Amended and Restated
BYLAWS

OF

Indigenous Journalists Association

Adopted the 24th day of July, 2026

Contents

SECTION 1

<u>Corporation Defined</u>

1.1 <u>Name</u>

The name of the not-for-profit corporation is Indigenous Journalists Association (hereinafter the "Association").

1.2 <u>Purpose</u>

The purpose of the Association is to develop and to improve communications among Indigenous people and the Non-Indigenous public.

1.3 <u>Tax-Exempt Status</u>

The Association is a public charity tax-exempt under Sections 501(c)(3) and 509(a)(2) of the Internal Revenue Code ("the code").

1.4 <u>Corporate Authority</u>

The Association, as a not-for-profit corporation, may do all things and perform all acts permitted a not-for-profit corporation under the laws of Oklahoma within the purpose set forth in Section 1.2.

1.5 <u>Tax Year</u>

The Tax Year of the Association shall be the Fiscal Year of October 1 to September 30.

1.6 <u>Definitions</u>

1. "Board" means the Board of Directors of the Association in their capacity as the governing body of the Association, which is comprised of those Directors elected in accordance with Section 4.6.
2. "Director" means an individual who has been elected to the Association's Board of Directors in accordance with Section 4.6 and who is currently serving on such Board of Directors.
3. "Officer" means an individual who has been elected to the Association's Board of Directors in accordance with Section 4.6 and subsequently elected to an Office listed in Section 6.1 pursuant to Section 6.3.
4. "Vote of the Board" means a vote of the Directors present and voting at any meeting of the Board where a quorum is present and certified, whether such meeting is held in person or electronically. Routine business and elections shall be transacted by a majority vote of the Board unless indicated otherwise in these Bylaws.
5. "Quorum" unless stated otherwise, a Quorum shall mean a majority of the Directors.
6. "Executive Director" means the individual who manages the day-to-day operations and business of the Association. The Executive Director is not an Officer or Director of the Board.
7. "Governance Committee" means the Governance Committee set forth in the *Governance Manual* of the Association.
8. "Membership Manual" means the *Membership Manual* adopted by the Board of the Association.
9. "Members" means those corporations, limited liability companies, partnerships, firms, associations, companies, businesses, or other legal entities meeting all membership qualifications.

SECTION 2

Membership

2.1 Voting Members

There shall be one class of voting Members (hereinafter the “Members”). Members are individuals who are Native American media professionals, or students at a college or university educational institution. A media professional is an individual who works in the journalism ecosystem.

Each Member shall have one (1) vote. Any reference to Members or Membership when referencing voting rights in these Bylaws shall mean the Members only.

2.2 Dues

Membership tiers and dues shall be established by a vote of the Board, and the Board may provide for various levels of benefits for each Membership tier. Dues shall be paid on an annual basis.

All Members whose dues are not paid by the date designated shall be deemed not in good standing and will lose all benefits of membership. Upon payment of delinquent dues, the Member may be reinstated to good standing.

2.3 Membership Duties and Rights

1. Members must provide proof of tribal affiliation upon request by the Board.
2. Members must maintain current dues and provide the Association with current contact information to be entitled to notice of meetings and Membership benefits.
3. Members must abide by the Bylaws and policies, and any Federal and State laws affecting the Association, to be entitled to benefits and/or voting rights.
4. Members have the right to remove a Director by a two-thirds (2/3) majority vote of the total number of Members in good standing with the Association. Should the entire Board be removed by the Membership, the Membership shall elect a minimum of five (5) and not more than nine (9) new Directors to populate the Board.

2.4 Membership Application Requirements

The following application requirements must be met for individuals to become Members of the Association:

1. An Application for Membership online or in writing.
2. All individuals who apply for Membership consent to notice for meetings and other events via email or other electronic communication.
3. An Application for Membership can be reviewed by a Committee as determined by the Board.

2.5 Membership Term

The Membership Term shall be for twelve (12) consecutive months, commencing on the date initial dues are paid. Membership belongs to the Member and is not transferable nor assignable.

2.6 Attainment, Removal, Censure, or Suspension

All Members are to maintain a level of professionalism in all matters affecting the Membership. Any Member may be removed by the Board for failure to maintain such level of professionalism or failure to abide by the policies of the Association. In addition, any Member may be removed with or without cause by a majority vote of the Board of Directors. The decision of the Board of Directors shall be final.

Any Member who is delinquent on dues shall be provided a written or electronic notification concerning such delinquency, and such Member shall have thirty (30) days from the date of the notification to remedy the delinquency. A Member may not vote until the delinquent dues are paid.

Any Member may voluntarily terminate their Membership in the Association at any time by submitting a written notice of withdrawal to the Secretary of the Board. Any Member who voluntarily terminates their Membership or is removed as a Member shall not be refunded the annual dues.

2.8 Membership List

No Member or individual, with the exception of the Board, shall use the Membership List of the Association without prior approval of the Board. The Membership List may consist of multiple parts, including but not limited to, current dues-paying Members entitled to voting rights; all prior Members who have paid dues in the past but are not current; all organizations or individuals requesting to be placed on the Association's mailing list; and all individuals wishing to receive information from the Association.

2.9 Non-voting Membership

Non-voting Membership Categories may be found in the Membership Manual of the Association.

SECTION 3

Meetings of the Membership

3.1 Meetings

The Board shall designate the time and place of the annual meeting of the Association. At this meeting, reports on the affairs of the Association for the preceding year will be given by the Officers of the Association. The President of the Association shall preside over meetings of the Membership unless determined otherwise by a vote of the Membership.

A special meeting may be called by the Board or by the written request of one-third (1/3) of the Members. Such written requests must contain the type of business to be addressed in order for such business to be placed in the notice of the special meeting. Only business contained in the notice of a special meeting may be acted upon by the Membership.

Meetings may be held virtually as determined by the President or the Board.

3.2 Voting

Any reference to a vote of the Membership shall be in reference to those Members present and voting at the meeting. A majority of the votes of the Members present and voting shall constitute an action of the Membership. A Member must be current on dues and designated as a Member entitled to voting rights. Voting may occur at the annual meeting or pursuant to Section 3.4. Proxies may not be used. Should a vote of the Membership result in a tie vote, a vote of the Board as set forth in Section 5.5, may break such tie vote of the Membership. If a candidate is engaged in a tie, they are to recuse themselves from the vote.

3.3 Notice of Meetings

All notices may be provided in writing via electronic transmission, including via the Association's website. All Members consent to notice via email or other electronic communication. Notice of the annual meeting shall be provided to the Members not less than thirty (30) days prior to the holding of the annual meeting. Notice of special meetings shall be provided to the Members not less than ten (10) days prior to the holding of the special meeting. If a Member does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting. Notice of electronic ballot voting shall take place in accordance with Section 3.4.

3.4 Ballot Voting

Members may vote via ballot by submitting a ballot electronically. For Ballot Voting to represent an action of the Membership, all of the following conditions must be met:

1. All Members must have access to a ballot;
2. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
3. The votes cast will constitute a quorum;
4. The ballot must be received within the voting period established on the ballot, which shall not be less than three (3) days and not more than thirty (30) days;
5. A conference call or online group meeting will be scheduled to allow for discussion of each proposed action during the voting period;
6. The ballot shall be received by a Committee, Officer, or designee as determined by the Board.
7. The ballot must be submitted by a Member;
8. The results of the vote shall be made public; and,
9. All ballots will be maintained for a period of one year, and all ballot results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

The Association shall implement reasonable measures to verify that each ballot cast was by a Member. The form of the ballot shall be determined by the President. Members wishing to vote via ballot submitted by U.S. Mail must notify the Secretary of such request within three (3) days of receiving notice of the vote.

3.5 Quorum

At Membership Meetings, the number of Members present shall constitute a quorum. If voting occurs by electronic ballot voting, quorum will be the number of ballots cast. All business brought before the Membership will be conducted by a quorum.

3.6 Procedures

Meetings shall be conducted in an orderly fashion. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

SECTION 4

Board of Directors

4.1 Board Authority

The Board of Directors (the “Board”) shall have all powers and authority which may be granted to a Board of a not-for-profit corporation under the laws of Oklahoma within the purpose set forth in Section 1.2. Furthermore, the Directors of the Board of Directors shall be the only voting Members of the Association for legal or other statutory requirements unless specifically set forth in Sections 2 and 3 of these Bylaws.

4.2 Number

The Board shall consist of not less than five (5) and not more than eleven (11) Directors. The Board may increase or decrease the number of Directors, in accordance with the range specified above, and are entitled to vote thereon at any meeting of the Board.

4.3 Duties

The duties of the Directors include the following:

1. Exercise a duty of obedience to the Association's central purpose in guiding all decisions;
2. Exercise due care and act in good faith in all dealings and interests with the Association;
3. Exercise a duty of loyalty to the Association by avoiding and/or managing conflicts of interest;
4. Ensure each Director executes and completes an annual Board Agreement Letter and Conflicts of Interest Disclosure Statement;
5. Approve, periodically review, and/or amend board policies, which may include duties in addition to those designated in these Bylaws;
6. Approve and periodically review policies, or authorize an appropriate committee, including but not limited to fiscal, governance, gift acceptance, personnel, and program policies;
7. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or committees with Board-delegated duties or authority;
8. Approve the annual budget and oversee the financial administration of the Association;
9. Review Form 990 prior to submission to the IRS or authorize an appropriate committee to perform such duty;
10. Review and approve all contractual agreements or, authorize an Officer or Executive Director to approve and execute such agreements in accordance with the financial policies;
11. Seek funding for the operation of the Association;
12. Make a personal annual contribution to the Association at a personally meaningful level;
13. Fill the position of the Executive Director as needed;
14. Ensure the date and terms of compensation arrangements of the Executive Director, if any, are recorded in writing and maintained with the information on which the board based its decision; and,
15. Perform such other duties as prescribed by the Board.

4.4 Composition

The Association will strive to have diversity in skill sets on the Board, including experience in financial management, corporate management, fundraising or working with non-profit organizations.

Furthermore, the following requirements must be met before an individual can be nominated as a Director:

1. Only one (1) individual per publication or medium;
2. Only one (1) individual of any one (1) immediate family, such as a spouse, parent, or child;
3. Only one (1) individual residing within a household;
4. Only one (1) employee, owner, or investor of any one (1) closely-held company; and
5. No employee of the Association may serve as a Director.

4.5 Nominations

The Governance Committee shall prepare a slate of candidates in accordance with the *Governance Committee Charter* set forth in the *Governance Manual* of the Association. Additional nominations may be provided to the Governance Committee a minimum of ten (10) days prior to an election. Nominations from the floor at a meeting where an election is to take place shall not be accepted.

4.6 Elections

Elections shall be determined by a vote of the Membership at the Annual Meeting of the Membership. The newly elected Directors and Officers shall begin their respective terms within thirty (30) days of the election. If the slate is not approved, the Board may call for a vote on each slated candidate by a vote of the Membership. Each slated candidate receiving a majority of the votes cast shall become a Director. The Board may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Additional elections may take place at any regularly or specially called meeting of the Board as needed to fill vacancies.

4.7 Classification, Term of Office, and Term Limits

A Director shall serve a term for a period of three (3) years. Terms shall be rotated to allow for approximately one-third (1/3) of the Directors to be up for election each year. Any Director may serve two (2) consecutive terms. Any Director who has served the consecutive terms allowed or has resigned may be eligible for re-election as a Director after a period of one (1) year. Any Director may not serve more than a total of six (6) terms. Upon resignation, removal, or vacancy of a Director, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits. Furthermore, the term limits for the Vice-President will automatically be extended to allow for such Directors to complete their elected Officer positions. Service prior to the adoption of these Bylaws shall not count toward term limits.

4.8 Attendance, Removal, or Resignation

Any Director who misses three (3) consecutive regularly scheduled meetings in any Fiscal Year shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of said absence from such meeting. A Director will be deemed present if such Director can communicate with all Directors participating in the meeting, including via phone or video conferencing. Any Director who has not met the attendance requirements may request in writing to be reinstated by a vote of the Board at the meeting following the resignation. A Director may be removed at any time, with or without cause, by a vote of the Board at any regular or specially called meeting of the Board.

Any Director may resign at any time by giving written or verifiable electronic notice to the President or the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Association would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

4.9 Vacancies

The Governance Committee shall present to the Membership candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. Directors may be elected for such vacancies or newly created Directorships by a vote of the Board at any Annual or special meeting of the Membership.

If, due to such vacancies, the number of Directors is fewer than nine (9) as stated in Section 4.2, the Board may elect Directors to fill such vacancies by a vote of the Board without the additional requirements set forth in *Governance Committee Charter* set forth in the *Governance Manual* of the Association. Those elected by the Board shall assume their positions for the duration of the unexpired term.

4.10 Compensation
Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board.

SECTION 5

Meetings of the Board

5.1 Meetings
There shall be a minimum of four (4) meetings of the Board each Fiscal Year, and the Board will strive to have at least one (1) meeting in each quarter of the Fiscal Year. Board meetings may be held at such time and place as shall be determined by the President, or as determined by the Board.

Special meetings of the Board for any purpose(s) may be called at any time by the President or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held at such time and place as shall be determined by the President, or as determined by the Board.

Meetings may be held virtually as determined by the President or the Board.

5.2 Notice
Any regular meeting of the Board shall be set by the Board and will require no notice if the date, time, and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time, and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time, and location were not previously determined, notice shall be sent to the Directors at least ten (10) days but not more than thirty (30) days prior to the holding of the meeting.

For any special meeting, notice shall be sent to the Directors not less than three (3) days but not more than thirty (30) days prior to the holding of the meeting. For any electronic meeting, notice shall be sent to the Directors with the resolution and shall not be less than twenty-four (24) hours prior to the voting deadline.

Directors shall provide an electronic address to allow for notice via electronic transmission, and any notice of meetings sent to them at such electronic address shall be valid notices thereof. If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting, unless the Director objects at the beginning of the meeting that notice of the meeting was not valid.

5.3 Quorum
At all meetings of the Board, a quorum shall consist of a majority (51%) of the total number of Directors. For purposes of establishing a quorum, a Director will be deemed present if such Director can communicate with all Directors participating in the meeting. Furthermore, the

Director may participate in such a meeting, including voting at such a meeting. In the absence of a quorum, a majority of the Directors in attendance may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 5.2. Any Director with a conflict of interest shall be counted for purposes of determining a quorum but must follow the *Conflict of Interest Policy* as discussed in Section 5.5.

5.4 <u>Procedures</u>

Meetings of the Board shall be conducted in an orderly manner under the direction of the President. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

5.5 <u>Voting</u>

Each Director shall have one (1) vote. A majority vote of the Directors present at a meeting where a quorum is established shall be deemed the action of the Board, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the motion will fail. The *Conflict of Interest Policy*, as adopted by the Board, will apply to Directors when voting on issues in which a Director may have a financial interest even if such interest is only a perceived interest, as determined by the Board.

5.6 <u>Electronic Meetings</u>

In matters of urgency or unusual circumstances, meetings may take place via any form of electronic medium. The Board may vote by email or other electronic medium during electronic meetings. However, the President or any three (3) Officers may call for a written electronic vote. For a written electronic voting to represent an action of the Board, all of the following conditions must be met:

1. All Directors must receive notice and the resolution(s) to be voted upon a minimum of twenty-four (24) hours prior to the closing of any voting;
2. The resolution(s) shall set forth the proposed action(s) and provide for a vote for or against each proposed action;
3. A majority of the total number of Directors must vote via some form of written communication;
4. The written votes must be received within the voting period established with the resolution, which shall not be less than twenty-four (24) hours' notice requirement set forth above;
5. Receipt of a written vote shall be acknowledged by an Officer or designee;
6. A vote(s) must be submitted by a Director and signed, electronically or otherwise, by such Director;
7. All votes shall be made public to the Board following the vote; and,
8. All results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

The Association shall implement reasonable measures to verify that each vote cast was from a Director.

5.7 <u>Action Taken Without Notice of a Meeting</u>

Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof may be taken without a meeting if the total number of Directors of the Board or Committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the board or committee; and the filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Failure to respond to more than one (1) communication requesting consent will be deemed consent.

SECTION 6

Officers of the Board

6.1 Officers

Officers of the Board must be previously elected to the Board of Directors of the Association by the Membership. Officer positions shall be a President, a Vice-President, a Secretary, a Treasurer. An Officer shall be subject to all the duties and rights of any other Director.

6.2 Term of Office

Officers shall serve for a one (1) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than three (3) consecutive terms. Upon resignation, removal, or vacancy of an Officer, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

6.3 Nominations and Election

Officers shall be nominated and elected by the newly elected Board.

6.4 President

The President, or designee, shall have the following duties:

1. Act as the Principal Officer of the Association, subject to the control of the Board;
2. Have general supervision of the Directors of the Association;
3. Set the meeting agendas or aid the Executive Director in setting meeting agendas and with correspondence for electronic ballot voting;
4. Preside at all meetings of the Board and Executive Committee unless determined otherwise by the Board;
5. Report, or cause to be reported, the operations of the Association's affairs at Board meetings;
6. Report or cause to be reported to the Board all such matters coming to his/her attention and relating to the interest of the Board;
7. Act as a non-voting, ex-officio member of each committee unless determined otherwise by the Board; and,
8. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.5 Vice-President

The Vice-President shall have the following duties:

1. In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President; and,
2. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.6 Secretary

The Secretary, or designee, shall have the following duties:

1. Give notice of all meetings of the Board and Membership as required by these Bylaws or by law;
2. Act as the primary point of contact for Directors and Officers concerning Board-related matters unless determined otherwise by the Board.
3. Keep an electronic file of minutes of all meetings of the Board with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
4. Ensure such minutes are available for Board approval at the next meeting;
5. Sign such minutes after Board approval;
6. Exhibit at all reasonable times, upon the request of a Director, these Bylaws, and the minutes of Board proceedings;
7. Ensure electronic files are available at the Principal Office and include all documents required for public inspection by the Internal Revenue Service;
8. Keep an electronic record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice; and,
9. Fulfill other duties as may be prescribed by the Board.

6.7 Treasurer

The Treasurer, or designee, shall have the following duties:

1. Oversee, or cause to be kept and maintained, correct accounts of the properties and business transactions of the Association in accordance with accrual or modified accrual methods of accounting;
2. Ensure the books of account are open to inspection by any Director at all reasonable times;
3. Provide a report of the Association's financial affairs at meetings of the Board and/or when requested by a Director;
4. Ensure appropriate oversight and implementation of the financial policies and procedures; and,
5. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.8 Removal and Resignation

An Officer may be removed from office at any time, with or without cause, by a vote of the Board at any regular or specially called meeting of the Board.

Any Officer may resign at any time by giving written or verifiable electronic notice to the President Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.9 Vacancies

A vacancy in the office of the President shall be filled by the Vice-President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in an office other than that of the President shall be filled by an election whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

6.10 Delegation of Duties

In case of the absence or disability of any Officer of the Association or for any other reason that the Board may deem sufficient, the Board may, by a vote, delegate the powers or duties of such

Officer to any other Officer, Director, or Member, with such power of delegation valid for the remainder of the term or until the next election.

SECTION 7

Board Committees:

7.1 Creation:
The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary. Committee Charters for standing committees as well as other committees shall be found in the *Governance Manual* of the Association.

7.2 Composition:
A Director, as determined by the Board, shall serve as the Committee Chair of each Committee, and members of each Committee shall be selected by the Board. Each Committee shall include a minimum of three (3) members, with a minimum of one (1) member being a member of the Board. Therefore, non-Board Members may serve as Committee Members. Furthermore, the President may sit on each Committee as a non-voting, ex-officio member unless determined otherwise by the Board. However, the President may not be counted for purposes of determining a quorum of any such Committee, with the exception of the Executive Committee.

7.3 Reporting of Committee Actions and Authority:
All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Should the Board delegate any of its powers to a committee:
1. Only the Directors who sit on such committee may vote;
2. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
3. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. Report all actions to the Board; and,
5. Report such authority on the tax return Form 990.

7.4 Notice of Committee Meetings:
Committees shall provide a minimum of twenty-four (24) hours' notice to the committee members. If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 5.2 of these Bylaws.

7.5 Advisory Committees:
The Board may provide for one or more Advisory Committees consisting of individuals with extended service, contacts, and/or expertise to aid the Corporation or who work within areas or fields deemed appropriate to further the mission of the Corporation. Advisory Committee Members shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such Advisory Committee Members shall not have voting rights, be considered as members of the Corporation, be entitled to any other benefit provided to Directors, or be subject

to term limitations or meeting requirements of Directors as set forth in the Bylaws. The Board may provide additional policies to establish duties and/or benefits of one or more levels of Advisory Committees.

SECTION 8

Executive Director

8.1 Employment

The Executive Director shall be an employee of the Board. The Board will fill such position in a manner as determined by the Board. The Executive Committee will ensure performance evaluations are conducted and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will ensure the date and terms of compensation arrangements of the Executive Director are recorded in writing and maintained with the information on which the Board based its decision.

8.2 Duties

The Executive Director shall manage the day-to-day operations and business of the Association. The Executive Director shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the Executive Director. However, the functions of the Executive Director shall not supersede the duties of the Board as set forth in Section 4.3.

8.3 Separation of Duties

The Officers of the Board are set forth in Section 6. The Executive Director or other employees may be Officers of the Association, but shall not hold any Officer Position on the Board of Directors of the Association.

SECTION 9

Location

9.1 Principal Office

The Association shall locate its Principal Office in Oklahoma. The Association may change its Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.

9.2 Registered Agent and Office

The Registered Agent and the Registered Office of the Association shall be in the state of Oklahoma, and the Registered Office may be, but need not be, identical with the Principal Office. A change of the Registered Agent and/or Registered Office shall be filed with the Oklahoma Secretary of State.

9.3 Other Offices

The Association may have other offices as determined by the Board of Directors.

SECTION 10

Amendments and Construction

10.1 Amendments to Bylaws

These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of two-thirds (2/3) of the Directors at any meeting of the Board where a quorum is present if notice of the proposed amendment, alteration, change, or repeal was given at least five (5) days prior to the meeting at which the amendment is acted upon. In addition, such proposed amendment, alteration, change, or repeal may be further amended as determined by the Board. However, any amendment, alteration, change, or repeal impacting the voting rights of the Membership set forth in Section 2 or Section 3 of these Bylaws must be approved by a two-thirds (2/3) majority of the Members present and voting at a meeting of the Membership.

10.2 Construction and Terms

1. These Bylaws replace all prior Bylaws. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Code shall be to such sections of the Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

2. Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and/or committee members.

3. Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Association, the provisions of the Certificate of Incorporation shall govern.

SECTION 11

CERTIFICATION

THESE AMENDED AND RESTATED BYLAWS of the Indigenous Journalists Association are adopted on the 24th day of July, 2026.

Roselynn Yazzie

Sunnie Clahchischiligi, President

Roselynn Yazzie, Secretary

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