

**AMENDED AND RESTATED BYLAWS OF  
TEXAS NATIVE HEALTH**

**ARTICLE I: NAME OF OFFICE**

This corporation shall be known as Texas Native Health (the “Corporation”). The principal office of the Corporation shall be located in the State of Texas, as determined by the Board of Trustees.

The Corporation shall have and continuously maintain, in the State of Texas, a registered office and a registered agent.

**ARTICLE II: PURPOSES AND LIMITATIONS**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. Within the scope of the foregoing purposes, and not by way of limitation thereof, the Corporation is dedicated to **providing altruistic services to support the healthcare, employment, educational, housing, social, cultural, and other rising needs of the Texas Native American community.** To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any and all lawful purposes for which the Corporation is organized under the Texas Business Organizations Code (“TBOC”).

In achieving this purpose, it may be necessary to participate in grants or programs not exclusively for Native Americans. Such programs will be entered into only when the Board of Trustees has determined the overall effect is beneficial to the Native American community. The Corporation is dedicated to the development of services that reflect Native American values and cultural practices.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Restated Certificate of Formation (the “Certificate”).

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; and/or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

## **ARTICLE III: BOARD OF TRUSTEES**

### **SECTION 1. General Powers**

The Board of Trustees shall manage the affairs of the Corporation in strict compliance with the Certificate and the TBOC.

### **SECTION 2. Number**

The Board of Trustees shall consist of no less than the TBOC minimum of three (3) members, and no more than fifteen (15) members (each, a "Trustee"). At least 51% of the Board of Trustees will be members of a federally recognized tribe. The Board of Trustees will actively recruit prospective board members as needed. Prospective board members must be elected by a majority vote of the Board of Trustees.

### **SECTION 3. Qualifications**

Qualifications for Trustees are as follows:

- A. Any Native American or non-Native American who is:
  - a. Willing and able to serve the full length of the elected term, including attendance and participation in regular, special, and committee meetings.
  - b. At least eighteen (18) years of age.
  - c. Has resided in Texas for a minimum of one (1) year.
  - d. Willing to complete a criminal background check.
  - e. Agrees to comply with the Corporation's Conflict of Interest Policy, Bylaws, Policies & Procedures, etc.
  - f. Passionate about the mission of Texas Native Health.
  - g. Possess industry related influence, expertise, knowledge, etc.
  - h. Former employees are not eligible to serve as a Trustee for 5 years following separation.
  - i. Immediate family members of current employees are not eligible to serve as a Trustee.

### **SECTION 4. Tenure**

Trustees will serve three-year terms ending upon the next annual meeting of the Board of Trustees, provided that the outgoing Trustees will remain in office until their successors have been elected and qualified. Trustee positions shall become effective upon majority vote by the Board of Trustees.

### **SECTION 5. Vacancies**

A vacancy on the Board of Trustees shall be filled by the affirmative vote of the majority of the remaining Trustees in office, whether or not the number of remaining Trustees is less than a quorum. Any Trustee elected to fill a vacancy on the Board of Trustees will serve a term of three (3) years. Trustee positions may remain vacant if the Board of Trustees has a minimum of three (3) Trustees.

### **SECTION 6. Election Procedures**

Trustees may be elected at any regular or special meetings of the Board of Trustees. The Trustees whose terms are due to expire at any annual meeting of the Board of Trustees will have voting rights to elect the Trustees whose terms begin with the adjournment of such meeting, and such Trustees, as electors, will have the full power and authority to re-elect any, several, or all the Trustees whose terms are due to expire to succeed themselves in office.

### **SECTION 7. Meetings**

The annual meeting of the Board of Trustees will be held within the first quarter of each year, which meeting will be held for the purpose of reviewing current trustee terms, electing Trustees, officer elections, and the transaction of such other business as may come before the meeting.

The Board of Trustees shall hold a minimum of five (5) regular meetings each year, in addition to the annual meeting, at a date and time determined at the discretion of the Board of Trustees.

Special meetings may be called at the request of the board chair, the CEO, or any two (2) Trustees.

As a private non-profit organization, TNH is not bound by the Texas Open Meetings Act. Any meeting of the Board of Trustees may be open to the public upon determination of the Board of Trustees, or as otherwise required by applicable law. At any time, the Board of Trustees may move such meetings to closed executive session as determined by the Board of Trustees or as permitted by applicable law.

### **SECTION 8. Notice; Waiver of Notice; Place of Meetings**

Ideally, notice to the Trustees of a special meeting of the Board of Trustees will be given at least two (2) days prior to the meeting.

Official notice of any board meeting will be delivered via e-mail to the TNH e-mail address of each Trustee as it appears on the records of the Corporation, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission.

Meetings of the Board of Trustees, annual, regular, or special, shall be held at the principal office or place of business of the Corporation or such other place either within or without the State of Texas, as may be specified in the respective notices or waivers of notice, thereof.

### **SECTION 9. Attendance**

Any Trustee who misses three (3) consecutive annual and regular meetings (not inclusive of committee meetings), or 60% or more of all meetings (annual, regular, special, or committee meetings) in any six (6) month period, without justifiable reasons acceptable to the Board of Trustees, shall be subject to removal by the Board of Trustees.

### **SECTION 10. Fundraising**

Each Trustee must contribute to the Corporation in cash, in-kind donation, or through fundraising in an amount as may be determined by the Board of Trustees from time to time for each year during such Trustee's term in office.

### **SECTION 11. Quorum and Voting**

A majority of Trustees then in office shall constitute a quorum for the transaction of business at any meetings of the Board of Trustees; provided, that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice. Each Trustee present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. The act of a majority of Trustees present at a meeting in which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by the TBOC, the Certificate or other sections of these Bylaws. Trustees are not permitted to vote by proxy.

## **SECTION 12. Meeting by Remote Communications Technology**

A meeting of the Board of Trustees (or any committee thereof) may be held by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. A Trustee's participation through an electronic communications system in a Board of Trustees or Committee meeting (whether such meeting is otherwise held in person or by an electronic communications system) constitutes that Trustee's presence at the meeting for purposes of determining a quorum and for purposes of voting.

## **SECTION 13. Action without Meetings**

Any action required or permitted by law to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken is signed by a majority of all the Trustees then in office or a majority of all of the members of such committee, as the case may be, unless the act of a greater number is required by statute, by the Certificate or by these Bylaws, in which case the signatures of such greater number shall be requisite to constitute the act of the Board of Trustees or the committee. Such written consent shall be filed in the minutes or proceedings of the Board of Trustees or committee, as appropriate, and a copy of same shall be sent to each member of the Board of Trustees or committee, as the case may be, who did not sign such consent.

## **SECTION 14. Compensation**

The Trustees shall receive no salaries for their services as Trustees. The Corporation shall not loan money or property to, or guarantee the obligation of, any Trustee. Furthermore, no Trustee may be employed by the Corporation during his/her service on the Board and for twelve months thereafter.

## **SECTION 15. Resignation**

A Trustee may resign at any time, ideally by delivering a written resignation to the Chairperson of the Board of Trustees. Such resignation will be effective upon receipt, unless it is specified to be effective at some other time, or upon the happening of some other event. Board membership is entirely voluntary, therefore resignation in any format that is most convenient for a trustee is acceptable, and no further expectations and commitments shall be expected of the Trustee upon resignation.

## **SECTION 16. Removal**

Any Trustee may be removed by the Board of Trustees, when in the judgment of the Board of Trustees, the best interests of the Corporation would be served thereby, with or without cause, by vote of two-thirds of the Trustees then in office at any regular or special meeting in which a quorum is present, provided notice of intention to act upon such matter shall have been given in the notice calling such meeting.

# **ARTICLE IV: OFFICERS**

## **SECTION 1. Officers**

The officers of the Corporation shall minimally be a Chairperson, a Vice-chairperson, a Secretary, and a Treasurer. The Corporation may have such other officers as the Board of Trustees may from time to time deem advisable. No person may simultaneously hold more than one office.

## **SECTION 2. Election and Term of Office**

The Board of Trustees shall elect the officers of the Corporation at the annual meeting, and their terms shall begin immediately upon their election. Such officers will hold office until their successors are elected at the next annual meeting of the Board of Trustees and are elected and qualified, unless they earlier die, resign, or are removed from office.

## **SECTION 3. Resignation and Removal**

Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairperson or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board of Trustees may fill the pending vacancy before the effective date if the Board of Trustees provides that the successor does not take office until the effective date. Any officer of the Corporation may be removed from office by the Board of Trustees with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

## **SECTION 4. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

## **SECTION 5. Chairperson**

The Chairperson shall preside at all meetings of the Board of Trustees and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board of Trustees may delegate such other authority and assign such additional duties to the Chairperson, other than those conferred by law exclusively upon another officer, as the Board of Trustees may from time to time determine. He/she may sign with the Treasurer, or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed.

## **SECTION 6. Vice-chairperson**

In the absence of the Chairperson or in the event of his/her inability to act, the Vice-chairperson shall perform the duties of the Chairperson and when so acting, shall have all the powers of and be subjected to all the restrictions upon the Chairperson. The Vice-chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Trustees.

## **SECTION 7. Treasurer**

The Treasurer shall provide oversight to ensure accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and such surety or sureties as the Board of Trustees shall determine as required. The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board of Trustees to the custody of any person over whom he or she will have no direction or control. The Treasurer will perform such other and further duties as the Board of Trustees may from time to time direct, and he or she will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer. In addition, the Treasurer shall:

- A. Ensure financial statements are distributed regularly and timely to the Board of Trustees;
- B. Make certain the books are audited at least annually;
- C. Assure the funds of the Corporation are deposited in such banks and/or trust companies as may be designated by the Board of Trustees;
- D. Review financial information regularly to assess organizational and financial risk;
- E. Have the availability of the books of the Corporation at its central office and see that therein is entered regularly a full and accurate account of all monies received and disbursed by the Corporation; and
- F. Render other reports, as necessary, as may be requested by the Board.

#### **SECTION 8. Secretary**

The Secretary shall keep the minutes of the meetings of the Board of Trustees in a centralized filing system; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; assist the Chairperson or committee in preparation of the agenda for the meetings; keep a register of the post office addresses of each Trustee which shall be furnished to the Secretary by such Trustees; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Board of Trustees.

#### **SECTION 9. Chief Executive Officer**

The Board may appoint a Chief Executive Officer of the Corporation as the principal operating employee of the Corporation to manage the administration and operations of the Corporation under the direction of the Board of Trustees, and to perform such other duties as may be prescribed by the Board of Trustees. The CEO will serve at the pleasure of the Board of Trustees and will be compensated for his or her services, as shall be approved by the Board of Trustees. He/she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed. In addition to other powers and duties, the CEO has the authority and power to sign contracts on behalf of the Corporation as such authority may be delegated to him/her by the Board of Trustees.

### **ARTICLE V: COMMITTEES**

#### **SECTION 1. Committees of Trustees**

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each consisting of a committee chair, the CEO, and any other Trustees interested in serving in this capacity. Such committees, as designated in the applicable resolution, shall have investigative, review, reporting, and recommendatory powers only. Voting will not occur at any committee meeting. The Board of Trustees shall appoint the chair of each committee, committees may have non-Trustee members, but must be chaired by a trustee.

#### **SECTION 2. Task Groups**

A Task Group of the Corporation may be designated by a resolution adopted by the Board of Trustees. These Task Groups are assembled to address a specific problem or accomplish a specific goal. They are temporary and will be dissolved upon completion of original objectives. Task Groups may have non-Trustee members but must be chaired by a Trustee.

#### **SECTION 3. Notice; Waiver of Notice**

Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board of Trustees.

#### **SECTION 4. Recordkeeping**

All committees will, unless otherwise directed by the Board of Trustees, keep regular minutes of the transactions at their meetings, will cause them to be recorded in books kept for that purpose in the office of the Corporation, and will report the same to the Board of Trustees when required. The Secretary of the Corporation may act as Secretary of the committee if the committee or the Board of Trustees so requests.

#### **SECTION 5. Term of Office**

Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, membership on the Board of Trustees), unless such committee member is sooner terminated, resigns, or is removed from such committee by the Board of Trustees.

#### **SECTION 6. Removal; Vacancies**

A member of a committee may be removed with or without cause by action of the Board of Trustees (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation, or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

#### **SECTION 7. Committee Quorum**

Committee Quorum is considered met when the CEO and Committee Chair (or delegate) are present.

#### **SECTION 8. Committee Rules**

Each committee shall conduct its business in the same manner as the Board of Trustees conducts its business under Article III of these Bylaws.

### **ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **SECTION 1. Contracts**

The Board of Trustees may authorize, in writing, the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### **SECTION 2. Gifts**

The Board of Trustees or agent of the Corporation may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

#### **SECTION 3. Property Devoted to Corporate Purposes.**

All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Certificate and these Bylaws. The Board may adopt such policies, regulations and procedures governing the

management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Certificate and these Bylaws.

**ARTICLE VII: LIMITATION ON LIABILITY AND INDEMNIFICATION**

Limitations on liability and indemnification of officers and Trustees shall be as provided in the Certificate.

**ARTICLE VIII: BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep accurate minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the principal office a record giving the names and addresses of the members of the Board of Trustees.

**ARTICLE IX: FISCAL YEAR**

The Board of Trustees will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board of Trustees, the fiscal year of the Corporation will begin on the first day of January and end on the last day of December in each year.

**ARTICLE X: AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds of all Trustees then in office at a meeting of the Board of Trustees called for that purpose.

**ARTICLE XI: CERTIFICATION OF ADOPTION**

These revised Bylaws were adopted by two-thirds or more of the Trustees in office at a duly called meeting of the Board of Trustees held on December 13, 2022. Board of Trustees serving at the time of adoption include (list current board members)

Heath Clayton, Chair

Christina Cox, Vice-Chair

Rachel Salinas, Treasurer

Samantha Perry, Secretary

Yulandor Plater, Board Member

Jessica Johnson, Board Member

Kearston Freeman, Board Member

Steven Cain, Board Member

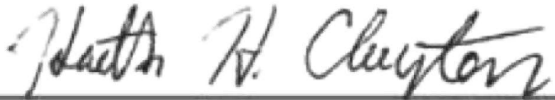


Joshua Arce, Board Member

Jen Nollkamper, Board Member

Diana Parton, Board Member

LaRay Guerrero, Board Member



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Heath Clayton, Chair

December 13, 2022

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Date