

**BY-LAWS
of
NativeView, Inc.**

ARTICLE I - Name

Section 1. The name of the corporation is NativeView, Inc.

ARTICLE II – Period of Existence

Section 1. The period of existence is perpetual.

ARTICLE III – Purpose

Section 1. 1. Non profit Corporation. NativeView, Inc. shall confine its activities to educational and scientific purposes as defined under Section 501 (c) (3) of the Internal Revenue Code. No substantial part of its activities shall be dedicated to the influence of legislation. NativeView, Inc. shall not participate in, or intervene in, a political campaign on behalf of any candidate for public office, including the publication or distribution of statements. NativeView, Inc. shall not engage in activities that seek to influence the policies of any NativeView, Inc.’s member institutions. NativeView, Inc. may provide advice on issues affecting science, technology, engineering and mathematics initiatives on request.

Section 1. 2. Purpose. NativeView, Inc. will strive to promote and facilitate the merger of modern technology, Western science and Indigenous knowledge to protect Indian Sovereignty and uphold the intrinsic relationship of Indian Nations with Mother Earth.

Section 1. 3. Vision and Mission. The vision is to protect and promote the resources and welfare of tribal nations and their people through focused collaborations. The mission is to empower Tribal Colleges, Tribal Universities and Tribal Nations with education, integration and application of geospatial technology to meet the cultural, academic, scientific, policy and management needs of the people they serve, especially in the areas of agriculture, resource management and economic development.

Section 1. 4. Activities. NativeView, Inc.’s activities will include but not be limited to, facilitating the building of necessary partnerships and strategies for strengthening the development of sustainable geospatial technology programs at Tribal Colleges and Universities (TCU’s) by:

- a. Promoting and preserving indigenous culture and language in all of its professional activities and assisting in maintaining the unique identity of Tribal Colleges and Universities.
- b. Facilitating the access of geospatial information for the use of environmental protection agencies of Indian Nations.

- c. Assisting in the education of indigenous people as the protectors of Mother Earth while revitalizing and restoring the cultural, spiritual and territorial integrity of our respective Indian Nations.
- d. Promoting the study of earth sciences, especially in regard to geology, hydrology, biology, ecology and geography to expand the benefits of geospatial technologies to Indian People, Indian Nations and Indian institutions of higher education.
- e. Promoting the development of user-friendly systems and programs for Indian Nations to employ for mapping their sacred and cultural sites by utilizing indigenous insight, ethno-science and inter-generational knowledge for the enhancement of indigenous people's relationship with Mother Earth.
- f. Developing applications to enable indigenous people and Indian Nations to manage their natural resources such as water quality and quantity, biology, geology, landscape mapping, irrigation, dam safety, natural resource management, fire prevention and analysis of natural disasters.
- g. Working proactively with Indian Nations to prevent the erosion of Indian sovereignty and the reduction of indigenous homelands.
- h. Supporting the inherent sovereignty of our respective Indian Nations by creating a higher education framework to balance indigenous knowledge systems and western knowledge systems.
- i. Fostering collaborative relationships with individuals, organizations, educational institutions and agencies, whether private, public or government, to advance education, integration and application of geospatial technology and research within the TCU system.
- j. Developing equitable partnerships between TCU's and organizations, educational institutions and agencies, whether private, public or governmental that support the vision and mission of NativeView, Inc., as described in ARTICLE III.

ARTICLE IV- Membership

Section 1. NativeView, Inc., will have three (3) classifications for membership.

ARTICLE V – Membership Classes

Section 1. 1. Active Membership. Active membership is open to any TCU, organization, educational institution or agency whether private, public or government that is dedicated to the purposes and objectives defined in ARTICLE III *Sections 1.1., 1. 2., 1. 3. and 1. 4.* Active members shall have voting rights.

Section 1. 2. General Membership. General membership is open to all faculty, staff and employees of an Active member. General members shall not have voting rights.

Section 1. 3. Associate Membership. Associate membership is open to any persons or organizations supporting the purposes and activities of NativeView, Inc., that are not defined in *Section 1. 2.*, a. or b. Associate members shall not have voting rights.

Section 1. 4. Designated Representative. An Active member may designate one (1) representative faculty member, staff member or employee to participate and vote on their behalf by notifying a Director or Officer. Active membership and the right to vote are vested with the member institution, organization or agency and not with their designated representative. An Active member's designated representative must be appointed and dismissed by an officer, director or department head of the member institution, organization or agency. Appointments and dismissals are considered effective upon notification by any means deemed appropriate, by the officer, director or department head of the Active member or by notification of the resignation of the designated representative and are effective until further notice. An Active member's officer, director, department head or designated representative is eligible to serve on the Board of Directors but no Active member shall have more than one vote on any matter at one time.

ARTICLE VI – Board of Directors

Section 1. 1. Board of Directors. A Board of Directors, consisting of no fewer than nine (9) members elected by the Active membership shall manage the business affairs and finances of NativeView, Inc. A simple majority shall constitute a quorum to conduct business at any meeting. Robert's Rules of Order shall be used as the governing rules for all Board meetings and the Board reserves the right to deal with any situation that may arise that has not been detailed in these by-laws.

Section 1. 2. Officers and Directors. The Board of Directors shall include a President, Vice-President, Treasurer, Secretary, Ex-Officio and no fewer than four (4) Directors at Large.

Section 1. 3. Terms of Officers and Directors. The term of office for Board Members shall be two (2) years. Elections to fill vacancies will occur annually. The term of office for the President, Vice-President, Treasurer and Secretary shall be one (1) year. Officers will be elected by a majority vote of the Board of Directors at the first meeting of the Board following an annual election. Directors and Officers shall assume office on the first day of the new fiscal year following an election.

Section 1. 4. Executive Board. The Executive Board will consist of the President, Vice-President, Secretary, Treasurer and Ex-Officio. A simple majority will constitute a quorum to conduct business at any meeting. Any action taken by the Executive Board must not contradict Board of Director policy or budgets and will be subject to review at the next meeting of the Board of Directors.

- a. **President.** The President shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties not inconsistent with these by-laws as

may be assigned by the Board of Directors or Executive Board, including, but not limited to, acting on behalf of the membership when assigned to do so, develop the agenda and preside over all board meetings, executive board meetings and membership meetings, direct assignments to committees and work groups and delegate responsibility and authority to other members of the Board. The President will receive direction from the Board of Directors, the Executive Board and the Active Membership and serves as the Chairman of the Board of Directors and the Executive Board.

- b. **Vice-President.** In the absence of the President, the Vice-President assumes all presidential duties and takes action on behalf of the President. The Vice-President shall direct assignments from the President, the Board of Directors and the Executive Board to committees and workgroups and will act as liaison between the committee chairmen and the Board of Directors and may receive additional assignments and duties not inconsistent with these by-laws as may be assigned by the President, the Board of Directors or the Executive Board, and serves as a member of the Executive Board.
- c. **Secretary.** The Secretary shall have the general powers and duties of management usually vested in the office of secretary of a corporation, and shall have such other powers and duties not inconsistent with these by-laws as may be assigned by the Board of Directors, the Executive Board or the President, including, but not limited to the role of custodian of all records and documents and to attest to the same by his/her signature, record all official actions taken at Board of Directors, Executive Board and membership meetings, maintain the meeting minutes and serves as a member of the Executive Board.
- d. **Treasurer.** The Treasurer shall have the general powers and duties of management usually vested in the office of treasurer of a corporation, shall be responsible for all funds and securities, shall have such other powers and duties not inconsistent with these by-laws as may be assigned by the Board of Directors, the Executive Board or the President, including the oversight of budgets, financial records and accounts. The Treasurer shall prepare an annual financial report and make it available for distribution within four (4) months of the end of each fiscal year. The Treasurer authorizes the issuance of checks approved by the Board of Directors or the Executive Board, will remain current on all income, disbursements, investments and other pertinent financial issues and will provide quarterly financial reports to the Board of Directors or the Executive Board. The Treasurer may receive additional assignments and direction from the Board of Directors, the Executive Board, or the President, and serves as a member of the Executive Board.
- d. **Ex-Officio.** The Ex-officio shall be the outgoing President and will be responsible for general counsel to the Board of Directors, the Executive Board and the President based on his/her historical knowledge as past President. The Ex-Officio may receive additional assignments and direction from the

Board of Directors, the Executive Board or the President, and serves as a member of the Executive Board.

- e. **Compensation of Directors.** . The Board of Directors shall serve as such without salary, however, the Board of Directors or Executive Board may authorize payment for actual travel costs, mileage and per diem at a reasonable reimbursement rate. The Board of Directors may also authorize the payment or reimbursement of other reasonable expenses incurred by them on behalf of NativeView, Inc.

Section 1. 5. Vacancies. The Board of Directors is not mandated to fill any vacancy of officers or directors but may do so at their option, by the affirmative vote of a majority of the remaining members of the Board of Directors. An appointed officer or director shall serve for the unexpired term of his/her predecessor.

ARTICLE VII – Operations and Internal Affairs

Section 1. 1. Initial Board of Directors. An Interim Board of Directors shall manage the business, affairs and finances of NativeView, Inc. while a duly elected Board of Directors is phased in.

- a. The initial term shall begin January 1, 2007.
- b. The initial President and Treasurer will serve a four (4) year term. The initial Vice-President and Recording Secretary will serve a three (3) year term. Two initial Directors at Large, chosen by lot, will serve a two (2) year term. The remaining initial Directors at Large will serve a five (5) year term. The initial Ex-Officio will serve until an outgoing President is available to fill the office.
- c. Initial Directors and Officers are eligible for election to the Board of Directors provided they are Active members or the duly designated representative of an Active member.

Section 1. 2. Fiscal Year. The fiscal year of NativeView, Inc. shall correspond with the calendar year.

Section 1. 3. Financial Report. A current Financial Report shall be completed, printed and available to all Active Members in good standing and/or their designated representative within four (4) months of the conclusion of each fiscal year

- a. **Audits.** The books and records of the financial affairs of NativeView, Inc. are subject to audit by an auditing committee or by an accounting firm as may be determined from time to time by resolution of the Board of Directors or by a two-thirds (2/3's) majority vote of the Active members in attendance at any official meeting of the membership.

- b. **Books and Records.** NativeView, Inc. shall keep correct and complete books and records in its registered office or in its principal business office, should there be one. NativeView, Inc., shall keep at said office all financial accounts, minutes of the proceedings of the Board of Directors, the Executive Board, official meetings of the membership and a listing of the names and addresses of the Active, General and Associate membership. Upon leaving office, each Director, Officer, employee or agent of NativeView, Inc., shall turn over to his/her successor or to the President, in good order and in a timely manner, such monies, books, records, minutes, lists, documents, contracts, or other property of NativeView, Inc. as have been in the custody of such Director, Officer, employee or agent during their term of office or tenure.

Section 1.4. Membership Fee. The Board of Directors shall, from time to time, set and determine the amount of fees (dues) to be paid by each class of membership. The fee shall be payable annually within thirty days of the start of each fiscal year.

Section 1.5. Staff. The Board of Directors shall have the authority to hire staff, including an Executive Director. The Executive Director shall be hired by the Board of Directors, and shall be subject to supervision by the Board of Directors. The Executive Director shall work subject to the will of the Board and his/her duties may include tasks assigned to the officers in ARTICLE VI, *Sections 1., 2., 3. and 4., a., b., c., d. and e.* The Executive Director's responsibilities shall also include the daily management of the affairs of NativeView, Inc. as prescribed by the Board of Directors and attendance of all official meetings. The Executive Director will attend all official meetings of the membership or Board and shall provide a current report of his/her activities and an update on matters and issues of concern to the Board of Directors at all Board and Executive Board meetings. The Executive Director shall be paid a salary authorized by the Board of Directors and shall have the authority to hire, manage and terminate staff. The overall performance and salary of the Executive Director shall be subject to review by the Board of Directors on an annual basis. The Executive Director shall not be eligible to vote at Board meetings, Executive Board meetings or at membership meetings, on any election, referendum issues, resolutions or mail-in ballot on any issue.

Section 1.6. Annual Membership Meeting. An Annual meeting of Active members shall be held each year at a time and place designated by the Board of Directors. Membership meetings are open to the public unless the President or a majority of Active members in attendance call for a special closed session. The Active members, the Board of Directors, the Executive Board or the President will assign a meeting committee with responsibility for planning the Annual meeting. The committee, at their discretion, may assess a reasonable registration fee to offset expenses and the committee chairman will report directly to the President regarding the planning committee's activities.

- a. **Purpose.** The purpose of the Annual meeting shall be the election of vacant and/or expiring Board of Director positions and the transaction of such other business as shall come before the meeting. Robert's Rules of Order will be used as the governing rules for all Annual Membership Meetings and all such

meetings are open to the public unless the President or a majority of the Active Members in attendance call for a special closed session.

- b. **Notice of Meeting.** The President or his/her designee shall give notice to all Active members by direct mailing, newsletter or by such other means as he/she determines necessary. Reasonable efforts will also be made to give notice to all General and Associate members and such notice must be given not less than sixty (60) days prior to the scheduled meeting.
- c. **Conflict of Interest.** Active members shall excuse themselves from participation in, and voting on, issues that are or could be construed as being a conflict of interest to themselves, their designated representative, their institution, organization or agency.

Section 1. 7. Board of Director Meetings. Board of Director meetings may be held at such time and place, as the Board of Directors, the Executive Board or the President shall determine from time to time.

- a. **Annual Meeting.** An annual meeting of the Board of Directors shall be held in conjunction with and at the same place as the Annual meeting of the Active Membership.
- b. **Election of Officers.** The President shall have the authority to schedule a Board of Directors meeting, without five (5) day notice, for the purpose of the election of officers and the transaction of such other business as shall come before the Board, provided such meeting is called within forty-eight (48) hours of the adjournment of the membership meeting where an election has taken place. Director and Officer terms of office shall commence on the first day of the new fiscal year following their election.
- c. **Executive Board Meetings.** Executive Board meetings may be held at such time and place, as the Board of Directors, the Executive Board or the President shall designate from time to time.
- d. **Teleconference Meeting.** Teleconference meetings of the Board of Directors and the Executive Board may be conducted in lieu of face-to-face meetings.
- e. **Notice of Meeting.** Board members and Executive Board members must be notified by e-mail, fax or telephone at least five (5) working days prior to a meeting being called. Notice will be considered delivered when it is e-mailed, faxed or called to the address or number on record with NativeView, Inc.

Section 1. 8. Election. Election of Board members shall be conducted by majority vote of all ballots cast in person or by proxy at an Annual meeting.

- a. **Notice of Election.** A list of all candidates eligible for positions on the Board of Directors and a list of current, vacant and expiring terms of Directors and Officers shall be included with the notice of Annual Meeting.
- b. **Nominations.** Nominations for positions on the Board of Directors may be submitted to the President or his/her designee, by any Active member in good standing prior to the time of the Annual meeting. Such nominations may be made in person, by mail, fax, or by a scanned form via email. All nominations submitted prior to the Annual meeting must be signed and dated by the Active member or the Active member's designated representative. Nominations executed prior to or during an Annual meeting do not require a second. The President or his/her designee shall confirm the receipt of all nominations with said nominee, by telephone, e-mail, and fax or by such means, as he/she deems necessary. The nominee may decline or accept the nomination any time prior to the election.
- d. **Nominations from the Floor.** The President, prior to an election will call for nominations from the floor. Nominees must be willing to serve and must be verified eligible to serve by the Secretary prior to the casting of ballots.
- e. **Voting.** An Active member in good standing may vote in person or by designated representative. Voting shall be conducted in an open forum by secret ballot. The Ex-officio and the President will appoint two unbiased individuals to distribute, collect and count all ballots. A simple majority of the ballots cast shall determine the outcome of the election. The Board of Directors shall decide any ties between candidates by majority vote.
- e. **Proxy Voting.** In the absence of the Active member or his/her designated representative, voting may be conducted by proxy executed in writing by the Active member. The President or his/her designee must approve all proxies before a proxy-holder may vote. Proxies shall be valid for three (3) months following the date of execution and must state in writing the name of the Active member, the signature of the Active member or the Active member's designated representative, the name of the person authorized by the Active member to carry out the proxy and the date on which the proxy was executed.

Section 1. 9. Committees. The Board of Directors, by resolution, may designate one (1) or more standing committees and may delegate to each, such authority, power and duties as the Board of Directors may from time to time determine.

- a. **Committee Chairmen.** Chairmen may be appointed by the President or may be elected by a simple majority of the Active members present at any scheduled meeting. The chairman must be a member but shall not required to be an Active member or the designated representative of an Active member. Chairmen shall present reports to the membership at each Annual meeting.

- b. **Director Liaison.** The President, within sixty (60) days of assuming office, shall appoint one (1) Director to each committee to provide direction and guidance. The appointed Director will act as liaison between the Board of Directors, the Executive Board, the President and the committees. The liaison will be responsible for presenting timely reports of committee activity to the Board of Directors and/or the Executive Board.
- c. **Committee Members.** Committee members, if any, must be willing to serve and may be volunteers or appointed by the President.

Section 1. 10. Contracts, Loans, Checks and Deposits

- a. **Title.** The title to all property and equipment shall be vested in the name of NativeView, Inc. and shall be accounted for by the Treasurer.
- b. **Deposit of Funds.** All funds of NativeView, Inc. not otherwise employed shall be deposited to the credit of NativeView, Inc. in such bank or banks, trust companies or other reliable depositories as the Board of Directors may determine from time to time, by resolution.
- c. **Checks and Drafts..** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NativeView, Inc. shall be signed by such officer or officers, agent or agents and in such manner as shall from time to time be determined by resolution of the Board of Directors. All checks, drafts or other orders for the payment of money shall be supported by vouchers, receipts, statements or other evidence of the purchase, purpose, or obligation for which issued.
- d. **Loans.** No loans or advances shall be contracted on behalf of NativeView, Inc. and no note or other evidence of indebtedness shall be issued in its name unless and except as authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- e. **Contracts.** The President or any other person specifically authorized by the Board of Directors or the Executive Board may in the name of and on behalf of NativeView, Inc., enter into those contracts or execute and deliver the instruments that are specifically authorized by resolution of the Board of Directors. Except as provided for in this section, no officer or other agent of NativeView, Inc. may enter into any contract or execute and deliver any instrument in the name of and on behalf of NativeView, Inc. without written authorization of the Board of Directors or Executive Board. Such authority may be general or confined to specific instances.
- f. **Gifts.** The Board of Directors or Executive Board may accept, transfer, and dispose of, on behalf of NativeView, Inc., any contribution, gift, bequest or device for the general purpose or for any specific purpose of NativeView,

Inc. The title and use of such gifts shall be vested in the name of NativeView, Inc. and shall be accounted for by the Treasurer.

- g. **Cooperative Agreements.** Nothing in the By Laws shall constitute a barrier to any cooperative agreements among NativeView, Inc. members.
- h. **Bonds.** The Board of Directors may require the Treasurer, the Executive Director and any other officer or employee of NativeView, Inc. who shall have in his/her possession or subject to his/her control, any funds or property of NativeView, Inc., to give a bond, for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine by resolution.
- i. **Contracts with Directors.** No officer or member of the Board of Directors shall have an interest, either directly or indirectly, in any contract relating to the operations contracted by NativeView, Inc. or in any contract for furnishing services or supplies to it.
- j. **Conflict of Interest.** All Directors and Officers shall have the responsibility of disclosure, to the entire Board, of any potential interest or conflict of interest regarding any contracts, cooperative agreements, loans or any other activity with the potential for personal monetary gain.
- k. **Not for Profit.** NativeView, Inc. shall be operated as a non-profit 501 (c) 3 corporation for the purposes designated in the Articles of Incorporation and these By Laws. No part of the income, profit or gains of the Corporation shall inure to the benefit of any officer, director or member. Notwithstanding any other provision of these By Laws, NativeView, Inc. shall not take any action that would jeopardize or be inconsistent with qualification of the Nonprofit Corporation as an organization described in Section 501 c 3 of the IRS Code.

Section 1. 11. By Laws. The Board of Directors may repeal, alter, amend or adopt new By Laws. The President or his/her designee must give written notice of the proposed repeal, amendment, alteration or newly drafted By Laws to Active members no fewer than thirty (30) days prior to the date such action will be on the agenda of a Board of Directors meeting. Such repeal, amendment, alteration, or new draft must conform to the NativeView, Inc. Articles of Incorporation and shall be subject to ratification by a two thirds (2/3's) majority vote of Active members in good standing, by designated representative or by proxy, at the next scheduled Annual Meeting. Such repeal, amendment, alteration, or new draft of the By Laws will not go into effect until it has been ratified by the Active membership.

Section 1. 12. Dissolution. No Member, Director or Officer of NativeView, Inc. or any private individual shall be entitled to share in the distribution of any of NativeView, Inc's assets and property upon dissolution of NativeView, Inc.

- a. **Transfer of Assets.** In the event of dissolution, all assets and property of NativeView, Inc., shall be disposed of by transferring the same to one or more organizations that qualify as non-profit or exempt under Section 501 c 3 of the IRS Code.

ARTICLE VIII – Registered Office

Section 1. The street address of NativeView, Inc.’s initial registered office is 19758 480th Avenue, Astoria, SD 57213 and the name of NativeView, Inc.’s initial registered agent at such address is Judith Wood.

- a. **Business Office.** The principle business office of NativeView, Inc. shall be at such places(s) as the Board of Directors may determine from time to time by resolution.

ARTICLE IX – Initial Board of Directors

Section 1. The number of Directors constituting the initial Board of Directors is nine (9) and the names and addresses of the persons who are to serve as the initial Directors are:

Name	Address
1. James Rattling Leaf	Institute of Atmospheric Sciences SD School of Mines and Tech. 501 East St. Joseph St. Rapid City, SD 57701-3995
2. Judith Wood	Wood Consulting, Inc. 19758 480 th Avenue Astoria, SD 57213
3. Gene Napier	USGS, EROS Data Center Sioux Falls, SD 57198
4. Jan Bingen	Little Priest Tribal College P. O. Box 270 Winnebago, NE 68071
5. Tammie Grant	Salish Kootenai College P. O. Box 70 Pablo, MT 59855
6. Denise Chavez	SW Indian Polytechnic Institute P. O. Box 10146 Albuquerque, NM 87184

7. Bonnie Gallahan

USGS, FGDC
590 National Center
Reston, VA 20192

8. E. Michael Collins

United Tribes Technical College
3315 University Drive
Bismarck, ND 58504

9. Sylvio Mannel

Oglala Lakota College
490 Piya Wiconi Rd.
Kyle, SD 57752

Section 1.2. The Directors shall hold office until their successors are elected and qualified.

The undersigned, being all of the Initial Directors of NativeView, Inc., do hereby certify that the foregoing By Laws were adopted by a unanimous vote of the Board of Directors during the organizational meeting at (city) _____, (State) _____ held on the _____ day of _____, 2006 and does now constitute the By Laws of NativeView, Inc.

James Rattling Leaf

E. Michael Collins

Judith Wood

Gene Napier

Sylvio Mannel

Jan Bingen

Bonnie Gallahan

Denise Chavez

Tammie Grant