

Dear Linda and Barry:

I am attaching a revised draft of the Bylaws for review and comment prior to the Board meeting. These revisions are based on the initial internal draft created by you some time ago, with modifications, per your feedback to me. Note that the draft contains highlights and blanks where your input and feedback are needed. These involve:

1. Confirming the corporate/501(c)(3) structure;
2. Confirming and refining the MMCO "rotating" representative seat. As to the MMCO, it seems that both this rotating/annually changing representation is contemplated as to a given term and a single vote if multiple MMCOs are represented on the Board (Sections 3.4 and 3.9.1). I want to make sure I have captured your thoughts on how this will function.
3. Also on Board terms (Section 3.5) I have changed the elected official to 3 years. I want unclear on the "no limit" which seemed a bit confusing. Is the intent that multiple electeds rotate through the seat or a single person serve without term limits? It seemed clearer that the sector representation remains firm, with different members serving fixed terms. Note as well that many of the sample bylaws carved out a special exception for tribal entity representation and I have highlighted that where applicable as well.
4. The draft proposes an annual meeting in December for budget purposes.
5. Special meeting notice was stated at 3 days. This is too short from a statutory perspective. Note that members may waive the notice by attendance or responding via email.
6. The action by consensus has been removed, per earlier email exchange.
7. Section 4.2 sets forth the Executive Committee function. I have provided sample language (incorporating Barry's email comments from 1/16/17). For discussion purposes, there are blanks for what (if any) monetary obligation the Exec Committee can incur. Please note that this may interplay with the Executive Director's authority to expend funds (whether budgeted or unbudgeted, and may require revision.) Again, the point is to raise the issue of the parameters of the Executive Committee's authorization and delegated authority.
8. There is a lengthy officer/Board member indemnification provision (which is based on statute) in Article VIII. If you prefer a shorter form, that can be done. I wanted you to consider the more expansive definition and carve back from there.

I look forward to hearing from you after you have had a chance to review.

Thank you.

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