

Hopi Tourism Strategic Plan
Tourism Cohort Meeting Notes
Thursday, June 24, 2021 — 3 PM MST
Zoom Video Conference/Teleconference

1. Call to Order – Brian Cole

Brian Cole called the meeting to order at 3:10 pm MST.

2. Self-introductions

Attendees included Lahoma Davidson, Marilyn Fredericks, Andrew Gashwazra, Berni Navakuku, James Surveyor, Wayne Taylor and Brian Cole.

3. Report from Non-profit Formation Bylaws Subcommittee

Lahoma Davidson reported that she had been in contact with most of the subcommittee members and the updated bylaws have been developed and are ready for review and finalization by the Interim Board. The draft bylaws are provided in Attachment A.

4. Other Organizational Development Considerations

After a brief discussion of the low attendance at recent Hopi Tourism Cohort Meetings, Marilyn Fredericks stated that she thought it was important that the new non-profit hold an Organizational Meeting in the near future to maintain momentum on this overall effort. Joined by James Surveyor and Berni Navakuku, there was consensus that this Orientation Meeting should just be for the new Interim Board members and relevant staff support and speakers. Navakuku indicated that she would reach out to the three Interim Board members to determine a good date for the Orientation Session. It was generally agreed that Tuesday, July 13 or Thursday, July 15 would be good dates. Brian Cole indicated he would be in the region and would block those two days until Navakuku got back to him and the group with the selected date.

Surveyor stressed the need for the new board to have sufficient time and focus to envision and organize the future work of the non-profit. Surveyor offered the use of the meeting facilities at the Moenkopi Legacy Inn and Suites. Fredericks recommended that a portion of the agenda focus on the Strategic Plan, budget, bylaws and organizational filing documentation. The possibility of having an informational/inspirational outside speaker was discussed.

The group also agreed that after the Orientation Meeting that there should be a public meeting so that the board can share its vision and direction.

Navakuku indicated that if a statutory agent has not been identified for the non-profit, she would serve in that role.

5. Hopi Tourism Training and Travel Fund

Surveyor updated the group that the AIANTA AITC Conference will be an in-person conference. The sessions will be recorded and distributed to the attendees. The webpage for the event is: www.aianta.org/aitc/.

6. Hopi Tourism Facilities Planning

No report.

7. Website Research and Project

No report.

8. Other Business

Navakuku recommended that the mailing list for the Hopi Tourism Cohort be reviewed. Everyone noted that the mailing list had grown to become a long list, and yet several of the names on the list have different work responsibilities or have retired.

9. Next Meeting

It was agreed that because the Orientation Meeting would be so close to the scheduled next meeting of the Hopi Tourism Cohort, that the July 8 Cohort meeting should be canceled. The next regular Hopi Tourism Cohort meeting is, therefore, July 22 at 3 pm MST.

10. Adjourn

The meeting was adjourned at 3:57 pm MST.

Attachment A
Bylaws

Bylaws

Of

Hopi Tourism Association

(An Arizona Not for Profit Corporation)

Article One-Name and Location

Section 1.1 The name of the Organization shall be Hopi Tourism Association.

Section 1.2. Organizational Offices. The organization shall have offices in locations as determined and approved by the board of directors but will maintain a constant presence in the State of Arizona.

Article Two-Purposes and Structure

Section 1. This Organization is organized exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The purposes of the Organization includes engaging in any lawful act or activity as regulated by federal code.

Mission Statement:

“The Mission of Hopi Tourism Association is to establish a “Welcome Center” to promote Hopi tourism businesses and visitor destinations that Promote and Reinforce Hopi Values; through the development and operation of an authentic Hopi experience, by cooperative marketing of Hopi businesses and attractions; and by participating in local, state, and national tourism advocacy and networking in a regional context.”

This Organization shall be self-governing, self-supporting, non-commercial, non-sectarian, nonprofit and nonpartisan.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Organization shall be the carrying on of propaganda, and the Organization shall 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 provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The Organization is organized pursuant to the Arizona General Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

Article Three-Membership

Section 1. Membership.

This organization will have no members.

Article Four-Directors

Section 1. Membership and Qualifications.

No less than three (3) Directors shall be appointed as members of the Board at any given time. After the initial appointment of Directors, new appointments shall be considered and approved by the sitting Board members. The initial Board of Directors will be an interim board to establish the association. This board will be in place for up to 12 months at which time a permanent board will be selected.

Decisions to appoint a new Director shall be based upon the consideration of the qualifications herein. Directors shall have direct experience in economic development, leadership development and/or organizational development; or have relevant business experience working in the community.

Section 2. Powers.

The Board of Directors shall be the governing body of the organization and shall manage, control, and direct the affairs and property of the organization.

Section 3. Compensation.

No Director shall receive compensation for any service he or she may render to the organization. Board members may be reimbursed for actual expenses reasonably incurred in the performance of their duties with prior approval from the Board of Directors.

Section 4. Officers.

No less than three (3) Officers shall be elected at the first business meeting of the Board of each fiscal year and will take office immediately. The nominating committee will name a slate of Officers and the floor will also be open for nominations. The Officers will be elected by a simple majority of the Board. Vacancies of offices of unexpired/expired terms shall be filled by appointment by a majority of the remaining Officers.

The Officers and their respective duties are as follows:

a. The President shall:

- Preside at all meetings of the organization.
- Regularly meet with the treasurer of the organization to review the organization's financial position.
- Schedule annual audit of records as needed or request an audit if the need should arise during the year.
- Perform any other specific duties as outlined in these bylaws.

b. The Vice President shall:

- Preside at meetings in the absence or inability of the president to serve.
- Perform administrative functions delegated by the president.
- Perform other specific duties as outlined in these bylaws.

c. The Secretary shall:

- Maintain the records of the minutes, approved bylaws and any standing committee rules, and committee listing.
- Record all business transacted at each meeting of the Organization in a prescribed format.
- Maintain records of attendance of each Board member.
- Conduct and report on all correspondence on behalf of the Organization.
- Other specific duties as outlined in these bylaws.

d. The Treasurer shall:

- Present a current financial report to the Board.
- Maintain an accurate and detailed account of all monies received and disbursed.
- File annual IRS form 990 and OTC form 512-E in a timely manner.
- Submit records to audit committee or auditor appointed by the Organization upon request or at the end of the year.
- Other specific duties as outlined in these bylaws.

The positions of Secretary and Treasurer may be combined into one "Secretary-Treasurer" position at the discretion of the Board of Directors, if two board members serve and the President/Vice President resigns or is no longer able to complete his/her duties the position of Secretary/Treasurer may step into that role until a replacement can be found.

Section 5. Term.

Each elected Director shall serve an initial term of one (1) year at which time they may volunteer to serve another full term with Board majority approval. After year one, Permanent Board terms will be as follows: one (1) seat for three (3) years, one (1) seat for two years, and all remaining seats for one (1) year. The Directors will determine the initial terms at the first meeting of the second fiscal year.

Section 6. Attendance.

If a Board member is absent for two consecutive meetings without first notifying the President of their absence, or if a Board member is absent for three consecutive meetings having notified the President of their absence, that Board member is in breach of their obligations and may be removed from the Board by a majority vote of the Board.

When any person has been removed from the Board under this provision, the Board will promptly initiate a process to recruit a new Board member. The person whose membership has been terminated shall retain the right to stand again at the next election for the Board.

Any Director may resign at any time by delivering written/electronic notice of resignation to the Board Chair or CEO. Such resignation shall be effective upon receipt unless it is specified therein to be effective at a later time, and formal acceptance shall not be necessary.

Article Five-Meetings

Section 1. Meetings.

The Board of Directors shall provide for by resolution the time and place for the holding of at least one annual meeting of the Board, and of the additional regular meetings of the Board, without other notice than such resolution.

Section 2. Notice.

Notice of any special meeting of the Board of Directors shall be given at least two days previous thereto by oral or written notice delivered personally or sent by email to each Director. If notice is sent by text or email, response is required from each Director that they received notice of the special meeting. Any Director may waive notice of any meeting, and the attendance of a Director at any meeting shall constitute a waiver or notice of such meeting.

Section 3. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4. Voting.

The act of a majority of the Directors present shall be the act of the

Board of Directors. On occasion, Board actions may be taken by unanimous written consent. If an item for Board action is best addressed before a Board meeting, the following factors will be considered by the President before determining whether to ask for an action by written consent:

- How soon a decision is required.
- Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
- If further discussion is needed, whether a conference call meeting can be scheduled and held in a timely fashion (either to allow for discussion of the topic or, if a quorum is obtained, to take a vote).
- Whether all Directors have indicated they are unanimously in favor of the action and will be available to sign and return a written consent.

If after considering the above factors, the President determines it would be best to take the action by unanimous written consent, the President may have the staff draft the proposed action and email it as an attachment to all Directors at their respective email addresses. The action shall allow a Director to check that he or she is in favor of or opposed to the particular Action. Each Director shall make a decision and return that decision via electronic email communication with the time and date on the email acting as signature.

Upon the Executive Director's receipt and verification of all written consents approving the action, the action is duly approved. Regardless of whether the action is approved or not, the CEO will confirm whether the action has passed or failed by email to all Directors upon receipt of all the individual written consents. The Board will ratify any action taken by unanimous written consent at the next Board meeting. The minutes of this meeting will record the ratification.

Section 5. Proxy.

Voting by proxy will be allowed.

Article Six-General Provisions

Section 1. Fiscal Year.

The fiscal year of this organization shall be October 1 through September 30 of the calendar year.

Section 2. Operating Funds.

Operating funds shall be maintained in a general fund, or other specialized accounts as required by funding sources, and an accounting of such funds shall be presented at all meetings.

Section 3. Annual Statement.

The Directors shall present at each annual meeting a full and clear statement of the condition of the organization.

Section 4. Exemption.

This nonprofit corporation will qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist.

Article Seven-Standing Committees

The Board may create committees as needed, such as fundraising, project development, or any other necessary committee required to carry out the mission of Native Promise.

Section 1. Nominating Committee.

Meet to receive nominations for the elected offices of the organization and to prepare a slate of nominees and a ballot for the election of Officers. The committee shall be made up of the President, the Vice President and one at-large person appointed by the President.

Section 2. Budget and Finance Committee.

Prepare an annual budget to be approved by the Board, review the annual audit of the financial records, and provide guidance on fundraising opportunities.

Article Eight-Amendments

Section 1. Amendments to Bylaws.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors, provided that such alterations, amendments, or proposed substitute Bylaws have been read or distributed to all Directors present at the previous regular meeting or such action may be made at a special meeting held at least ten days after the regular meeting at which the reading or distribution was made.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of The Hopi Tourism Association and these Bylaws constitute the Organization's Bylaws.

The Bylaws were duly adopted at a meeting of the Board of Directors held on_____.

Dated: _____

Secretary of the Organization