

**BY-LAWS
OF A
TAX-EXEMPT NONPROFIT CORPORATION**

SOUTHWEST TRIBAL FISHERIES COMMISSION, INC.

A New Mexico Nonprofit Corporation

PREAMBLE

Federally recognized American Indian Tribes have an interest in and jurisdiction over fisheries in the waters within their boundaries. Stewardship of recreational and native fishery resources is a responsibility of growing importance to Tribes in the southwestern region of the United States. Historically, the United States Fish and Wildlife Service ("Service") has assisted southwestern Indian Tribes with their fisheries programs by operating fish hatcheries on Tribal lands, rearing fish to stock the region's Tribal waters, and providing technical assistance and funding to interested Tribes. Congress has been supportive of the program and directed the Service to provide technical assistance to Tribes with the express goal of moving toward Tribal control and management of the facilities located on Tribal lands. Because of inadequate funding and a shift in Service priorities aimed toward threatened and endangered species recovery programs, the Service's assistance program for Indian Tribes has steadily declined resulting in a shortage of federal fish for stocking in Tribal waters. These factors threaten the continued viability of Tribal fisheries programs in the southwestern region of the United States. At the same time, recreational fishing activities and their impact on Tribal fishery resources has increased significantly. Thus, the decrease in the available resources from the Service for Tribal recreational and other fisheries programs coupled with the increase in recreational fishing activities on Indian lands has created a heightened need and opportunity for Tribes to work cooperatively, in collaboration with federal, state, and private partners, in support of Tribal fisheries programs.

ARTICLE I. FORMATION AND NAME

Name. The name of the corporation is the SOUTHWEST TRIBAL FISHERIES COMMISSION, INC. ("SWTFC").

ARTICLE II. PERIOD OF DURATION

Duration. The Period of Duration is perpetual. The Southwest Tribal Fisheries Commission will exist until its officers determine to dissolve the corporation.

ARTICLE III. PURPOSES OF CORPORATION

3.1 Purposes. SWTFC is a nonprofit corporation organized under the New Mexico Nonprofit

Corporation Act (53-8-1 to 53-8-99, NMSA 1978). The purpose of the SWTFC is to engage in any lawful act or activity for which a corporation may be organized under the Act.

3.2 Specific Purposes. The specific purposes for which SWTFC is formed are those authorized under section 501(c)(3) of the Internal Revenue Code of 1986, including for the exclusive charitable, educational, and scientific purposes:

- A. To enhance tribal self-determination and economic development by restoring and expanding tribal sport fishery resources and, thereby, providing enhanced fishing opportunities for anglers on Indian lands in the southwestern United States through tribally controlled coordination of the rearing, distribution, and stocking of fish in tribal waters;
- B. To provide management and conservation support for native fish found in tribal waters; and
- C. To advocate for the fulfillment of the United States Government's trust responsibility owed to the Indian tribes in accordance with the Federal policies of Tribal Self-Determination and Self-Sufficiency.

ARTICLE IV. NON PROFIT STATEMENT

No part of the net earnings of SWTFC shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that SWTFC shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of SWTFC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SWTFC shall not participate in, or intervene in (including the publishing or distributing of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, SWTFC shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by a corporation, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE V. MEMBERSHIP

5.1 Membership Criteria. Membership shall be open to any Federally-recognized Indian Tribe located in the states of Colorado, New Mexico, Arizona, Utah, Nevada and Southern California that has an interest in advancing economic development and natural resource management capabilities within the region. New members may be added to the Commission upon receipt of a resolution of the applicant's governing body, which notes its desire and intention to gain membership.

5.2 Membership Acceptance. A Tribe that meets the criteria in Article 5.1 and that desires to become a member of SWTFC shall present in writing a resolution or other authority of the

Tribe's governing body committing itself to the purposes and policies of these Bylaws and designating a representative of the Tribe to sit on the Board of Directors. A member Tribe may designate alternates to represent it, but each member Tribe shall have only one vote. Member Tribes shall have the right to vote on the election of officers, the disposition of all or substantially all of SWTFC's assets, any merger and its principal terms and any amendment of those terms, election to dissolve SWTFC, and other business duly brought before the Board of Directors. Member Tribes shall have all rights afforded members under the Non-Profit Act.

5.3 Members. As of June 01, 2004, the Commission includes the following members:

Navajo Nation	(See IGRMA 47-03)	March 17, 2003
Ute Tribe of Uintah and Ouray Reservation	(See Resolution 03-044)	March 24, 2003
Southern Ute Indian Tribe	(See Resolution 2003-69)	April 22, 2003
Jicarilla Apache Nation	(See Resolution 2003-R-182-05)	May 07, 2003
Santa Clara Indian Pueblo	(See Resolution 03-14)	May 20, 2003
Laguna Pueblo	(See Resolution 21-03)	June 03, 2003
Sandia Pueblo	(See Resolution 2003-59)	September 08, 2003
Cochiti Pueblo	(See Resolution 02-025)	October 29, 2002

5.4 Withdrawal, Termination and Suspension of Membership. A membership shall terminate upon occurrence of any of the following events:

- A. Any member may withdraw from SWTFC six (6) months after the date on which it provides written notice of its intention to withdraw to the Chairman of the Board of Directors;
- B. Occurrence of any event which renders the member ineligible for membership, including the failure to pay dues or satisfy other membership criteria established by the Board of Directors; or
- C. Suspension or expulsion of the member under these Bylaws based on a good faith determination by the Board of Directors that the member has failed in a material and serious degree to observe these Bylaws, or has engage in conduct materially and seriously prejudicial to the purposes of SWTFC.

5.5 Notice and Appeal Procedure. Members shall be given thirty days (30) days prior notice of any proposed suspension or expulsion and shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the due date of the proposed suspension or expulsion. The Board of Directors shall decide whether or not the member shall be suspended, expelled or sanctioned in some other way. The decision of the Board shall be final. Any action challenging a suspension or expulsion of membership, including a claim alleging defective notice must be commenced within six (6) months after the date of the action.

ARTICLE VI. CORPORATE AUTHORITY AND POWERS

6.1 Board of Directors. Subject to the provisions and limitations the Non-Profit Act and any

other applicable laws, and subject to any limitation in these Bylaws regarding actions that require the approval of the member Tribes, SWTFC activities and affairs shall be managed, and all corporate power shall be exercised by or under the direction of a Board of Directors. Directors shall not be compensated for serving on the board.

6.2 Powers of Board of Directors. The Board of Directors shall have the power to do all things necessary to transact the affairs of SWTFC, consistent with the purposes under Article III, and the non-profit status statement under Article IV, including but not limited to the power, either directly or through officers and agents of SWTFC, to:

- A. Formulate and adopt policies and guidelines for providing services to member Tribes.
- B. Render assistance to member Tribes or cooperating partners.
- C. Soliciting funds and other financial assistance from federal, state, and local institutions and/or private foundations.
- D. Establish and collect dues from Commission membership.
- E. Employ and terminate the Executive Director and other employees as may be required to carry out the provisions of these Bylaws, and to determine and fixing their qualifications, duties and compensation.
- F. Approve contracts and grants and modifications of contracts and grants awarded to SWTFC.
- G. Plan, approve and monitor SWTFC programs and activities.
- H. Adopt financial rules to guide the conduct of SWTFC.
- I. Establish permanent or special committees as deemed necessary by SWTFC.
- J. Change the principal office from one location to another; cause SWTFC to be qualified to conduct its activities on any reservation or in any state, territory, dependency or country.
- K. Open bank accounts, protect and invest SWTFC assets, and enter into contracts, trusts, agreements and other transactions for and on behalf of SWTFC.
- L. Borrow money and incur indebtedness on behalf of SWTFC, cause to be executed and delivered for its purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt and securities.
- M. Adopt and use a corporate seal, prescribed the forms of membership certificates, alter the forms of the seal and certificates.

ARTICLE VII. OFFICERS

7.1 Officers. The officers of SWTFC shall be a Chairman, Vice-Chairman and Secretary-Treasurer, each of whom shall be elected by and among the members to serve a two-year term of office or until a successor or replacement is elected and installed. The two-year terms of the officers shall be staggered in service, such that the office of Chairman and Vice-Chairman and the Secretary/Treasurer are determined on alternating two-year cycles, except that the first term of the Vice-Chairman shall be one year.

7.2 Election. Except for the initial Officers of SWTFC, the Officers shall be elected at SWTFC Annual Meetings where a quorum of one-third of the commissioners is present. If a quorum is present, at least six votes will be required to elect an Officer. A newly elected Officer shall assume their official duties before the close of the meeting at which they were elected..

7.3 Duties of Officers.

- A. Chairman. The Chairman shall preside over all SWTFC meetings and shall see that all orders and resolutions of the Commissioners are carried into effect and shall perform all duties as may be assigned to the Chairman by the Commissioners.
- B. Vice-Chairman. The Vice-Chairman shall assist the Chairman by performing those duties and functions assigned by the Chairman or SWTFC. In the absence of the Chairman, the Vice-Chairman shall preside and, when presiding, shall have the powers and perform the duties of the Chairman.
- C. Secretary-Treasurer. The Secretary-Treasurer shall work with SWTFC employees to ensure that official meeting minutes are kept and that meeting notices and minutes are distributed in a timely and complete fashion, shall monitor and maintain financial records/budgets for Board and SWTFC review, and shall assist the chairman by performing those duties and functions assigned by the Chairman or SWTFC. In the absence of the Chairman and Vice-Chairman, the Secretary shall preside and, when presiding, have the powers and perform the duties of the Chairman.

7.4 Removal/Replacement. If any officer is removed by its member Tribe from being its representative, or is removed by vote of SWTFC, the Chairman shall declare the respective position vacant and Board shall select a replacement for the balance of that officer's un-expired term. Officers may be removed from office by majority vote of the Board of Directors for cause.

7.5 Vacancies. During the next meeting following the replacement or removal of an officer, commissioners shall elect by majority vote, a replacement for the vacating officers position and will serve out the remaining term.

ARTICLE VIII. OPERATION

8.1 Regular Meetings. SWTFC shall have regular meetings on a quarterly basis, holding such meetings in January, April, August, and November of each year, at times and places designated in a written notice, including an agenda, given at least three weeks in advance to each director. The Board of Directors meeting held in April shall be deemed to be SWTFC Annual Meeting at which the election of officers shall take place. Members shall be given notice of such meetings shall be given in writing either personally, by mail, or by telecopy or email transmission with follow up confirmation of such delivery.

8.2 Other Meetings. SWTFC also may hold special meetings as needed, at such times and

places may be called by the Chairman, or in the Chairman's absence, the Vice-Chairman, or by an affirmative request for such meeting by a majority of the directors. A shorter notice served for special meetings will be allowed in the event a time-critical or emergency issue arises.

8.3 Voting. Each voting member shall be entitled to cast one vote, through its designated representative, on each matter submitted to a vote of the members. Voting may be by voice or by ballot, except that any election of officers must be by secret ballot. There shall be no proxy voting.

8.4 Telephonic and Closed meetings. Unless otherwise provided in these Bylaws, the Board of Directors may permit any or all directors, including duly named alternates, to participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. The board of directors may further permit meetings, or sessions of meetings to be closed to the public and non-SWTFC members in order to accommodate the discussion of matters that the board deems sensitive, privileged, and/or confidential to any of its members.

8.5 Conduct of meetings. Unless otherwise provided in these Bylaws, meetings of SWTFC shall be conducted in accordance with Roberts Rules of Order and/or as further defined by resolution or rules of procedure of SWTFC.

8.6 Quorum. No action shall be taken by SWTFC in regard to its affairs unless a quorum of one-third of the commissioners is present. If a quorum is present, a majority of the votes cast shall be sufficient to decide an issue.

8.7 Funding. Member Tribes agree to cooperate in supporting SWTFC through funding, personnel or other means, provided, however, funding and other support will also be sought from additional sources, including federal, state, and private entities.

8.8 Financial accountability. The member Tribes agree that SWTFC shall be operated in a financially accountable manner pursuant to financial rules adopted by SWTFC including but not limited to, establishment of a fiscal year, an annual budget process, accounting policies, internal controls, bonding, and a schedule for periodic accountings to members and funding sources. The SWTFC shall adopt an annual budget and an accounting of the financial affairs of SWTFC shall be provided to members and funding sources no less than annually.

8.9 Executive Director. An Executive Director may be hired by SWTFC to be responsible for the day-to-day administration and management of the operations of the SWTFC and shall have the specific responsibilities and authority specified by the SWTFC. The Executive Director may hire staff in accordance with staffing requirements approved by the SWTFC, and shall perform such other duties and assume such other responsibilities as may be directed by the Board of Directors.

ARTICLE IX. PERMANENT AND SPECIAL COMMITTEES

Authority. SWTFC shall have the authority to establish permanent or special Committees, comprised of both commissioners and/or non-commissioners, as needed by the Commission to perform its functions and purposes.

9.2 Terms and Conditions. The Commission shall approve terms/conditions to govern the membership, conduct, activities and authority of each established Committee.

ARTICLE X. RECORDS AND BOOKS

10.1 The Secretary shall keep or cause to be kept, at SWTFC's principal office a record of the members, showing each member's name, address, and designated representative and/or alternate.

10.2 The Treasurer shall keep and maintain or cause to be kept and maintained at SWTFC's principal office adequate and correct books and accounts of its properties and transactions. The Treasurer shall send or cause to be given to the member Tribes and directors such financial statements, and reports as are required by law, by these Bylaws, or by the Board of Directors to be given. The books of account shall be open to inspection by any member Tribe or other duly authorized person at all reasonable times.

ARTICLE XI. RIGHT OF INDEMNITY

11.1 Definitions. For the purpose of this Article,

- A. "agent" means any person who is or was a director, officer, employee or other agent of SWTFC;
- B. "proceeding" means any threatened, pending or completed action or proceeding whether civil, criminal, administrative or investigative;
- C. "expenses" includes without limitation attorneys' fees and any expense establishing a right to indemnification under this Article; and
- D. "person" includes any person or entity.

11.2 SWTFC shall indemnify any officer, director, employee or member Tribe of SWTFC who was or is a party or is threatened to be made a party to a proceeding (other than an action by or in the right of SWTFC to procure a judgment in its favor, any action for self-dealing, or an action for any breach of duty relating to SWTFC assets) by reason of the fact that such person is or was an agent of SWTFC, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of SWTFC and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding, whether by judgment, settlement, plea or otherwise, shall not create any presumptions with respect to the aforesaid issues relating to good faith, reasonable belief, best interests of SWTFC or reasonable cause regarding unlawful

conduct.

11.3 With respect to proceedings brought by or in the right of SWTFC, such persons shall be indemnified for expenses, but not otherwise, which are actually and reasonably incurred in connection with the defenses or settlement of such proceeding if such person acted in good faith, in a manner such person believed to be in the best interests of SWTFC and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under such circumstances, provided that if such person is found liable, the tribunal before which such proceeding is pending makes a determination upon all the circumstances of the case that such person is fairly and reasonably entitled to indemnity for the expenses which such tribunal shall determine.

ARTICLE XII. DISSOLUTION

Upon dissolution, the corporate assets will be distributed first in payment of all liabilities of the Corporation and then exclusively for the purposes of the Corporation to federally recognized tax-exempt tribal governments which have, by resolution, supported the purpose of the Corporation, or to tax-exempt tribal entities with active fisheries programs, or to charitable, scientific, and educational organizations then exempt under Section 501c(3) of the Internal Revenue Code and its regulations, as it now or hereafter exists.

ARTICLE XIII. AMENDMENTS

13.1 These Bylaws may be amended or revised at any regular meeting of the Board of Directors by a two-thirds vote of the member Tribes present and voting, provided that thirty (30) days prior written notice of the meeting together with a copy of the proposed amendment shall have been given to all members.

13.2 A committee may be appointed to prepare and submit any amendments or revisions to these Bylaws upon a majority vote of member Tribes present and voting.

ARTICLE XIV. ADOPTION AND PERIOD OF DURATION

14.1 Adoption. These By-Laws have been adopted in accordance with applicable New Mexico statues (53-8-1 to 53-8-99 NMSA 1978). They were adopted by the Board of Directors on August 12, 2004, and hereby agree to abide by the New Mexico Non-Profit Corporation Act and other applicable laws.

14.2 Duration. These Bylaws shall be effective on the date of incorporation and shall continue in force until terminated by the agreement in writing of all the members of SWTFC and/or withdrawal of all members of the SWTFC.