resolutions and submit to the Board of Directors for review and/or approval.
- Draft "White Paper" or other mode of communication stating position on subject for consideration by Board of Directors.
- Recommend action items to Board of Directors.

- Meet with Board of Directors when necessary.

9.1 MEMBERS. Committee members shall serve as subject matter experts and offer guidance and direction to the USET Board of Directors; represent the best interests of the USET Member at all times while remaining cognizant of broader organizational needs and strategy and ensure that Committee activities and priorities reflect the diverse needs of USET membership.

9.2 CHAIRPERSON/VICE CHAIR/SECRETARY. Committee Chairpersons maintain the roles and responsibilities as Committee members and shall be responsible to: participate on a Quarterly Committee Chair conference call; communicate with Committee members and the USET Executive Director on a consistent basis throughout the year to ensure an optimal level of coordination and communication; communicate position paper needs and offer guidance for “white paper” drafting to the USET Executive Director; draft and submit resolutions to the Board of Directors for review and consideration and establish committee budget priorities each fiscal year.

Chairperson Responsibilities:

Before the Meeting

- Plan the agenda. Include items brought to you by other members.
- Submit agenda to USET Office in timely manner, adhering to the deadline(s) set by the USET office.
- Communicate with members to ensure meeting date is known and confirm attendance.
- Be well briefed about each item and actions taken since last meeting.
- Ensure all necessary background papers (including the last meeting’s minutes) are sent to members along with the agenda beforehand.
- Check with staff to make sure meeting equipment has been ordered as requested by presenters.
- Attend the Chairperson’s Meeting.

During the Meeting

- Start the meeting. Welcome any new members. Make any necessary announcements. Review the agenda for approval.
- Maintain meeting control. Establish and carry out time limits.
- Allow flexibility and freedom of expression but keep to the agenda.
- Ensure notes are being taken so minutes can be prepared.
- Try to encourage all members’ participation.
- Be prepared to highlight issues when no one else will, and to be the one who always has to ask the awkward questions.
- Ensure everyone understands what is being discussed.
- Ensure that decisions are recorded and what actions are going to be taken to implement them.
- Assist members to work together for the overall purpose of the member Tribes.
- Head discussion of proposed resolution.

At the End of the Meeting

- Summarize decisions made and actions to be followed up.
- Discuss what items will be put on the next agenda, and what work needs to be done before meeting, by whom, how to be communicated, etc.
- Ensure resolutions are submitted to USET Office on time.
- Ensure minutes and/or committee report is completed and submitted to USET Office on time.
- Meet with Board of Directors during Business Session to present committee report and be available to answer any questions from the Board about proposed resolutions.

Vice/Co-Chair Responsibilities:

The vice/co-chairman serves as the committee chairperson in the chairperson's absence and may otherwise assist with the duties of the chairperson as requested.

Secretary Responsibilities:

Before the Meeting

- Coordinate with the chairperson to ensure that members are aware of meeting date.
- Circulate to members (a) any papers to be discussed at the upcoming meeting and (b) a copy of the agenda, minutes of the previous meeting, or as requested by chairperson.
- Make sure that any reports or information requested at the last meeting is available or that its absence is explained.

During the Meeting

- Make sure sign-in sheets are available at beginning of meeting for members to sign.
- Present minutes of the previous meeting, and if they are approved, obtain proper signature.
- Take notes of the meeting, recording the key points, and making sure that all decisions are recorded, as well as the name of the person responsible for carrying them out.
- Make sure the Chairperson is supplied with all the necessary information for the agenda, and remind the Chairperson if an item has been overlooked

At the End of the Meeting

- Prepare a committee report; working with the Chairperson or other members (when needed) for submittal to USET Office by time directed.
- Send notice of each decision requiring action to the relevant member.
- Once returning to office, e-mail a copy of committee report to all members, including those not in attendance at said meeting.

**ARTICLE VIII
CHECKS, DEPOSITS AND FUNDS**

SECTION 1. CHECKS, DRAFTS, DEPOSITS AND FUNDS. All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by a Director.

SECTION 2. DEPOSITS. All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year. The Board of Directors shall retain the services of a Certified Public Accountant to audit the financial records and accounts of the Corporation and prepare an audited financial statement report.

**ARTICLE X
AMENDMENTS**

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice, including the text of the

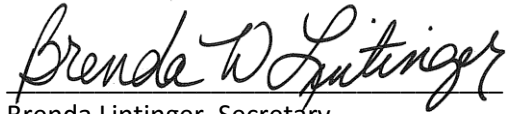
proposed amendment or a statement specifying the proposed action, shall be given at least ten days prior to the meeting.

CERTIFICATION

Said Bylaws were duly approved after review by the Board of Directors on Tuesday, August 13, 2013.



Brian Patterson, President



Brenda Lintinger, Secretary