

HOPi TOURISM COHORT
Tourism Strategic Plan Implementation
MEETING NOTES
Thursday, May 26, 2022

2nd & 4th Thursday at 3 PM MST

1. Call to Order – Lahoma Davidson

The meeting was called to order by Brian Cole at 3:10 pm MST.

2. Self-introductions

Attendees included Andrew Gashwazra, Iva Honyestewa, Wendi Lewis, Berni Navakuku, and Brian Cole.

3. Non-profit Organization Formation/Bylaws

The meeting opened with Iva Honyestewa noting that she had received an email from Marilyn Fredericks indicating that Marilyn was resigning from the Hopi Tourism Alliance Board due to a potential conflict of interest in her duties with the Hopi Tribal Council. Andrew Gashwazra asked about the HTA Bylaws and what the Bylaws might prescribe in terms of the replacement of a board member. Brian Cole indicated he would attach the Bylaws to the meeting notes once they are distributed. They are shown as Attachment A.

Berni Navakuku then asked about the status of James Surveyor as the Statutory Agent. Wendi Lewis recommended that Brian Cole reach out to the Moenkopi Developers Corporation (MDC) related to the status of the grant supporting the project and their thoughts on the status of James Surveyor as Statutory Agent. Brian Cole indicated that he would follow up and report back to the group attending this meeting.

Lewis and Honyestewa indicated that they would need to hold a special HTA meeting to accept the resignation of Marilyn Fredericks and to address the matter of the Statutory Agent.

With respect to the establishment of the HTA bank account, this has not been accomplished as of yet. In her resignation email, Fredericks forwarded documentation needed for the establishment of the bank account including two draft resolutions for consideration by the remainder of the board. Wendi Lewis indicated she would get together with Iva Honyestewa to review those resolutions.

Brian Cole asked the group if they wanted to address any of the other agenda topics and it was agreed that the organizational matters needed to be addressed first before any of the other topics were addressed.

4. Hopi Tourism Travel and Training Fund

See the final paragraph of agenda item #3 above.

5. Hopi Tourism Facilities Planning

See the final paragraph of agenda item #3 above.

6. Hopi Tourism Association Website

See the final paragraph of agenda item #3 above.

7. Hopi Tourism Cohort Post-Covid Recovery Plan/Artisans Survey

See the final paragraph of agenda item #3 above.

8. Other Business

See the final paragraph of agenda item #3 above.

9. Next Meeting

The next regularly scheduled meeting of the Hopi Tourism Cohort will take place on June 9 at 3 pm MST.

10. Adjourn

The meeting was adjourned at 3:50 pm MST.

Attachment A

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 the 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 the 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 tourism businesses and attractions; and by participating in local, state, and national tourism advocacy and regional networking.”

This Organization shall be self-governing, self-supporting, 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 tribal 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) and up to five (5) 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(s) shall be based upon the consideration of the qualifications herein. Directors shall have direct experience in the tourism industry, and/or non-profit organizational development; or have relevant experience working in the Hopi community.

Section 2. Powers.

The Board of Directors shall be the governing body and have fiduciary responsibility to manage, control, and direct the business and financial affairs 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, when provided funds are available.

Section 4. Officers.

Three (3) initial Officers shall be elected at the first business meeting of the Board of first fiscal year and will take office immediately.

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 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 initial elected Directors shall serve a term of one (1) year. After year one, 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.

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.

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.

Director may resign with a prior two week notice by delivering written/electronic notice of resignation to the Board. Such resignation shall be effective upon formal written acceptance and notification of acceptance by the Board.

Article Five-Meetings

Section 1. Meetings.

The Board of Directors shall provide public notice of the time and place for the holding of at least one annual meeting, and of the additional regular meetings of the Board. Public notice shall be provided three days prior to holding such Board Meetings as above.

Section 2. Special Meeting Notice.

Notice of any special meeting of the Board of Directors shall be given at least two days prior 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.

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; if after 15 minutes a quorum has not been established, no business can be conducted, and the meeting will be officially adjourned.

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 and/or Zoom 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 not be allowed.

Article Six-General Provisions

Section 1. Fiscal Year.

The fiscal year of this organization shall be January 1 through December 31 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 regular meetings.

Section 3. Annual Report.

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

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 Hopi Tourism Association.

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. An annual budget shall be prepared by Treasurer and approved by the Board.

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