

**BYLAWS  
OF THE  
TRIBAL EDUCATION DEPARTMENTS  
NATIONAL ASSEMBLY, CO.**

ARTICLE 1.        Name.

The name of the corporation (Corporation) shall be as set forth in the Certificate of Incorporation. References in these Bylaws to the Certificate of Incorporation shall mean the Certificate of Incorporation of the Corporation as from time to time is in effect.

ARTICLE 2.        Members.

Section 2.1.    Membership. The Corporation shall have two (2) classes of members, Regular Members and Affiliate Members.

Section 2.2    Regular Members. Regular Members shall consist only of the education departments or divisions of federally-recognized American Indian or Alaska Native tribes whose application has been accepted as outlined in Section 2.6 of these Bylaws, and then only upon the affirmative vote of a majority of the Board of Directors.

Section 2.3.    Affiliate Members. Affiliate Members shall consist of all other members whose application has been accepted as outlined in Section 2.6 of these Bylaws, and then only upon the affirmative vote of a majority of the Board of Directors.

Section 2.4.    Regular Member Representation. Each Regular Member shall be entitled to one (1) vote at all membership meetings, which vote shall be cast as the delegate(s) representing such Regular Member shall decide. In the event that only one (1) delegate is present at a membership meeting, such delegate shall cast a whole vote.

Section 2.5.    Affiliate Member Representation. Affiliate Members may attend membership meetings but shall not be entitled to vote at any membership meetings. Affiliate Members shall not have any right to representation on the Executive Committee or as Officers of the Corporation, but shall have rights to representation on the Board of Directors and / or other Committees as provided by the Board of Directors. Affiliate Members shall have a right to obtain such information as is available, receive such technical assistance as is available, and receive other privileges as the Board of Directors from time to time may bestow.

Section 2.6.    Membership Application Process:

- a.        The Corporation shall have written policies and / or guidelines that provide information on membership in the Corporation. These documents shall be available upon request to entities that are or that may be seeking membership in the Corporation.
- b.        Written application and supportive documents, including a valid resolution or other suitable documentation from the respective governing body authorizing

membership in the Corporation, shall be submitted to the President to initiate the application process.

- c. The Board of Directors only shall take action within a reasonable time on membership applications properly submitted. When deciding what action to take in response to applications for membership, the Board of Directors shall use the submitted materials.
- d. Written notification of membership applications approved or withheld shall be made by the President promptly following the Board of Directors' action on them. If membership is withheld, the President shall give written reasons for either the deferral or denial of the applicant.

Section 2.7. Fees. Annual membership fees for each class of membership shall be fixed by the Board of Directors. The Board of Directors may, in its discretion, impose additional fees upon each class of members.

Section 2.8. Withdrawal of Members. Members of the Corporation may withdraw from the Corporation at any time by submitting in writing to the President a statement of withdrawal. All benefits of membership in the Corporation shall cease effective on the date of the withdrawal, and all monies, property, contracts, and other assistance shall be returned to the Corporation or canceled. The Corporation may require an audit of withdrawing members if it believes an audit is necessary for any reason concerning financial fiduciary relationships to the Corporation.

Section 2.9. Loss of Regular Membership Status. Regular Members shall retain all of the rights and privileges of this membership class unless and until such time as one or more of the membership requirements outlined in Article 2 are not met.

Section 2.10. Regular Meetings. The membership of the Corporation shall meet regularly once each year in the fall in a location specified by the Board of Directors. The Board of Directors may, however, change the month of a regular meeting by resolution. The regular meeting in the fall shall be for the purpose of electing directors and the transaction of such other business as may come before the meeting.

Section 2.11. Special Meetings. Special meetings of the membership may be called by the President, the Executive Committee, or thirty-three percent (33%) of the Regular Members at any time. Only business within the purpose or purposes described in the meeting notice may be conducted at special meetings of the membership.

Section 2.12. Notice of Regular and Special Meetings. Written notice stating the place, day, and hour of a regular meeting of the membership, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent not less than ten (10) nor more than sixty (60) days before the date of the meetings, either personally, by mail, facsimile, or electronic mail, by or at the direction of the President, the Executive Committee, or the Regular Members calling the meeting, to each Regular Member and to each Affiliate Member. However, notice of a meeting to act on an amendment to the Certificate of Incorporation of the Corporation, a plan of merger, a proposed sale of assets, or the dissolution of the Corporation shall be deemed

sent when deposited in the United States mail, addressed to the Members at their addresses as they appear on the records of the Corporation, with postage thereon prepaid. The record date for determining Members entitled to notice of, or to vote at, a regular or special meeting is the regular business day before the date that notice must be sent. If a regular or special meeting is adjourned to a different date, time, or place new or additional notice need not be sent if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or shall be fixed pursuant to these Bylaws, however, new or additional notice of the adjourned meeting shall be sent under this section to Members as of the new record date.

Section 2.13. Waiver of Notice. Members may waive any notice required by law or these Bylaws before or after the date and time of the meeting that is the subject of such notice. Waivers shall be in writing, signed by the member(s) entitled to such notice, and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the Corporation's records. A Member who attends a meeting shall be deemed to have (a) waived objection to any lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waived objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to consideration of the matter when it is presented.

Section 2.14. Qualification of Voters. Any Regular Member in good standing, otherwise eligible to vote, is entitled to vote at any membership meeting.

Section 2.15. List of Members at Meeting. At least ten (10) days before each membership meeting, the Secretary shall make a complete list of all members of the Corporation with the address of each. The list of members shall be arranged by class and shall be subject to inspection by any member at anytime during usual business hours, and shall be produced and kept open at the time and place of the meeting, subject to inspection during the whole time of the meeting for the purposes thereof. The Corporation's records regarding members shall be prima facie evidence as to who are the members entitled to examine membership meeting lists or records or eligible to vote at any membership meeting. If the requirements of this Section have not been substantially complied with, the meeting shall, on demand of any Regular Member in person or by proxy, be adjourned until the requirements are complied with. Refusal or failure to prepare or make available the membership meeting list does not affect the validity of action taken at the meeting prior to the making of any such demand, but any action taken by the members after making of any such demand shall be invalid and of no effect.

Section 2.16. Quorum and Voting; Fixing Record Date. A quorum at any membership meeting shall consist of a majority of the Regular Members entitled to vote thereat, represented in person or proxy. If a quorum is present, the affirmative vote of the majority of the Regular Members at the meeting entitled to vote on the subject matter shall be the act of the membership, unless the vote of a greater number is required by law, the Certificate of Incorporation, or these Bylaws. Once a Regular Member is present at a membership meeting, he or she is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

Section 2.17. Proxies. Every Regular Member entitled to vote in person may authorize another Regular Member to act for him or her by proxy. The Regular Member or such member's duly authorized attorney-in-fact must sign every proxy appointment form. An appointment of a proxy becomes effective when received by the Secretary or other officer or agent authorized to tabulate votes. Proxies shall be valid from the date of execution until the next meeting unless a longer period is expressly provided in the proxy appointment form. Every proxy shall be revocable at the pleasure of the Regular Member executing it.

Section 2.18. Presiding Officer and Secretary. At any membership meeting, if neither the President nor Vice President is present, the Regular Members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an Assistant Secretary is present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 2.19. Action Without Meeting. Any action required or permitted to be taken at a membership meeting may be taken without a meeting if all Regular Members entitled to vote on the action consent in writing to the action. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by all of the Regular Members entitled to vote on the action, and delivered to the Secretary for inclusion in the minutes and filing with the Corporation's records. Any action taken by written unanimous consent shall be effective when all consents are in possession of the Corporation if no effective date is specified in the written consent(s).

Section 2.20. Meeting by Conference Telephone. Except as otherwise required by law or restricted by the Certificate of Incorporation or these Bylaws, Members may participate in a membership meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

### ARTICLE 3. Board of Directors.

Section 3.1. Power of Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors.

Section 3.2. Number of Directors. The Board of Directors of the Corporation shall initially consist of three (3) members. At the first annual fall membership meeting the number of members of the Board of Directors shall be increased to nine (9) members. Thereafter, the number of members of the Board of Directors may be increased or decreased from time to time by resolution of the Board of Directors. All Directors must be Regular or Affiliate Members in good standing; provided that, regardless of the number of Directors, no more than twenty-five percent (25%) of the Directors at any given time may be Affiliate Members.

Section 3.3. Election and Term of Directors. The Board of Directors shall initially consist of the persons named as directors in the Certificate of Incorporation. The directors constituting the initial Board of Directors shall hold office until the first annual fall membership meeting and until qualified successors are elected. Directors shall hold office for staggered three (3) year terms, except that at the first annual membership meeting, the members shall elect three (3) directors for a term of one (1) year; three (3) directors for a term of two (2) years; and, three

directors for a term of three (3) years. The term of each Director shall be specified at his or her election. At each annual fall membership meeting thereafter the members shall elect three (3) directors for a term of three (3) years. Each Director shall serve until his or her qualified successor has been elected, or until his or her death, resignation, or removal.

Section 3.4. Regular Meetings. The Board of Directors shall meet regularly two (2) times each year – once in the spring and once in the fall. Unless otherwise specified by the Board of Directors, no notice of regular meetings of the Board of Directors shall be necessary. The regular meeting of the Board of Directors in the fall shall be held at the same place as, and immediately after, the regular membership meeting. The regular meeting of the Board of Directors in the fall shall be for the purpose of electing Officers and members of Committees, acting on membership applications, and the transaction of such other business as may come before the meeting.

Section 3.5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President (or, in his or her absence, by the Vice President), or by thirty-three percent (33%) of the Directors, and may be held at such time and place as the notice or waiver thereof may specify.

Section 3.6. Attendance of Alternates. If it is impracticable or impossible for a Director to attend any Board of Directors meeting, he or she may delegate as his or her alternate with full voting rights another Director or, in the event that no such person is able to attend a Board of Directors meeting, a Director may designate in writing a special alternate with full voting rights for that meeting.

Section 3.7 Waiver of Notice. Directors may waive any notice required by law or these Bylaws before or after the date and time of the Board of Directors meeting that is the subject of such notice. The waiver shall be in writing, shall be signed by the Director entitled to such notice, and shall be delivered to the Secretary to be filed with the minutes of the meeting or the Corporation's records. A Director who attends or participates in a Board of Director's meeting waives objection to lack of notice or defective notice of the meeting unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.8. Quorum. A quorum at all meetings of the Board of Directors shall consist of a majority of the current numbers of Directors present and in person, but a smaller number may adjourn from time to time without further notice, until a quorum is secured. The act of at least five (5) Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Certificate of Incorporation, or these Bylaws. A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to transacting specified business at the meeting or (b) he or she votes against, or abstains from voting on, the action taken.

Section 3.9. Vacancies. Vacancies in the Board of Directors may be filled by appointment of the Directors at any Board of Directors meeting, unless previously filled by

appointment of the Members; provided that, such appointments shall occur in accordance with these Bylaws and any applicable resolutions of the Board of Directors. A Director appointed to fill a vacancy shall hold the position of Director for the unexpired term of his or her predecessor Director, and until his or her qualified successor is duly elected. The Board of Directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

Section 3.10. Removal. Directors may be removed with or without cause by the vote of a majority of the Directors or by a majority of the Members. Directors may be removed for cause only after reasonable notice and an opportunity to be heard before the body proposing to remove him or her has occurred.

Section 3.11. Resignations. Directors may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 3.12. Actions Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent in writing to such action. Such action shall be evidenced by one (1) or more consents stating the action taken, signed by each Director either before or after the action taken. Such written consents shall be included in the minutes of proceedings of the Board of Directors and filed with the Corporation's records reflecting the action taken.

Section 3.13. Meeting by Telephone Conference. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one (1) or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.14. Compensation of Directors. Directors shall serve without compensation. Directors may receive reimbursement from the Corporation for reasonable travel expenses documented and directly connected with appropriate business of the Corporation.

#### ARTICLE 4. Committees.

Section 4.1. Executive Committee. The Board of Directors may create an Executive Committee to handle and manage the affairs of the Corporation between meetings of the Board of Directors. The Executive Committee shall consist of not less than four (4) Directors, all of whom shall be Regular Members. The Board of Directors shall elect the members of the Executive Committee at its regular fall meetings. The Executive Committee shall be empowered to do any and all things, not otherwise prescribed by law, the Certificate of Incorporation, these Bylaws, or the Board of Directors, which the Board of Directors might do. All actions taken by the Executive Committee between meetings of the Board of Directors must be reported to the Board of Directors at its next regular meeting.

Section 4.2. Other Committees. The Board of Directors may create one (1) or more

other Committees to address appropriate business of the Corporation. Such Committees shall consist of three (3) or more Directors; provided that, a majority of the Directors of any Committee shall be Regular Members.

Section 4.3. General Provisions. All Committees created by the Board of Directors shall keep minutes of their proceedings, which shall be reported to each member of the Board of Directors at its next meeting and shall be filed with the Corporation's records. Committees may take action without a meeting if all members of the Committee consent to the action in writing signed by each member of the Committee, either before or after the action taken. In addition, one (1) or more members of any Committee may participate in any meeting of the Committee by means of conference telephone or similar communications equipment pursuant to which all persons participating in the meeting can hear each other. Committees shall have and may exercise, to the extent specified by the Board of Directors, all of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no Committee, including the Executive Committee, shall have the power or authority to amend the Certificate of Incorporation, adopt an agreement of merger or consolidation, authorize the sale, lease, or exchange of all or substantially all of the Corporation's property and assets, dissolve the Corporation or revoke a resolution dissolving the Corporation, fill vacancies on the Board of Directors or on the Executive Committee, or amend or repeal these Bylaws.

Section 4.4. Quorum. Unless the Board of Directors provides otherwise, a majority of the members then serving on a Committee shall constitute a quorum for the transaction of business, and the act of a majority of Committee members present at a meeting which a quorum is then present shall be the act of such Committee.

Section 4.5. Committee Rules. Unless the Board of Directors provides otherwise, Committees shall establish their own rules for conducting business. Committees may conduct their business in the same manner as the Board of Directors conducts its business under Article IV of these Bylaws.

Section 4.6. Compensation of Committee Members. All Committee members shall serve without compensation from the Corporation.

## ARTICLE 5. Officers, Agents and Employees.

Section 5.1. Officers. The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. In no event shall the President hold any additional office within the Corporation. Officers must also be Directors and Regular Members.

Section 5.2. Election of Officers. Officers shall be elected for a term of one (1) year by the Board of Directors at its regular fall meeting; provided that, Officers shall hold office at the pleasure of the Board of Directors. In electing Officers the Board of Directors shall vote by secret ballot.

Section 5.3. Other Officers and Agents. The Board of Directors may by resolution establish and appoint additional officers or agents of the Corporation as it deems necessary for

the conduction of the business of the Corporation, including Assistant Secretaries or Assistant Treasurers. Such other officers or agents shall have authority and perform such duties as may be prescribed by the Board of Directors. Other officers or agents of the Corporation shall hold office at the pleasure of the Board of Directors.

Section 5.4. Vacancies. Should any Office of the Corporation other than President become vacant, or be declared vacant for any reason, the President shall appoint a successor who shall serve until the next regular meeting of the Board of Directors at which time the Board of Directors shall appoint a successor to fill the vacancy until the next regular fall Board of Directors meeting. In the event the office of President is declared or becomes vacant; the Vice President shall serve the unexpired term of the President.

Section 5.5 Duties of the Officers. The Officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other further duties as are prescribed in these Bylaws and as may be from time to time required of them by the Board of Directors. Specifically, they will perform the following functions:

- a. The President shall be the presiding officer of the Corporation and shall preside at all membership and Board of Director meetings.
- b. In the absence of the President, the Vice President shall preside at all membership and Board of Director meetings. The Vice President shall perform such other duties as the President and the Board of Directors may prescribe.
- c. The Secretary shall keep the minutes of all membership, Board of Directors, and Executive Committee meetings and shall maintain all records of the Corporation.
- d. The Treasurer shall collect and receive all monies of the Corporation. The Treasurer shall be the custodian of all Corporation monies and shall deposit them in a bank or other depository designated by the Board of Directors. The Treasurer shall have the authority to sign checks on behalf of the Corporation and, by vote of the Board of Directors, shall have the authority to disburse Corporation funds for duly authorized purposes. The Treasurer shall also be responsible for the day-to-day financial operation of the Corporation and shall devise and promulgate bookkeeping and accounting methods which shall be consistent with requirements governing grants or donations made to the Corporation. The Treasurer shall also be responsible for setting up and carrying out such audits as may be required by the Corporation's grantors or donors or as may be required by the Board of Directors or the Members.

Section 5.6. Compensation of Officers and Agents. The Corporation may, but is under no obligation to, pay compensation in a reasonable amount to Officers, Assistant Officers, and agents for services rendered to the Corporation. Such compensation if any, is to be fixed by the Board of Directors. The Board of Directors may require Officers or agents to give security for the faithful performance of their duties.



Section 5.7. Removal. Officers and agents may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not, of itself, create contract rights.

Section 5.8. Absence, Inability to Act. In the event of absence or inability of any Officer or agent to act on behalf of the Corporation, the Board of Directors may delegate the powers and duties of such Officer or agent to any other Officer, Director or person whom it may select and whom shall serve until the absent or disabled Officer or agent is able to act or a successor Officer has been duly elected or a successor agent has been duly appointed.

Section 5.9. Resignation. Officers may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

## ARTICLE 6. Miscellaneous.

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall be from October 1 to September 30 or such other period as may be fixed by the Board of Directors.

Section 6.2. Corporate Seal. The Corporation shall not have a corporate seal. Instruments that are executed on behalf of the Corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or the Vice President and either the Secretary or the Treasurer. All other instruments executed by the Corporation, including a release of mortgage or lien, may be executed by the President or the Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by an Officer(s) or agents(s) that are specifically designated to do so by resolution of the Board of Directors.

Section 6.3. Checks, Notes, Contracts. The Board of Directors shall, from time to time; determine who shall be authorized on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or, to execute and deliver other documents and instruments.

Section 6.4. Books and Records. The Corporation shall keep at its office correct and complete books and records of account; the activities and transactions of the Corporation; minutes of membership, Board of Directors, and Executive Committee meetings; and, a current list of the Members, Directors, and Officers and their residence addresses. The books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.5. Reserve Fund. The Board of Directors, in its uncontrolled discretion, may set aside from time to time, out of monies of the Corporation, such sum or sums it deems expedient as a reserve fund to meet contingencies, for maintaining any property of the

Corporation, and for any other lawful purpose.

Section 6.6. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at a regular membership meeting or at a special membership meeting called for that purpose.

Section 6.7. Dissolution. Upon dissolution of the corporation, the assets of the Corporation shall be distributed in accordance with the Certificate of Incorporation and applicable law.

Section 6.8. Severability. To the extent that any provision or provisions of these Bylaws shall be determined by a court of competent jurisdiction to be in violation of any statute, rule of law, government regulation or decree, such provision or provisions shall be void and of no effect to the extent, and only to the extent, of such determination, but the remainder of the provisions of these Bylaws shall survive and continue in full force and with full effect.

Section 6.9. Effective Date. These Bylaws shall become effective upon approval by the initial three (3) Directors of the Corporation as named in the Certificate of Incorporation.

### CERTIFICATION

I certify that the foregoing is a true and correct copy of the Bylaws of the above-named Corporation, duly adopted by the initial Directors on the 27th day of October, 2004, as amended by the Regular Membership at a Special Meeting called for that purpose the 23<sup>rd</sup> day of August 2006.



\_\_\_\_\_  
Director

**ATTEST:**



\_\_\_\_\_  
Director



\_\_\_\_\_  
Director

Adopted by the initial Directors of the Corporation, October 27, 2004, Phoenix, Arizona, as amended by the Regular Membership at a Special Meeting held by telephonic conference call August 23, 2006.



**TRIBAL EDUCATION DEPARTMENTS NATIONAL ASSEMBLY  
MEMBERSHIP RESOLUTION No. 06-001**

**TITLE: TO AMEND THE TEDNA BYLAWS SECTION 3.8,  
QUORUM AT BOARD OF DIRECTORS MEETINGS**

**WHEREAS,** We, the Regular Members in good standing of the Tribal Education Departments National Assembly (TEDNA), Co., hereby invoke the blessings of the Creator in all our efforts, business, and activities; and

**WHEREAS,** Section 6.6 of the TEDNA Bylaws, adopted October 27, 2004, provides that the Bylaws can be amended only by the membership of TEDNA; and

**WHEREAS,** At their First Annual Fall Membership Meeting, held on October 5, 2005 the membership of TEDNA duly and properly effectuated Bylaws Section 3.2 , which provides that " . . . the number of members of the Board of Directors shall be increased to nine (9) members;" and

**WHEREAS,** the Bylaws Section 3.8 provides that "A quorum at all meetings of the Board of Directors shall consist of at least eighty percent (80 %) of the current numbers of Directors present and in person . . . .", and accordingly under this provision eight (8) of the nine (9) Directors are required for a quorum at all Board meetings; and

**WHEREAS,** The Board has reported to the membership that it has been very difficult to achieve a quorum of the Board at all Board meetings (which by the Board's own initiative are held monthly in addition to the two (2) regular Board meetings per year required by the Bylaws Section 3.4), and the lack of a quorum has hindered the management of the business and affairs of the Corporation; and

**WHEREAS,** The Board also has reported to the membership that it has considered seriously this matter and believes that it is in the best interests of the Corporation to propose an amendment to the Bylaws Section 3.8 that reduces the required quorum at all Board meetings from eighty percent (80%) to a simple majority (51%); and

**WHEREAS,** Pursuant to the Bylaws Sections 2.11 and 2.12 the President has called and duly and properly noticed a Special Meeting of the Membership for the purpose of acting upon a proposed amendment to the Bylaws Section 3.8 that would reduce the required quorum at all Board meetings from eighty (80%) to a simple majority (51%) and would require at least five (5) or more Directors to act on behalf of the Corporation, which maintains control of the actions of the Board in a majority of the total number of Directors (9); and

**WHEREAS,** The membership has considered the proposed amendment to the Bylaws Section 3.8, and finds that it is in the best interests of the Corporation to amend the Bylaws Section 3.8 accordingly;

**NOW THEREFORE BE IT RESOLVED:** That the membership hereby amends the Bylaws Section 3.8 to provide that, "A quorum at all meetings of the Board of Directors shall consist of a majority of the current numbers of Directors in present and in person . . . ."; and

**BE IT FURTHER RESOLVED:** That the membership hereby also amends the Bylaws Section 3.8 to provide that, "The act of at least five (5) Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors . . . ."; and

**BE IT FURTHER RESOLVED:** That all other provisions of the Bylaws adopted October 27, 2004 shall remain in full force and effect unless and until they are validly and properly altered, amended, or repealed by the membership.

**CERTIFICATION**

The foregoing TEDNA Membership Resolution No. 06-001 was adopted by the Membership and certified by the Board of Directors at a Special Meeting of the membership held by telephonic conference call this 23rd day of August, 2006 at which a quorum of eighteen (18) Regular Members was represented, and by a vote of eighteen (18) in favor and none (0) opposed.



\_\_\_\_\_  
Director

**ATTEST:**



\_\_\_\_\_  
Director



\_\_\_\_\_  
Director

Adopted by the TEDNA Membership at a Special Meeting of the membership held by telephonic conference call on August 23, 2006.



**TRIBAL EDUCATION DEPARTMENTS NATIONAL ASSEMBLY**

**MEMBERSHIP RESOLUTION No. 05-002**

**TITLE: TO APPROVE THE CORPORATION'S MISSION STATEMENT**

**WHEREAS**, We, the Regular Members in good standing of the Tribal Education Departments National Assembly (TEDNA), Co., hereby invoke the blessings of the Creator in all our efforts, business, and activities; and

**WHEREAS**, the TEDNA Board of Directors is of the view that it is in the best interests of the Corporation to have a well-crafted Mission Statement of the Corporation; and

**WHEREAS**, the Board of Directors for two years has drafted and refined a Mission Statement for the Corporation with substantial input from Tribal Education Departments and other interested parties nationwide; and

**WHEREAS**, the Board has presented the Draft Mission Statement to the Membership of the Corporation at this First Annual Membership Meeting, with a recommendation that the membership adopt the Mission Statement on behalf of the Corporation for the Corporation; and

**WHEREAS**, the membership accordingly wishes to adopt the Mission Statement proposed by the Board for the Corporation, a copy of which is attached hereto;

**NOW THEREFORE BE IT RESOLVED:** That the Membership of the Corporation hereby adopts the attached Mission Statement for the Corporation, and deems it to be the Mission Statement of the Corporation.

**CERTIFICATION**

The foregoing TEDNA Membership Resolution No. 05-002 was adopted by the Membership and certified by the Board of Directors this 5th day of October, 2005.

\_\_\_\_\_  
Director

**ATTEST:**

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Director



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Director

Adopted by the Regular Membership at the First Annual Fall Membership Meeting, October, 5, 2005, Denver, Colorado.



## **Tribal Education Departments National Assembly**

### **MISSION STATEMENT**

Proposed for Adoption at the  
First Annual Membership Meeting,  
*October 5, 2005*  
*Denver, Colorado*

It is the mission of TEDNA to:

Assemble and represent collectively indigenous sovereign nations' departments of education;

Respect and honor each nation's distinct spiritual, cultural, linguistic, and economic identities;

Foster effective relationships with other governmental and educational agencies, organizations, and entities;

Facilitate communication and cultivate consensus amongst members by, among other things, providing current, accurate, and pertinent information to members; and,

Support and encourage each member nation's right to define and reach its own education goals for its students, families, and communities wherever they may be located.