

OJO CALIENTE RESTORATION SOCIETY (OCRS)



BY-LAWS

**Revised
2012**

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BYLAWS

ARTICLE I- LEGAL PROVISIONS

Section 1-Name: Ojo Caliente Restoration Society

Section 2-Legal Status:

The Ojo Caliente Restoration Society is registered in the state of New Mexico as a domestic non-profit organization. The Ojo Caliente Restoration Society (OCRS) is a separate entity of the Chihene Nde Nation of New Mexico. It serves as the Cultural Center and Historical Preservation of the Chihene Nde Nation of New Mexico. The Organization was granted tax exemption status pursuant to Sections 501 (c) (3) of the United States Internal Revenue Code.

Section 3-Composition:

The membership consists of tribal elders of the Chihene Nde Nation of New Mexico and under this entity, the Tribal Council appoints and ratifies the OCRS Board of Directors.

Section 4- Operations:

The headquarters are in New Mexico. The OCRS may also provide services to the membership residing outside the state. The delivery of services must meet the OCRS mission, aims and purposes. Operations outside of New Mexico must have the expressed permission of the OCRS Board of Directors.

ARTICLE II- AIMS AND PURPOSES:

The Ojo Caliente Restoration Society seeks to promote the re-recognition and restoration of the Chihene Nde Nation of New Mexico. The Society also fosters and promotes historical, cultural, and linguistic education for all of its members and future generations, which will include economic development and training that will assist members in gaining self reliance and sustainability.

ARTICLE III- MEMBERSHIP:

Section 1.-Duties and Responsibilities:

To serve as a Board of Directors, one must be an enrolled member of the Chihene Nde Nation of New Mexico. The Tribal Council of the Chihene Nde Nation of New Mexico appoints the Elders or distinguished members of the Tribe to serve on the Board of director of the OCRS. They serve at the pleasure of the Tribal Council and Chair.

Section 2.-Rights and Privileges:

The Board of Directors must be members in good standing with the Chihene Nde Nation of New Mexico. Board of Directors must participate in all quarterly or special meetings of the Ojo Caliente Restoration Society (OCRS).

ARTICLE IV- ORGANIZATIONAL STRUCTURE:

Section 1- Board of Directors:

A. Definition and Composition:

The Board of Directors of the OCRS are appointed by the Tribal Chairperson and ratified by the Tribal Council of the Chihene Nde Nation of New Mexico. They are appointed to oversee the accountability and operations of the organization.

B. Powers:

The Board of Directors must attend the Board Meetings and vote on all matter concerning the operations and general business of the Society.

C. Limitations:

The Board Members are expected to represent the best interest of the Society and that of the Chihene Nde Nation of New Mexico. They are only to conduct business both germane and material to the mission of the Society. They must conduct themselves with integrity and professionalism. They must agree to be discrete in all matters dealing with personnel issues or those matters deemed sensitive and confidential. They serve during the tenure of the elected Tribal Council and must be re-appointed to serve on the OCRS Board.

D. Meetings:

Meetings are held quarterly and coordinated by the Executive Director and at the direction of the Chairperson. These meetings may be conducted via teleconference or by other means of innovative technologies to save on expenses and travel. The Executive Director or Chairperson may call an emergency meeting. For emergency meetings, there must be at least 72 hours notice. Notice for other meetings should at least be afforded two (2) weeks.

E. Quorum:

At least one-third (1/3) of the Board of Directors should be present at any meeting to constitute a quorum.

ARTICLE V- BOARD OF DIRECTORS AND OFFICERS

Section 1- Elected Officers:

- A. President/Chairperson
- B. Vice President/Vice Chairperson
- C. Secretary
- D. Treasurer

Section 2- Appointed Officers

- A. Executive Director
- B. Spiritual or Cultural Advisor
- C. Legal Advisor/General Counsel
- D. Others deemed necessary by the OCRS Board

Section 3- Qualifications:

Members must be considered an Elder and/or a distinguished member in good standing of the Chihene Nde Nation of New Mexico.

Section 4- Elections:

The Vice Chairman of the Tribal Council of the Chihene Nde Nation shall coordinate elections at the direction of the Chair and Tribal Council. Only the appointed Board of Directors' are allowed to vote and participate in the elections of officers.

Section 5- Tenure of Officers:

The tenure of each Board Member and Officer is for two years (2) years and coincide with the appointment of the Tribal Chair and Council of the Chihene Nde Nation of New Mexico. The appointments are made after the general election of the Tribal Council bi-annually on the even years.

Section 6- Appointment of Officers:

The Tribal Council Chair can make appointment to fill vacancies at the recommendation of the Executive Director and/or Chairperson of the OCRS in the event of resignation, death or removal of a board member or officer. All appointments and officers, staff or board members must be ratified by the Board of Directors.

Section 7- Impeachment or Removal of Officers:

Any elected or appointed Officer or Board Member may be impeached and/or removed from office for any of the following reasons:

1. Disloyalty to the government of United States of America;
2. Actions prejudicial or contrary to or in violation of the Constitution and Bylaws, Aims and Purposes, Resolutions, Policies or Customs of the Ojo Caliente Preservation Society or the Chihene Nde Nation of New Mexico;
3. Dereliction of duty,
4. Incompetence in office;
5. Misappropriation of funds;
6. Misconduct in Office;
7. Improper or immoral conduct;
8. Oral or printed denunciations of the Society, its role or procedures intended to discredit the organization or embarrass its membership and/or officers.

Section 9- Duties and Responsibilities of Officers:

A. President/Chairperson:

Preside over all meetings. Make rulings and govern over the organization. Robert's Rule of Order will be used while conducting meetings. A Chairperson cannot vote unless there is a tie. The Chairperson may temporarily relinquish his power to the Vice Chair or any officer within the chain of command in order to vote or become part of the debate or discussion on any given subject matter.

B. Vice President/ Vice Chairperson:

Preside over meetings during the absence of the Chair. The Vice Chair is a voting member, but is subjected to the same rules as the Chair while in the acting capacity.

C. Treasurer:

The Treasurer is to maintain financial records and provide financial reports to the Board Members during the regular meetings. The Treasurer is required to open an account at any FDIC financial institution once approved by the Board of Directors. The Treasurer is to assure fiscal responsibility and accountability via records and to disperse funds only for those expenses and operations approved by the Board of Directors.

D. Secretary:

The Secretary is responsible for recording the minutes at all official meetings. The Secretary is also to read minutes and other official communications presented at the Board of Directors' meetings. The Secretary is appointed by the Executive Director and/or Chairperson and ratified by the Board.

E. Board of Directors:

These Board Members are to serve as voting Board of Directors. They must attend and participate in OCRS Board Meetings. They serve as ambassadors on behalf of the Tribe in all fiscal matters including, but not limited to, the oversight of the operations and functions of the organization. They have a fiduciary responsibility to carry out the best interests of the Society and the Chihene Nde Nation of New Mexico.

G. Executive Director:

The Executive Director is considered a paid staff member when funds become available. His/her duties are to act as the administrator. This compensation can be either as an independent contractor or staff employee. The OCRS Board of Directors has full discretion and determination of the scope of business relationship. The Executive Director has oversight over the all staff and operations of the OCRS. The Executive Director shall report on a monthly basis all activities and status of the operations and activities of the OCRS. The Executive Director is responsible for planning and facilitating all meetings, conferences and gatherings of the society at the OCRS Chair or Board of Directors discretion.

H. Spiritual and Cultural Advisor:

The person holding this position must be well versed in Apache culture, language, traditions, heritage and ceremonies. This function has normally been held by a recognized Apache medicine person. This person is selected and serves at the pleasure of the Executive Director and Board. Like other appointments this appointment is subject to ratification of the Board of Directors.

F. Legal Advisor/General Counsel:

The Executive Director and Chairperson may select or name a legal advisor. This is preferably a voluntary or on a pro bono basis. The Board may hire a legal representative or firm in the event litigation is deemed necessary and appropriate.

H. Tribal Chair-Ex-Officio Member:

The Chairperson of the Tribal Council of the Chihene Nde Nation of New Mexico may serve as an Ex-Officio member of the OCRS Board of Director and provide input and recommendation at all meetings.

ARTICLE VI- GENERAL PROVISIONS

The Ojo Caliente Restoration Society reserves the right to modify and amend these sections once the organization adopts a seal, logo, motto and other paraphernalia or items associated with the promotion of the Society.

ARTICLE VII- FINACIAL PROVISION

Section 1- Revenue Sources:

The funds obtained by the Society shall be either from financial contributions from its members, businesses or corporate alliances, foundation or government grants, and other fundraising activities approved by the Board of Director of the Society.

Section 2- Budget:

The Executive Director and Treasurer must present a budget by the first quarterly meeting every year. This budget will be a line item budget form and operate during a fiscal year. The fiscal year for the Society shall be from July 1 to June 30. Funds may be leveraged and BAR coded, but these actions must be recorded in the minutes at the respective Board of Directors' meetings. All Budget or Budget Adjustments Requirements (BAR) must be documented in the minutes of the Board of Director's meetings.

Section 3- Disbursements:

All disbursements shall be made on the first (1st) and fifteenth (15th) of every month. These disbursements must be identified in the line item budgets or approved in the minutes by the Board of Directors.

Section 4- Audits:

At the yearly conventions, the Chairperson will select an auditing committee. This committee must have qualified persons with a background in accounting, public finance, and business management in either public or private administration. The General Accounting Principles and Practices (GAPP) will be used in the annual audits. The audit report will be reported to the general assembly by the Auditing Committee Chair. The Society will conduct external audits in special projects that require quality assurances, such as federal and state grant funding. The Society Business Staff will conduct quarterly quality assurance audits using the GAPP model.

Section 5- Conflict of Interest Policy:

The OCRS has adopted a Conflict of Interest Policy consistent with the recommended best practices and procedures outlined by the Internal Revenue Service for tax exempt

organizations. OCRS adopted such a policy in 2008.

ARTICLE VIII- BY-LAWS

Section 1- Enabling and Repealing Provision:

Any changes of any provision to the Bylaws can be made by the Board of Directors. All provisions must have two-third (2/3) majority vote of the OCRS Board of Directors.

Section 2- Amendments:

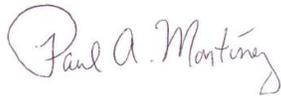
Any amendments to the By-laws can only be made by the Board of Directors. A board member that wishes to change or amend the Bylaws must submit written justification and arguments to the Society's Board of Director's. The majority of the Board of Directors must approve recommendations for any amendments. The Executive Director must forward this recommendations to the Board of Director and there must be a two-thirds (2/3) majority vote from the Board of Directors to amend the Bylaws.

Section 3- Resolutions:

All Resolution must be given to the Executive Director. The Executive Director will provide them to the Chair. The Chair will appoint a Resolutions Committee to review all resolutions. If the Resolutions are appropriate and relevant to the mission of the Society, the Committee Chairperson will read the proposed resolution at the Quarterly Meeting for consideration and passage by majority vote.

Section 4-Decorum and Parliamentary Procedures:

Robert's Rules of Order will be the form of parliamentary procedures, protocol and decorum utilized by the Ojo Caliente Restoration Society during all Board of Directors' meetings.



10/19/2012



10/19/2012

Chairperson

Date

Secretary

Date

OJO CALIENTE RESTORATION SOCIETY (OCRS) CONFLICT OF INTEREST POLICY

*Adopted October 2008
Revised October 2012*

Article I-Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organizations (Ojo Caliente Restoration Society) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II- Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a Transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III-Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV- Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V-Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI-Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII-Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on

