

**BYLAWS OF THE
NATIONAL TRIBAL AIR ASSOCIATION**

RECITALS

WHEREAS the National Tribal Air Association (NTAA) is a national Tribal organization founded by Resolution #STP-00-074-Formation of a National Tribal Air Organization adopted by the National Congress of American Indians (NCAI) in Saint Paul, MN, in 2000 and by Resolution #SD-02-020-NCAI Support of the National Tribal Air Association in San Diego, CA in 2002; and

WHEREAS Members of the NTAA adopted the Initial Bylaws (Initial Bylaws) which 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 the 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.

Section 3.

Promote and facilitate air quality policy and technical information that may include training, research, health and other scientific 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, permitting, air quality and other 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 and Associate Members.

Section 2. Principal Members

- A. Any Federally Recognized Tribe may become a Principal Member upon submission of a letter, Resolution, or other formal indication of their intent to join, originating from their respective Tribal governing body and addressed to the NTAA Executive Committee.
- B. Principal Members have full membership privileges, including voting rights.
- C. Every Principal Member entitled to vote shall do so through an authorized representative. An authorized representative may assign a proxy that shall be filed with the NTAA Secretary prior to voting. A proxy shall be revocable unless the proxy specifically states that it is irrevocable.
- D. Any Principal Member may withdraw membership from the NTAA by submitting a letter, or resolution, or other formal indication of its intent to withdraw, originating from its respective Tribal governing body and addressed to the NTAA Executive Committee.

Section 3. Associate Members

- A. Associate Members agree to share similar goals and objectives with NTAA upon approval by Executive Committee, including:
 - a. Dedication for clean air quality in Indian Country.
 - b. Advocate for clean air quality management policies and programs consistent needs and interests of Tribes.
 - c. Support Tribal sovereignty and Tribal air quality programs.
- B. Associate Members may include:
 - a. American Indian organizations, consortia, individuals, and agencies.
 - b. State-recognized Tribes.
 - c. Organizational members.
 - d. Individual members.
 - e. May include Tribal, environmental, or other professionals.
- C. Associate Members are provided with full membership privileges with no voting rights.
- D. Any individual or organization with known subversive activities or affiliations contrary to Section 3.A. shall not be admitted as an Associate Member of NTAA.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Governing Body

- A. Administration of the NTAA is vested in the Executive Committee consisting of Principal Member authorized representatives, one from each of the ten (10) U.S. Environmental Protection Agency Regions, plus one from Alaska.
- B. The Executive Committee may perform any acts or functions which are consistent with these Bylaws and are consistent with the priorities of the Principal Members. NTAA priorities will be determined by the governing body.

Section 2. Consensus Decision Making and Voting

- A. The NTAA's decision-making process regarding key air quality issues is based on deliberation and consensus.
- B. When the NTAA's decision-making process regarding key air quality issues requires a voting process, decisions will be based on a majority of NTAA Executive Committee Members present.

Section 3. Regional Tribal Representatives

- A. The Tribes in each region shall decide their own process for selecting their regional Tribal representative primary and alternate to serve on the NTAA Executive Committee. Primary and alternates will be chosen from the Principal Member Tribes or if a primary or alternate is chosen from a Tribe that is not a Principal Member that Tribe can join the NTAA within 60 days. If a region is unable to provide a Tribal representative primary and alternate at the term's end, the current Tribal representative primary and alternate shall continue for one additional term or until a replacement is found, whichever comes first.

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

C. The Tribes in each region shall notify the NTAA Executive Committee the names of the chosen Tribal representative primary and alternate who will serve.

Section 4. Primary Representative

It shall be the duty of the Primary Representative from each Region to:

1. To attend all meetings and events with active participation.
2. To review documents and provide edits or feedback as appropriate.
3. To coordinate with their Region's alternate to ensure regional representation for availability at all meetings and events.
4. To be a vocal representative and conduit for regional issues with the NTAA, EPA and other organizations and agencies.
5. To work with their alternate to reach out to Tribes within their Region on issues and concerns of importance and to update their Region on NTAA activities.
6. To vote on NTAA agenda topics and issues.
7. To participate in NTAA workgroups as appropriate.
8. To represent the NTAA, as delegated by the Chairperson in meetings with local, state, Tribal federal governments, or agencies.

Section 5. Alternate Representative

It shall be the duty of the Alternate Representative from each Region to:

1. To attend all meetings and events with active participation.
2. To work with the primary representative to conduct outreach and report to Tribes within their Region.
3. To coordinate with their Region's primary representative to ensure regional representation for availability at all meetings and events.
4. To work with the primary representative on the regional position for issues being discussed.
5. To review documents and provide edits or feedback as appropriate.
6. To vote when primary representative is not available. To vote in place of the Chairperson for the Region if you are the alternate for the Region.
7. To participate in NTAA workgroups as appropriate.

Section 6. Vacancies

- A. Vacancies on the Executive Committee shall exist (1) on the death, resignation or removal of any Executive Committee member or Officer, or (2) whenever the number of authorized Executive Committee members or Officers is increased, as adopted in these Bylaws.
- a. Death: In the event that a region loses its Tribal representative primary or alternate, the region shall have sixty (60) days, from the date that the region has been served notice of this loss by the Executive Committee or by some other means, to appoint a new

Tribal representative primary or alternate. Replacement of the Tribal representative primary or alternate to the Executive Committee will be done through whatever process deemed appropriate by the Regions Tribes.

- b. The Region's Tribes may appoint its alternate representative as its new primary representative and then select a new alternate.

B. Resignation

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

C. Removal

- a. A Region, in accordance with its rules and these Bylaws, may remove any Executive Committee member or Officer(s), which represents it on the NTAA Executive Committee.
- b. A Region, in accordance with its rules and these Bylaws will notify the NTAA Executive Committee within sixty (60) days if an Executive Committee member has decided to leave the position.
- c. Upon thirty (30) days' notice, any Executive Committee member or Officer may be removed for cause by a two-thirds vote of the Executive Committee. For purposes of this section, "for cause" includes, but is not limited to, two unexcused absences from duly called meetings.

ARTICLE VII OFFICERS

Section 1. Officers

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

Section 2. Terms of Office

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

Section 3. Election of Executive Committee Officers

- A. The full Executive Committee shall serve as the Nominating Committee for its Officers.
- B. The election of each Executive Committee Officer shall be held at a regular quarterly meeting in the year in which the current officer's term expires, through a vote of the Executive Committee.

Section 4. Duties of Officers

It shall be the duty of the Officers to:

- 1. Perform all duties imposed on them collectively or individually by these Bylaws.
- 2. Meet at such times and places as required by these Bylaws.
- 3. Establish policies for the NTAA.

4. Perform any acts and functions which are consistent with these Bylaws, and which are consistent with the direction of the membership.
5. Participate in all personnel decisions regarding the Program Coordinator, including hiring, dismissal, and policies for the NTAA.

Section 5. Chairperson

The Chairperson shall act as Head Policy Officer when Executive Committee meetings are held, including meetings with Principal Member authorized representatives, and as Head Executive Officer at all times.

It shall be the duty of the Chairperson:

1. To call all regular and special meetings.
2. To preside at all meetings.
3. To preserve order at all meetings.
4. To decide all points of order that may arise.
5. To coordinate with all Officers and the Executive Committee to ensure all Executive Committee Members fulfill their duties.
6. To cast a deciding vote to break a tie.
7. To ensure that the NTAA Bylaws and policies are adhered to by all NTAA Executive Committee Members and staff.
8. To provide guidance to the NTAA Program Coordinator regarding all of his or her duties and responsibilities as delineated in the NTAA work plan.
9. To be responsible for the execution of all directives and call special meetings as given by the Executive Committee.
10. To represent the NTAA or designate other NTAA Executive Committee Members to serve in their place in meetings with local, state, Tribal, federal governments, or agencies.
11. To exercise duties specified in adopted NTAA policies.

Section 6. Vice-Chairperson

It shall be the duty of the Vice-Chairperson:

1. To assume the duties of the Chairperson and other Officers in their absence. In the event of a vacancy of the Chairperson, to assume the duties of the Chairperson until a Chairperson is selected to fill out the remainder of the term, pursuant to Section 3 of this Article.
2. To assume the duties of the Secretary and/or Treasurer in their absence as needed.
3. To coordinate with all Officers and the Executive Committee Members to ensure all Executive Committee Members fulfill their duty.
4. To represent the NTAA, as designated by the Chairperson in meetings with local, state, Tribal federal governments, or agencies.
5. To exercise duties specified by NTAA policies.

Section 7. Secretary

It shall be the duty of the Secretary:

1. To keep a record of all the proceedings of the NTAA.
2. To call the roll at all meetings and to record absences.
3. To keep the Minutes and to preserve the records of the NTAA.
4. When minutes are drafted by staff, the Secretary will endorse the Minutes by signature after the Minutes have been approved by the Executive Committee.
5. To coordinate with all Officers and the Executive Committee Members to ensure all Executive Committee Members fulfill their duty.
6. For all actions requiring a vote, collect, tally and announce the results of the vote or election.
7. To assume the duties of the Chairperson in the event of a vacancy in both the Chairperson and Vice-Chairperson until a Chairperson is selected to fill out the remainder of the term pursuant to Section 3 of this Article.
8. To assume the duties of the Treasurer if they are not available.
9. To coordinate with all Officers and the Executive Committee Members to ensure all Executive Committee Members fulfill their duty.
10. To represent the NTAA, as designated by the Chairperson in meetings with local, state, Tribal federal governments, or agencies.

Section 8. Treasurer

It shall be the duty of the Treasurer:

1. To oversee, but not supervise, NTAA's financial operations and status, and report to the Executive Committee Members any concerns or irregularities observed.
2. To actively engage with the Grantee to ensure timely budget updates (timeframe) or as needed and Travel reimbursements are made to the Executive Committee Members.
3. To carry out the financial directives of the Executive Committee Members, subject to these Bylaws, the EPA, and the Grantee's Financial Management Policies.
4. To work in collaboration with EPA and the Grantee and their Business Manager and make a financial report concerning the NTAA available at each Executive Committee meeting.
5. To assume the duties of the Chairperson in the event of a vacancy in both the Chairperson and Vice-Chairperson and/or Secretary until a Chairperson is selected to fill out the remainder of the term pursuant to Section 3 of this Article.
6. To coordinate with all Officers and the Executive Committee Members to ensure all Executive Committee Members fulfill their duty.
7. To represent the NTAA, as designated by the Chairperson in meetings with local, state, Tribal federal governments, or agencies.

ARTICLE VIII FINANCIAL OBLIGATIONS

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.

- 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.

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 IX MEETINGS

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.

Section 2. Place of Meetings

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

Section 3. Meeting Attendance (Quorum)

- A. Six members of the Executive Committee, including the Chairperson and at least one officer, 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 discussions and preliminary consensus building. A summary of the discussion will be kept but will not be designated as official meeting Minutes.
- C. Attendees are considered present for quorum, voting, and consensus purposes at a meeting, if they attend in person or via conference call.

Section 4. Regular Meetings of Executive Committee

- A. The Executive Committee shall hold regular meetings on a quarterly basis at the time and location to be designated by the Chairperson, with notice to all Officers and Executive Committee provided at least thirty (30) days in advance.
- B. The meeting of the Executive Committee and its Officers, in conjunction with the NTAA Annual Meeting, shall be deemed a regular meeting of the Executive Committee, and shall meet the requirements of this section for an Executive Committee quarterly meeting.

Section 5. NTAA Annual Meetings

- A. The full membership of NTAA shall meet during the Annual Meeting.
- B. The approximate date for the NTAA Annual Meeting shall remain the same each year unless unforeseen circumstances prevent meeting on selected dates. The Executive Committee shall then schedule alternate dates.
- C. Tribal representatives may attend Annual Meetings at their own expense.

Section 6. Notice of Meetings

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

Section 7. Records of Meetings

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

Section 8. Special Meetings

- A. A special meeting is any meeting that falls outside the definitions of Article X Section 4, of these Bylaws.
- B. Special meetings may be called by the NTAA Chairperson, other Officer, or by a quorum of the Executive Committee. The Grantee may also request a special meeting.

Section 9. Conduct of Meetings

- A. The Executive Committee, Officers, and Principal Members shall strive for consensus decision-making as a means to formally establish positions of the NTAA.
- B. The conduct of meetings shall be reflective of Tribal customs, practices, and traditions.

Section 10. Tribal Caucus

At any time during a regular or special meeting of the NTAA, the Executive

Committee may meet in Tribal Caucus to discuss and deliberate on issues that require their exclusive attention. A call for a Tribal Caucus shall be announced, and all others shall be asked to leave the area. Upon conclusion of the Tribal Caucus, an announcement shall be made, and the regular or/special meeting shall resume with all participants.

ARTICLE X PROGRAM COORDINATOR AND AGENTS

Section 1. Program Coordinator

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

- A. In lieu of an NTAA Program Coordinator, the NTAA Executive Committee Chairperson shall direct the activities of the NTAA and shall further the policies and programs established by the Executive Committee, Officers, and voting membership. Between meetings of the Officers or Executive Committee, he or she is responsible to the Executive Committee.

Section 2. Role of the Program Coordinator

The role of the NTAA Program coordinator shall be:

1. To track the NTAA budget.
2. To develop the quarterly reports to be delivered per the EPA grant requirements to the Grantee and EPA.
3. To oversee the NTAA staff and Policy Advisor Committee (PAC).
4. To respond to the directions of the NTAA Executive Committee.
5. To make suggestions and recommendations to the NTAA Executive Committee on policy issues.
6. To ensure the work of the NTAA fits within the scope of the workplan.
7. To develop documents as needed.
8. To review and edit staff work before providing to the NTAA Executive Committee for comment.
9. To ensure that an information packet for the upcoming regular meeting, no later than five (5) working days prior to the upcoming regular meetings, is sent out to each Executive Committee member, both primary and alternate representatives.
10. To ensure that notification is sent to each Executive Committee member for Special Meetings by written notice no later than three (3) days prior to the date established by the Chairperson for such meetings.
11. To provide the NTAA summary to the Executive Committee members for the regional report outs for the RTOC and other meetings.

Section 3. Role of the NTAA Staff

The role of the NTAA Staff shall be:

1. To manage the website in a timely manner.
2. To develop documents and reports as directed by the Program Coordinator and the NTAA Executive Committee members.
3. To manage the NTAA workgroups.
4. To support the Program coordinator and the Policy Advisor Committee (PAC).
5. To support the NTAA Executive Committee.

6. To facilitate and support meetings as needed.

Section 4. Role of the Policy Advisory Committee

The role of the Policy Advisory Committee (PAC) shall be:

1. To develop Policy Resource Kits (PRKs).
2. To make policy recommendations to the NTAA Executive Committee.
3. To provide analysis as directed by the NTAA Executive Committee.

Section 5. Agents and Representatives

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

ARTICLE XI COMMITTEES

Section 1. Subcommittees and Work Groups

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

ARTICLE XII AMENDMENTS TO BYLAWS AND VOTING

Section 1. Amendments and Voting

- A. Amendments must be approved by a majority vote of Principal Members who are present during a NTAA regular or special meeting.
- B. Any Principal Member or Executive Committee member may propose an amendment.
- C. Any proposed amendment must be submitted in writing to the Chairperson of the NTAA no less than sixty (60) days prior to the next meeting.
- D. The proposed amendment(s) shall be distributed to all members of the NTAA and placed on the agenda for the next NTAA meeting.
- E. The Chairperson or an Executive Committee Officer may request a special meeting for amendments to these Bylaws.
- F. Voting for amendments to the NTAA Bylaws and dissolution is limited to Principal Members and requires a majority vote of those in attendance with a minimum of six (6) Executive Committee members present for quorum.
- G. Each Principal Member shall vote through an authorized representative. An

1 authorized representative may assign a proxy that shall be filed with the
2 NTAA Secretary prior to voting.

3 H. Any item requiring a vote will be announced to the Principal Members at
4 least 14 days in advance of a meeting or voting deadline.

5 I. Principal Members may submit votes in person at a specified meeting. In
6 lieu of attending the meeting, Principal Members may send votes to the
7 Executive Committee Secretary by a verifiable method (e.g. fax, email,
8 letter) to be received at least 48 hours prior to the announced deadline or
9 meeting.

10 11 **ARTICLE XIII** 12 **DISSOLUTION** 13

14 **Section 1. Procedure**

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

24 **ARTICLE XIV** 25 **CERTIFICATION** 26

27 **Section 1. Signatures of Officers**

28 We hereby certify that the forgoing NTAA Bylaws were amended and approved by
29 a vote of the Principal Members on May 7, 2024, and adopted by collecting Principal
30 Member ballots at the NTAA Annual Meeting held on May 7, 2024. Ballots were
31 submitted to and counted by the NTAA Executive Committee Vice Chair and
32 certified by the NTAA Executive Committee Secretary. The final vote regarding
33 these Bylaws is 37 Principal Members in favor and 1 Principal Member not in favor.
34

35 **Section 2. Amended Bylaws, Signature of Officers**

36
37 Chair _____ Date _____

38
39 Vice Chair _____ Date _____

40
41 Secretary _____ Date _____

42
43 Treasurer _____ Date _____
44