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**BYLAWS OF THE
NATIONAL TRIBAL AIR ASSOCIATION**

RECITALS

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

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

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

**ARTICLE I
NAME**

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

**ARTICLE II
MISSION STATEMENT**

The mission of the NTAA is to advance air quality management policies and programs, consistent with the needs, interests, and unique legal status of American Indian Tribes, Alaska Natives, and Native Hawaiians¹.

**ARTICLE III
GOALS**

Section 1.

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

Section 2.

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

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



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Section 3.

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

Section 4.

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

Section 5.

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

**ARTICLE IV
POLICY STATEMENTS**

Section 1.

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

Section 2.

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

Section 3.

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

**ARTICLE V
MEMBERSHIP**

Section 1. Membership Categories

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

Section 2. Principal Members

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



- 1 B. The Principal Members have full membership privileges, including voting rights.
- 2 C. Every Principal Member entitled to vote shall have the right to do so either in person
- 3 or by one of more agents authorized by a written proxy signed by the Principal
- 4 Member and filed with the NTAA Secretary. A proxy shall be revocable unless the
- 5 proxy specifically states that it is irrevocable.
- 6
- 7 D. Any Principal Member may withdraw membership from the NTAA by submitting a
- 8 letter, or resolution, or other formal indication of its intent to withdraw, originating
- 9 from its respective Tribal governing body and addressed to the NTAA Executive
- 10 Committee.
- 11

12 **Section 3. Associate Members**

- 13 A. Associate Members agree to share similar goals and objectives with NTAA upon
- 14 approval by Executive Committee, including:
 - 15 a. Dedication for clean air quality in Indian Country
 - 16 b. Advocate for clean air quality management policies and programs consistent needs and
 - 17 interests of Tribes
 - 18 c. Uphold Tribal sovereignty and Tribal air quality programs.
 - 19 d. Engage in Tribal air quality programs
 - 20 e. Do not undermine Tribal governments
 - 21 f. Do not actively advocate against Tribes
- 22
- 23 B. Associate Members may include:
 - 24 a. American Indian organizations, consortia, individuals, and agencies
 - 25 b. State-recognized Tribes
 - 26 c. Organizational members
 - 27 d. Individual members
 - 28 e. May include Tribal, environmental, or other professionals
- 29
- 30 C. Associate Members are provided with full membership privileges with no voting right.
- 31
- 32 D. Any individual or organization with known subversive activities or affiliations contrary
- 33 to Section 3.A. shall not be admitted as an Associate Member of NTAA.
- 34

35 **Section 4. Ex-Officio Members**

- 36 A. Ex-Officio Members may be nominated by NTAA partners. Ex-Officio Members are
- 37 then approved by the NTAA Executive Committee by consensus or by the majority vote
- 38 of NTAA Principal Members. Nominees may include but not limited to:
 - 39 a. One by the NTAA grantee,
 - 40 b. One by the EPA Headquarters Office of Air and Radiation,
 - 41 c. One by the Tribal Air Monitoring Support Center's Steering Committee
 - 42 d. One by the EPA OAQPS Office Director,
 - 43 e. One by the regional EPA Tribal Air Coordinators
- 44 B. Ex-Officio Members are provided with full membership privileges with no voting
- 45 rights. Ex-Officio members are encouraged to actively participate in NTAA discussions

1 and are part of the consensus process. Ex-Officio members do not need financial
2 support to attend and participate in NTAA meetings.

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4 **ARTICLE VI**
5 **CONSENSUS DECISION MAKING AND VOTING**
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7 **Section 1. Consensus Decision Making**

8 The NTAA’s decision-making process regarding key air quality issues is based on
9 deliberation and consensus and is open to Principal Members.

10
11 **Section 2. Voting on Items**

12 The NTAA’s decision-making process regarding key air quality issues may require a voting
13 process, which is based on a majority of NTAA Executive Committee Members present.

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15 **ARTICLE VII**
16 **EXECUTIVE COMMITTEE**
17

18 **Section 1. Governing Body**

19 A. Administration of the NTAA is vested in the Executive Committee consisting of Tribal
20 representatives, one from each of the ten (10) U.S. Environmental Protection Agency
21 Regions, plus one from Alaska.

22
23 B. The Executive Committee may perform any acts or functions, which are consistent with
24 these Bylaws and are consistent with the directions of the Principal Members.

25
26 **Section 2. Regional Tribal Representatives**

27 A. The Tribes in each region shall decide their own process for selecting their regional
28 Tribal representative to serve on the NTAA Executive Committee. If a region is unable
29 to provide a Tribal representative at the term’s end, the current Tribal representative
30 shall continue for one additional term or until a replacement is found, whichever comes
31 first.

32
33 B. Each region shall have a period of ninety (90) days from receiving the official
34 notification from the NTAA Executive Committee to select a Tribal representative, and
35 notify the Executive Committee of its selection.

36
37 C. Selection of tribal representatives shall be completed for each region not less than thirty
38 (30) days before the Annual Meeting of the Principal Members.

39
40 D. The Tribes in each region shall decide the method of official certification of their
41 regional Tribal representative to serve on the NTAA Executive Committee, which may
42 include an official letter or resolution.

43
44 E. In cases where the Principal Members within an EPA Region decide not to select a
45 Tribal Representative Candidate for the Executive Committee, up to two
46 Principal Members from another EPA Region may serve, at the same time, on the

- 1 Executive Committee.
2 F. Principal Membership is granted to the Tribe of the NTAA Executive Committee
3 member during the representative's tenure on the Executive Committee, whether the
4 Executive Committee member's Tribe is a Principal Member or not; this is to allow the
5 elected NTAA representative to vote even though their Tribe is not a Principal
6 Member. This applies to primary and alternate members of the
7 Executive Committee.
8

9 **Section 3. Ex-Officio**

- 10 A. The Executive Director of the Grantee shall serve as an Ex-Officio member of the
11 NTAA's Executive Committee. The Grantee is the Fiduciary of the EPA grant that helped
12 form and continues to support the NTAA.
13

14 **Section 4. Vacancies**

- 15 A. Vacancies on the Executive Committee shall exist (1) on the death, resignation or
16 removal of any Executive Committee member or Officer, or (2) whenever the number of
17 authorized Executive Committee members or Officers is increased, as adopted in these
18 By-Laws.
19

20 1. Death

- 21 a. In the event that a region loses its representative, the region shall have sixty (60)
22 days, from the date that the region has been served notice of this loss by the
23 Executive Committee or by some other means, to appoint a new representative.
24 Replacement of the representative to the Executive Committee will be done
25 through whatever process deemed appropriate by the Regions Tribes.
26
27 b. The Regions Tribes may appoint its alternate representative as its new primary
28 representative and then select a new alternate.
29

30 2. Resignation

- 31 a. Any Executive Committee member or Officer may resign upon giving written
32 notice, with the effective date of the resignation, to the Executive Committee,
33 and to the region or other body, which elected him or her.
34

35 3. Removal

- 36 a. A region, in accordance with its rules and these Bylaws, may remove any
37 Executive Committee member or Officer(s), which represents it on the NTAA
38 Executive Committee.
39 b. Upon thirty (30) days' notice, any Executive Committee member or Officer may
40 be removed for cause by a two-thirds vote of the Executive Committee. For
41 purposes of this section, "for cause" includes, but is not limited to, two unexcused
42 absences from duly called meetings.
43

44 **ARTICLE VIII**
45 **OFFICERS**
46

1 **Section 1. Officers**

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

4
5 **Section 2. Terms of Office**

6 Terms of Office for Officers shall be staggered and last for two years.
7

8 **Section 3. Election of Executive Committee Officers**

9 A. The full Executive Committee shall serve as the Nominating Committee for its Officers.
10

11 B. The election of each Executive Committee Officer shall be held at a regular quarterly
12 meeting in the year in which the current officer's term expires, through a vote of the
13 Executive Committee.
14

15 **Section 4. Duties of Officers**

16 It shall be the duty of the Officers to:

- 17
18 A. Perform any and all duties imposed on them collectively or individually by these
19 Bylaws.
20 B. Meet at such times and places as required by these Bylaws.
21 C. Establish policies for the NTAA.
22 D. Perform any acts and functions which are consistent with these Bylaws and
23 E. which are consistent with the direction of the membership.
24 F. Participate in all personnel decisions regarding the Program Coordinator, to
25 G. include hiring, dismissal, and policies for the NTAA.
26

27 **Section 5. Chairperson**

28 The Chairperson shall act as Head Policy Officer when Executive Committee meetings are
29 held, including meetings with Principal Members, and as Head Executive Officer at all
30 times.
31

32 It shall be the duty of the Chairperson:

- 33
34 A. To call all regular and special meetings.
35 B. To preside at all meetings.
36 C. To preserve order at all meetings.
37 D. To decide all points of order that may arise.
38 E. To see that each subordinate Officer fulfills his or her duty.
39 F. To cast a deciding vote to break a tie.
40 G. To ensure that the NTAA Bylaws and policies are adhered to by all NTAA Executive
41 Committee Members and staff.
42 H. To provide guidance to the NTAA Program Coordinator regarding all of his or her duties
43 and responsibilities as delineated in the NTAA work plan.
44 I. To be responsible for the execution of all directives given by the Executive Committee.
45 J. To call a special meeting of the Executive Committee, at his or her discretion or at the
46 request of two (2) or more Executive Committee Members.

- 1 K. To represent the NTAA in meetings with local, state, Tribal, or federal governments or
- 2 agencies.
- 3 L. To exercise duties specified in adopted NTAA policies.

4
5 **Section 6. Vice-Chairperson**

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

- 7
- 8 A. To assume the duties of the Chairperson in his or her absence. In the event of a vacancy
- 9 of the Chairperson, to assume the duties of the Chairperson until a Chairperson is
- 10 selected to fill out the remainder of the term, pursuant to Section 3 of this Article.
- 11 B. To assume the duties of the Secretary and/or Treasurer in his or her absence as needed.
- 12 C. To exercise duties specified by NTAA polices.

13
14 **Section 7. Secretary**

15 It shall be the duty of the Secretary:

- 16
- 17 A. To keep a record of all the proceedings of the NTAA.
- 18 B. To call the roll at all meetings and to record absences.
- 19 C. To keep the Minutes and to preserve the records of the NTAA.
- 20 1. When minutes are drafted by staff, the Secretary will endorse the Minutes by
- 21 signature after the Minutes have been approved by the Executive Committee.
- 22 D. To provide each Executive Committee member, both primary and alternate, with an
- 23 information packet for the upcoming regular meeting, no later than five (5) working
- 24 days prior to the upcoming regular meeting.
- 25 E. To notify each Executive Committee member of Special Meetings by written notice no
- 26 later than three (3) days prior to the date established by the Chairperson for such
- 27 meetings.
- 28 F. To announce the results of elections of officers.
- 29 G. To assume the duties of the Chairperson in the event of a vacancy in both the
- 30 chairperson and Vice-Chairperson until a Chairperson is selected to fill out the
- 31 remainder of the term pursuant to Section 3 of this Article.
- 32 H. Except for Section 7.G. of this Article, it shall be the common practice of the
- 33 Executive Committee to assign the above duties of the Secretary to NTAA staff, and
- 34 conduct such duties when the staff is unavailable or position is vacant. To exercise
- 35 duties specified in adopted NTAA policies.

36
37 It shall be the duty of the Treasurer:

- 38
- 39 A. To oversee, but not supervise, NTAA's financial operations and status, and report to the
- 40 Executive Committee Members any concerns or irregularities observed.
- 41 B. To carry out the financial directives of the Executive Committee members, subject to
- 42 these Bylaws, the EPA, and the Grantee's Financial Management Policies.
- 43 C. To work in collaboration with EPA, and the Grantee and their Business Manager,
- 44 and make a financial report concerning the NTAA available at each Executive
- 45 Committee meeting.
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**ARTICLE IX
FINANCIAL OBLIGATIONS**

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Section 1. Monies

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

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

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Section 2. Compensation

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

**ARTICLE X
MEETINGS**

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Section 1. Purpose of Meeting

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

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Section 2. Place of Meetings

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

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Section 3. Meeting Attendance (Quorum)

- A. Six members of the Executive Committee, including at least two officers, shall constitute a quorum of the Executive Committee.
- B. The lack of a quorum at a meeting shall not prevent those present from proceeding with

1 discussions and preliminary consensus building. A summary of the discussion will be
2 kept, but will not be designated as official meeting
3 Minutes.

4 C. Attendees are considered present for quorum, voting, and consensus purposes at a
5 meeting, if they attend in person or via conference call.
6

7 **Section 4. Regular Meetings of Executive Committee**

8 A. The Executive Committee shall hold regular meetings on a quarterly basis at a time and
9 location to be designated by the Chairperson, with notice to all Officers and Executive
10 Committee, provided at least thirty (30) days in advance.

11 B. The meeting of the Executive Committee and its Officers, in conjunction with the
12 NTAA Annual Meeting, shall be deemed a regular meeting of the Executive
13 Committee, and shall meet the requirements of this section for an Executive
14 Committee quarterly meeting.
15

16 **Section 5. NTAA Annual Meetings**

17 A. The full membership of NTAA shall meet during the Annual Meeting.

18 B. The approximate date for the NTAA Annual Meeting shall remain the same each year,
19 unless unforeseen circumstances prevent meeting on selected dates. The Executive
20 Committee shall then schedule alternate dates.

21 C. Tribal representatives may attend Annual Meetings at their own expense
22

23 **Section 6. Notice of Meetings**

24 Notice of the Annual Meeting shall be made available to membership no less than ninety
25 (90) days prior to the meeting.
26

27 **Section 7. Records of Meetings**

28 The Secretary, and/or NTAA staff, shall maintain Minutes of all regular or special meetings.
29 Minutes of NTAA meetings are public records and shall be available to all members and
30 interested parties.
31

32 **Section 8. Special Meetings**

33 A. A special meeting is any meeting that falls outside the definitions of Article X Section 4,
34 of these Bylaws.

35 B. Special meetings may be called by the NTAA Chairperson, other Officer, or by a quorum
36 of the Executive Committee. The Grantee may also request a special meeting.
37

38 **Section 9. Conduct of Meetings**

39 A. The Executive Committee, Officers, and Principal Members shall strive for consensus
40 decision-making as a means to formally establish positions of the NTAA.

41 B. The conduct of meetings shall be reflective of Tribal customs, practices, and traditions.
42

43 **Section 10. Tribal Caucus**

44 At any time during a regular or special meeting of the NTAA, Tribes (Tribal representatives)
45 may meet in Tribal Caucus to discuss and deliberate on issues that require their exclusive
46 attention. A call for a Tribal Caucus shall be announced, and all others shall be asked to

1 leave the area. Upon conclusion of the Tribal Caucus, an announcement shall be made and
2 the regular or/special meeting shall resume with all participants.

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4 **ARTICLE XI**
5 **PROGRAM COORDINATOR AND AGENTS**
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7 **Section 1. Program Coordinator**

8 The Program Coordinator shall further the policies and programs established by the
9 Executive Committee, Officers, and voting membership.

10 A. In lieu of an NTAA Program Coordinator, the NTAA Executive Committee Chairperson
11 shall direct the activities of the NTAA and shall further the policies and programs
12 established by the Executive Committee, Officers, and voting membership. Between
13 meetings of the Officers or Executive Committee, he or she is responsible to the
14 Executive Committee.
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16 **Section 2. Agents and Representatives**

17 The NTAA, through the Executive Committee, may appoint agents and representatives with
18 such powers to perform acts or duties on behalf of the NTAA as the Officers and/or
19 Executive Committee sees fit, so far as may be consistent with these Bylaws and the NTAA
20 Work plan and Budget.
21

22 **ARTICLE XII**
23 **COMMITTEES**
24

25 **Section 1. Subcommittees and Work Groups**

- 26 A. The NTAA may establish standing, or ad-hoc subcommittees or work groups, when
27 necessary, to facilitate the purpose and goals of the NTAA. Other parties may be asked to
28 participate in these work groups to lend their technical expertise.
- 29 B. A lead person shall be designated to oversee the subcommittee or work group. The lead
30 person shall be responsible for ensuring that the committee or group carries out its
31 assigned task and shall place all items on the next NTAA meeting agenda for reporting
32 and discussion.
- 33 C. Issues and concerns of any work group shall be communicated to the Executive
34 Committee
- 35 D. The Executive Committee Chairperson or the Vice-Chairperson shall be an Ex-Officio
36 member of all committees except the Nominating Committee.
37

38 **ARTICLE XIII**
39 **AMENDMENTS TO BYLAWS**
40

41 **Section 1. Amendments**

- 42 A. Amendments must be approved by a majority vote of Principal Members who are
43 present during a NTAA regular or special meeting.
- 44 B. Any Principal Member or Executive Committee member may propose an amendment.
- 45 C. Any proposed amendment must be submitted in writing to the Chairperson of the
46 NTAA no less than sixty (60) days prior to the next meeting.

- 1 D. The proposed amendment(s) shall be distributed to all members of the NTAA and placed
2 on the agenda for the next NTAA meeting.
3 E. The Chairperson or an Executive Committee Officer may request a special meeting for
4 amendments to these Bylaws.
5 F. Voting for amendments to the NTAA Bylaws and dissolution is limited to Principal
6 Members and requires a majority vote of those in attendance with a minimum of six (6)
7 Executive Committee members present for quorum.
8 G. Each Principal Member shall designate in writing to the Executive Committee Secretary
9 one person to vote on its behalf.
10 H. Any item requiring a vote will be announced to the Principal Members at least 14 days
11 in advance of a meeting or voting deadline.
12 I. Principal Members may submit votes in person at a specified meeting. In lieu of
13 attending the meeting, Principal Members may send votes to the Executive Committee
14 Secretary by a verifiable method (e.g. fax, email, letter) to be received at least 48 hours
15 prior to the announced deadline or meeting.
16

17 **ARTICLE XIV**
18 **DISSOLUTION**
19

20 **Section 1. Procedure**

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

29 **ARTICLE XV**
30 **CERTIFICATION**
31

32 **Section 1. Signatures of Officers**

33 We hereby certify that the forgoing NTAA Bylaws were amended and approved by a vote
34 of the Principal Members on June 3, 2020 and adopted by collecting Principal Member
35 ballots at the NTAA Annual Meeting held on May 28, 2020 and via email until June 1, 2020.
36 Ballots were submitted to and counted by the NTAA Executive Committee Secretary. The
37 final vote regarding these Bylaws is 18 Principal Members in favor of and 1 Principal
38 Members opposed.
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41 **Section 2. Amended Bylaws, Signature of Officers**
42

Chair _____ Date: 6-15-2020

NTAA Bylaws
Amended May 28, 2020
Approved June 3, 2020

Vice Chair _____ *Brenda Ross* _____ Date: 6-15-2020

Secretary _____ *Carol Krub* _____ Date: 6-15-2020

Treasurer: Scott Hansen _____ Date: 6-17-2020