

**CORPORATE BY-LAWS
OF THE
INTERTRIBAL TRANSPORTATION ASSOCIATION**

ARTICLE I
NAME AND AUTHORITY

The name of this Corporation is the Intertribal Transportation Association (ITA), a non-profit corporation incorporated in the State of Montana with its principal offices in Harlem, MT. The Corporation may have such other and additional offices as the Executive Committee or General Membership may, from time-to-time determine or as the affairs of the Corporation may require. ITA receives its authority from the Tribal Nations and American Indian/Alaska Native Communities that are active members of The Corporation, and have given the ITA permission to act on their behalf. The active members of The Corporation also encourage ITA to provide assistance to non-active Tribal Nations.

ARTICLE II
PURPOSES

The Corporation is organized to represent the transportation interests of and to foster the development, operation and maintenance of transportation systems of American Indian/Alaska Native Tribes, Pueblos, Nations, Villages, Communities, or Rancherias (Tribes). The purposes of the Corporation are to do all things necessary and appropriate to assist Tribes in the development of their transportation systems, including but not limited to:

1. Cooperation with appropriate agencies and offices of federal, state, tribal, and local governments as are useful and necessary to develop and improve methods of administration, planning, research, design, construction, maintenance and operation of facilities to provide the effective and efficient transportation of persons and goods in support of individual Tribes' goals and objectives;
2. The study of all problems connected with highway transport and other modes of transportation;
3. Development of technical, administrative, and operational standards and policies for tribal transportation systems;
4. Represent the member Tribes of the ITA in the drafting and implementation of Interagency Agreements and Memoranda of Understanding between the Bureau of Indian Affairs (BIA) within the US Department of the Interior and the Federal Highway Administration within the US Department of Transportation concerning tribal transportation matters.
5. Serve as a clearinghouse for information and developments concerning transportation policy, technical data, regulatory models and funding sources; provide support to the Tribal Technical Assistance Program (TTAP) and coordinate

training and technical assistance to tribes in the development of transportation systems.

ARTICLE III
GENERAL MEMBERSHIP

All federally recognized tribes are eligible to designate one (1) duly authorized, voting member to the General Membership of the Corporation. Tribes may send additional non-voting representatives to the meetings of ITA.

The General Membership may by resolution, establish additional classes of members which would not have voting privileges.

The governing and policy making body of the Corporation shall be the General Membership, which shall have authority and responsibility for the supervision, control, and direction of the Corporation. The General Membership may adopt such rules, policies, and regulations consistent with these bylaws and the Articles of Incorporation for the conduct of its business, as it deems advisable.

ARTICLE IV
OFFICERS

The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. The general membership shall elect the officers who will serve on the Executive Committee for the following terms of office:

President – 2 years

Vice President – 2 years (alternating from presidential election)

Secretary- 2 year (elected with vice-president)

Treasurer – 2 year (elected with president)

The election of Executive Committee officers shall occur at the Corporation's Annual Meeting as defined in Article XI.

President

The President shall call and preside at all regular and special meetings of the General Membership and Executive Committee, and shall appoint all committees, except as otherwise provided. In the absence of the President, the Vice President will preside. In the absence of the President and Vice President, the Executive Committee shall select a president pro tempore.

Vice President

In the event of a vacancy in the office of the President, the Vice President shall succeed to the presidency for the remainder of the term. As directed by the President, the Vice President shall preside at specific sessions of the Annual Meeting of the ITA, and in the event of

the incapacity or absence of the Secretary or Treasurer, will have the authority to discharge all duties and authorities of the Secretary or Treasurer.

Treasurer

The Treasurer shall have oversight of all corporate funds and financial transactions which shall be conducted in conformity with policies, adopted by the Executive Committee. The Treasurer shall report on the financial condition of the corporation at all meetings of the General Membership and at other times when called upon by the President.

Secretary

The Secretary or his or her designee shall keep a fair and true record of all proceedings of the meetings of the General Membership and the Executive Committee. The duties of recording and documenting all proceedings of the General Membership and Executive Committee meetings may be delegated to a person or persons, though all recording and documentation shall be signed and approved by the Secretary.

ARTICLE V
REGIONAL REPRESENTATIVES

There shall be twelve (12) regions eligible to elect one (1) representative and one (1) alternate representative, respectively to the Executive Committee of the ITA. The regions eligible to elect one representative and one alternate, respectively are defined thusly:

Region One – Tribes whose lands are within the states of Iowa, Nebraska, North Dakota, and/or South Dakota and are served by the BIA Great Plains Regional Office;

Region Two – Tribes whose lands are within the states of Colorado, New Mexico, and/or Texas and are served by the BIA Southwest Regional Office;

Region Three – Tribes whose lands are within the states of Kansas, Nebraska, Oklahoma, and/or Texas and are served by the BIA Southern Plains Regional Office;

Region Four – Tribes whose lands are within the states of Montana and/or Wyoming and are served by the BIA Rocky Mountain Regional Office;

Region Five – Tribes whose lands are within the States of Alabama, Connecticut, Florida, Louisiana, Maine, Massachusetts, Mississippi, New York, North Carolina, Rhode Island, South Carolina, and/or Virginia and are served by the BIA Eastern Regional Office;

Region Six – Tribes whose lands are within the State of Alaska and are served by the BIA Alaska Regional Office;

Region Seven – Tribes whose lands are within the States of Iowa, Michigan, Minnesota, and/or Wisconsin and are served by the BIA Midwest Regional Office;

Region Eight – Tribes whose lands are within the State of Oklahoma and are served by the BIA Eastern Oklahoma Regional Office;

Region Nine – Tribes whose lands are within the States of Arizona, Colorado, New Mexico, and/or Utah and are served by the BIA Navajo Regional Office;

Region Ten – Tribes whose lands are within the States of Arizona, California, Nevada, and/or Utah and are served by the BIA Western Regional Office;

Region Eleven – Tribes whose lands are within the States of Alaska, Idaho, Montana, Oregon and/or Washington and are served by the BIA Northwest Regional Office;

Region Twelve – Tribes whose lands are within the States of California and Nevada and are served by the BIA Pacific Regional Office;

ARTICLE VI REMOVAL AND VACANCIES

Removal

Any individual elected to the Executive Committee can be removed for one or more of the following reasons:

1. Failure to participate in three (3) consecutive Executive Committee meetings without a formal excuse voted and accepted by the Executive Committee.
2. Failure to fulfill the duties and responsibility described in Article IV for their particular office.
3. Any misconduct deemed inappropriate while acting on behalf of the ITA.

The Executive Committee will investigate and proceed with a hearing to determine if the conduct is severe enough for removal.

Vacancies

In the event of a vacancy of the President, Vice President, Secretary or Treasurer, the Executive Committee will determine the procedures for filling the vacancy.

The vacancy by a regional representative will be filled by his/her alternate and an alternate's vacancy will be filled at the discretion of the Executive Committee.

ARTICLE VII
EXECUTIVE COMMITTEE

Membership

The President, Vice President, Secretary, Treasurer and the twelve (12) regional representatives defined in Article V shall comprise the Executive Committee.

Organization

The President of the ITA shall be the chairperson of the Executive Committee. If the President is unable to attend a meeting of the Executive Committee, the Vice President shall act as chairperson. In the absence of both President and Vice President, any voting member that is a regional representative may be designated by the quorum to act as chairperson.

Responsibilities

The Executive Committee shall have the following responsibilities, which shall be executed within such policies and instructions as may be determined by a majority vote of the General Membership:

1. The preparation and adoption of the Corporation's annual budget, in accordance with procedures which it shall establish and in keeping with the Corporation's dues structures as established by the General Membership;
2. The development and adoption of the Corporation's strategic plan and annual work program and the responsibility to consider and act upon related financial management decisions for the corporation;
3. Personnel management decisions, including but not limited to the hiring and removal of the executive director, and establishing his or her compensation and benefits;
4. Creation of and appointment of members to such standing and special committees as, from time to time, are necessary and desirable for the conduct of the Corporation's business and fulfillment of its purposes;
5. Determining the time and place of the annual meeting;
6. Consideration and approval of applications for Associate, Affiliate and other membership statuses as it deems necessary; and
7. General management of the business of the Corporation, including such matters as authorizing contracts, conducting audits, receiving and reviewing financial reports, establishing administrative procedures, establishing general conditions of employment and investigating allegations of misconduct of any officer or regional representative.

Quorum

A majority of the Executive Committee shall constitute a quorum to conduct business. The Executive Committee shall meet at the call of the President; or on the call signed by four (4) members of the Executive Committee. The President shall vote only in the case of a tie.

Action Without a Meeting

Any action that may be authorized at a regular meeting of the Executive Committee, may be conducted and approved without an in-person or teleconference meeting, if all of the members entitled to vote on the action approve the action by signed, written consent. Any such action must comply with the requirements of the Montana Revised Statutes.

ARTICLE VIII EXECUTIVE DIRECTOR

The Executive Committee may hire the chief executive officer (executive director) of the Corporation who will serve at the will of the Executive Committee. The Executive Director shall be responsible for carrying out the policies, procedures, and programs of the General Membership and the Executive Committee. The Executive Director will keep a record of all transactions of the Corporation, the General Membership and the Executive Committee, issue all notices of the meeting and perform such additional duties as the Executive Committee may direct. The Executive Director shall be responsible for maintaining all corporate bank accounts and directing the disbursements necessary for the operation of the Corporation. He or she shall be an ex officio non-voting member of all corporate committees. In the event of the incapacity of the Executive Director, the President shall appoint an Acting Executive Director to direct all disbursements necessary for the operation of the corporation. The President and a majority vote of the Executive Committee shall determine the incapacity of the Executive Director.

ARTICLE XI MEETINGS

Regular Meetings

Prior to the beginning of each calendar year, the President shall call an Annual Meeting, of which the location and time, must be approved by a simple majority of the Executive Committee. A written notice of the location and time of the Annual Meeting shall be given not less than 60 days prior to the start date of the meeting to the contact information on file for each general member.

A quorum is attained if a simple majority of the active members of the ITA are present. A proxy may be counted to attain a quorum if the proxy designates an active member and specifically identifies via a signed letter the purpose and parameters of the proxy's power.

Special Meetings

Special meetings of the General Membership may be called:

1. by the President at the time and place designated in the President's call for the special meeting; or,
2. by the Executive Director upon written request of one-third of the active General Members.

Written notice of the special meetings shall be given not less than fifteen (15) working days prior to the date of such meeting. Issues to be addressed must be specifically stated and no other business may be addressed at a special meeting.

A quorum is attained if there is a majority of the active members present. A proxy may be counted to attain a quorum if the proxy designates an active member and specifically identifies via a signed letter the purpose and parameters of the proxy's power.

Emergency Meetings

The President or the Executive Director with six (6) written requests from the Executive Committee may determine the need for an emergency meeting and call such emergency meeting of the Executive Committee via telephone stating the specific purpose for the meeting. A majority of the Executive Committee must be in attendance to achieve a quorum. No business other than the specific purpose for the meeting may be acted on at the meeting, and any action taken at an emergency meeting is subject to later confirmation by a majority of the General Membership.

Voting

A simple majority vote of those active members present at a regular or special meeting, on matters of general business shall be considered binding on the corporate officers and committees. The President of ITA shall vote only in case of a tie.

On matters involving the adoption of voluntary guides, technical polices and standards, a two-thirds favorable vote of, all active members present at a regular or special meeting shall constitute the recommendation of the corporation as to such guides, technical policies, and standards.

Action without a Meeting

Any action that could be taken at a regular meeting of the Corporation may be taken without a meeting if all of the members entitled to vote on the action approve the action by written consent. Any such action must comply with the requirements of Montana Revised Statutes.

ARTICLE X

DUES

Dues for Active Members shall be set by two-thirds vote of the Executive Committee in a meeting conducted in accordance with the rules of Article IX. At the next Annual Meeting immediately succeeding any change to the established dues schedule, the General Membership shall be entitled to a vote to ratify or reject the dues schedule revised by the Executive Committee by a two-thirds vote. In the event of rejection, the General Membership will develop and approve by two-thirds vote the dues schedule for the next fiscal year at the Annual Meeting. The payment of annual dues by an active member in conformity with the schedule set

forth by the General Membership shall entitle all active members from such Tribe to exercise the privileges of membership in the Corporation.

The right to vote shall be limited to active members not owing dues at the time of the annual meeting of the Corporation.

ARTICLE XI
AMENDMENTS

The bylaws may be amended by two-thirds vote of the active members. The vote will be accomplished by meeting or written ballot. Proposed amendments may be introduced at any meeting of the General Membership and voted upon.

ARTICLE XII
GOVERNING RULES

Robert's Rules of Order Revised shall govern parliamentary questions.

ARTICLE XIII
FISCAL YEAR

The fiscal year shall commence January 1 and shall end on December 31 of each year.

ARTICLE XIV
SEAL

The Corporation shall have a seal of such design as the General Membership may adopt.

ARTICLE XIV
INDEMNIFICATION

Any director, officer, former director or former officer of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of being or having been such director or officer. Except in relation to matters as to which he or she shall be adjudged in said action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaws, agreement, vote of General Membership or members, or otherwise.

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