

Local Contexts Bylaws

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Article 1. Name and Offices

Section 1. Name

The name of this corporation shall be Local Contexts, Inc., hereinafter referred to as the “Corporation” or “Local Contexts”.

Section 2. Offices

Local Contexts may have offices in such places as the Council may from time to time determine or the purposes of the Corporation may require, including a fully distributed “virtual” office model.

Article 2. Membership

Section 1. Members

There shall be two classes of Members: (i) the Charter Members that are listed as the Local Contexts founders in the Articles of Incorporation; (ii) Indigenous Communities, Organizations, and Institutions that have registered with the Local Contexts Hub and have completed a membership agreement. The Council may further classify Members for purposes of the payment of dues, participation in the activities of Local Contexts or for any other purpose deemed appropriate by the Council.

The “Main Contact” listed on the Hub registration (“Member Delegate”) shall be the person who represents the Member for purposes of notice, voting and otherwise acting on behalf of the Member. Such person may be changed from time to time upon written notice by the Member Delegate or the executive officers of the Member to the Executive Director or Secretary of Local Contexts, and such change shall become effective upon receipt of notice by the Executive Director or Secretary (or later date if specified in the notice). Unless otherwise indicated by the Member in the writing, the email address for the Main Contact in the Hub shall be the email address for purposes of any notice or verification for Members hereunder or otherwise required under Navajo Nation law. The Main Contact must be validated by the Member on an annual basis.

Section 2. Qualifications

Any entity with a demonstrated interest in Indigenous data governance that desires to support the mission and purpose of Local Contexts and that otherwise meets the terms and conditions of membership set forth from time to time by the Council, may apply to become a Member of Local Contexts by entering into a membership agreement with Local Contexts. The Council shall have the power to enact policies, to establish rules and regulations governing membership, procedures for enrollment, and preparation and approval of an official membership roll.

Section 3. Application

Applications for membership must be approved by the affirmative vote of the Council, which may delegate the authority to approve applications to the Corporation's Executive Director or other designee.

Section 4. Membership Dues and Obligations

If so determined by the Council, specific classes of Members will be obligated to pay membership dues (in-kind or money) and make other commitments in such manner and at such times as may be determined by the Council, and to abide by the provisions of these Bylaws and any and all policies and procedures adopted by the Council. All Members who are current with their dues payments, if any, and who remain in compliance with applicable Member policies and procedures then in effect shall be considered Members in good standing.

Section 5. Effective Date of Membership

Charter Members are effective as of the date these bylaws are approved. Membership for all other classes shall become effective upon the validation of "Main Contact" information and counter-execution of a membership agreement by Local Contexts.

Section 6. Suspension; Removal; Resignation

a. Suspension. The Council or the Executive Director, if delegated by the Council, may suspend any Member for failure to timely pay annual or other dues, until such time as such dues are paid. The Council may elect to suspend any Member for failure to comply with the terms, conditions and/or qualifications of membership, as determined by the Council from time to time, including without limitation material violation of any provision of a membership agreement.

b. Removal. The Council may remove any Member for failure to timely pay annual or other dues, failure to comply with the terms, conditions and/or qualifications of membership, or material violation of any provision of a membership agreement. Such removal shall be made by a majority vote of all Directors at a duly convened meeting, provided that written notice of the intention to remove the Member, and the reasons for removal, have been provided in the notice of the meeting. No Member shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

c. Resignation. Any Member may resign upon written notice to the Executive Director or the Secretary of the Corporation. The resignation shall be effective as of the date set forth in the notice, and if no date is specified, upon receipt by the Secretary.

Section 7. Membership Meetings

A meeting of the Members will be held annually (the "Annual Meeting of the Members") for the presentation of the "State of the Corporation", election of the Council, and the transaction of such other business as may properly come before the membership. The first Annual Meeting of the Members will be held at least 6 months and no more than 12 months after the date that the Corporation admits its first Member that is not a Charter Member. Unless otherwise fixed by the Council, the Annual Meeting of the Members will take place during the first week of November in

advance of the Annual Meeting of the Councilors. At any time in the interval between Annual Member Meetings, a special meeting of the Members may be called by five members or members having at least one-tenth of the votes entitled to be cast at such meeting, whichever is less, the Council Chair, the Secretary, or by any three (3) Councilors upon notice to the Secretary. Any Member meeting can be held all or in part by remote/virtual means, unless otherwise determined by the Council.

Section 8. Notice

Written notice which states the place, date, and time of a meeting, and the means of remote communication, if any, by which Members may be deemed to be present in person and vote at such meeting, will be made by electronic mail or hand delivery and will be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Member.

Section 9. Action by Members

- a. *Quorum.* At all meetings of the Members, a quorum shall be 5 Members or 10% of the Members, whichever is less, as of the Record Date (as defined in (c) below).
- b. *Voting.* Each Member in good standing shall be entitled to one vote. Except as otherwise provided by law or by these Bylaws, the action of a majority of the Members present at any meeting at which a quorum is present (in person or by proxy) shall be the act of the Members.
- c. *Record Date.* The record date for determining membership for purposes of notice and voting at a meeting shall be sixty (60) days before the date of the Annual Member meeting.
- d. *Action by Written Consent without a Meeting.* Any action which may be taken at any meeting of the Members, may be taken without a meeting, if consents in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present and voted. Sufficient consents must be received within sixty (60) days of the earliest consent received, and may be in electronic form, provided that any such electronic transmission sets forth or is delivered with information from which the Corporation can determine that it was transmitted by the Member Delegate (or a proxy holder) and the date of transmission. No Member consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and filed with the records of the Corporation.
- e. *Other Voting Rights.* In addition to any other voting rights afforded to the Members under Navajo Nation law, the consent of the Members (by majority of a quorum) shall be required for any the following actions after recommendation by the Council. Members will be given not less than thirty (30) and nor more than sixty (60) days' notice of the place, time, purpose, and means of remote communication (if any) of a meeting at which there will be a vote on any such action:
 - i. Sale or other transfer of all or substantially all of the assets of the Corporation;
 - ii. Merger or consolidation;
 - iii. Any change to the Local Contexts principle that Indigenous Communities are able to register on the Local Contexts Hub and customize and maintain Labels free of charge; and

iv. Amendment of this Article 2, Section 9(e).

Section 10. Adjournment

At any adjourned meeting for which a quorum is present at the original meeting, any business may be transacted which might have been transacted at the original meeting. Notice of any adjourned meeting shall be given.

Section 11. Records

Minutes shall be kept of each meeting of the Members and copies of such minutes or written consents of the Members shall be filed with the Corporation records.

Section 12. Founding Council

The initial Councilors shall be named in the Articles of Incorporation and shall hold office until the first Council election. The first Council election is decided by consensus with the initial Councilors. Beginning with the first Council election, Councilors shall be elected in the manner and for the terms provided in these Bylaws.

Article 3. Governing Body

Section 1. Council

The governing body of the Corporation shall be the Local Contexts Council.

Section 2. Powers and Duties

The Council shall manage and control the affairs and property of the Corporation. All corporate powers, except such as are otherwise provided for in the Articles of Incorporation, these Bylaws, or the laws of the Navajo Nation, shall be and hereby are vested in and shall be exercised by the Council. The Council shall have full power to adopt rules and regulations governing all actions which it takes, except as otherwise provided by the laws of the Navajo Nation, and shall have full authority with respect to the distribution and payment of monies received by the Corporation from time to time. The Council may, except as otherwise provided by the laws of the Navajo Nation, delegate to committees of its own number, or to officers of the Corporation, such powers as it may see fit.

Section 3. Councilors

- a. *Council Composition.* The Council shall consist of: (i) eleven (11) Councilors to be elected from among eligible Members with representation as designated in Article 3 Section 4, and (ii) the Executive Director, who shall serve as an ex officio member of the Council.
- b. *Interim Councilors.* Prior to the first Membership Meeting, the Founding Members may also elect up to [5] additional Councilors (the "Interim Councilors") to serve as voting members of the Council, for the purposes of assisting Local Contexts with establishing operational infrastructure, recruiting an Executive Director, and raising funds for the start-up phase.

- c. *Term.* Member-elected Councilors shall hold office for a term of four years, or until their successors are elected. Interim Councilors shall hold office for a term of two years or until the date of the first Membership Meeting, whichever is shorter.
- d. *Number.* The number of Councilors may be increased or decreased by amendment to these Bylaws, but no decrease in the number of Councilors shall shorten the term of any incumbent Councilor, and the number of Councilors may not be less than eleven (11).

Section 4. Representation

Representation from the Membership shall be as follows:

- a. *Indigenous Communities.* A majority of Councilors must be Indigenous Member Delegates.
- b. *Skills.* The Council should include both Indigenous community leaders as well as subject matter experts with knowledge relevant for the strategic oversight of Local Contexts, such as but not limited to non-profit management, intellectual property, cultural heritage, genomic resources, museum collections, repository management, financial management, fundraising, research using Indigenous collections, and/or technology platform development.
- c. *Regions.* The Council should include Members from at least 3 continents; and
- d. *Allegiance.* No more than one Council position may be occupied by persons affiliated with the same Member, except as approved by the entire Council.

Section 5. Elections

Elections shall be held every second year at the Membership Meeting. Public notice of the date of election and designation of the location of online voting shall be given at least thirty (30) days and not more than forty-five (45) days prior to the date of elections.

The Nominations Committee shall issue a call for Councilor candidates at least 120 days ahead of the elections. The Nominations Committee shall interview candidates and develop a slate based on the representation requirements in Article 3 Section 4, for Council review and approval.

Elections are by majority vote of the Local Contexts Members on a slate presented by the Nominating Committee following approval by the Council. Write-in candidates may be nominated by any group of 20 or more Members no more than 30 days after the slate is announced. If write-in candidates are received, elections are by plurality vote among the slate and any write-in candidate.

For the first election, (5) Councilors shall hold office for four (4) years and the remaining Councilors shall hold office for two (2) years. Thereafter, each newly elected Councilor shall serve four (4) years. Elections shall be by secret ballot and conducted online during the Membership Meeting using a secure voting platform with third-party authentication of results.

Section 6. Taking Office

Members elected to the Council shall take office at the Annual Meeting of the Councilors, at which time they shall take an oath administered by the Chair, or, in the absence of the Chair, the Vice-Chair.

Section 7. Council Officers

The Council so organized shall elect from within its own number a Chair (who shall have the duties of President under the NNCC) and a Vice-Chair, and from within or without its own membership, a Secretary, Treasurer, and such other officers and committees as may be deemed necessary at the Annual Meeting of the Councilors following the election. The Chair must be a Member Delegate of an Indigenous Community Member. The Chair position must not be held by the same Member for more than two terms in succession. The Executive Director of the Corporation shall serve as an ex officio member of the Council without voting rights. Any two or more offices may be held by the same person, except that the offices of Chair, Secretary, and Treasurer must be held by different Councilors.

Each Officer shall be elected for a one-year term, unless otherwise specified in these Bylaws, and each shall serve until a successor shall have been elected and qualified, or until earlier death, resignation, or removal. Any officer may resign at any time by giving written notice of such resignation to the Chair or Secretary of the Corporation. Any officer may be removed, with or without cause, by a vote of a majority of the Councilors then in office. The Executive Director shall serve at the pleasure of the Council.

Section 8. Vacancies

If a Councilor or other official shall die, resign, permanently leave the membership, or be removed from office for cause, or if a vacancy shall be created by an increase in the number of directors, the Council shall appoint a successor to fill the vacancy for the unexpired portion of the term by majority vote of the remaining Councilors, taking care to follow representation requirements in Article 3 Section 4.

Section 9. Removals

Any Community Councilor may be removed by a majority vote of the Founding Members. Any other Councilor may be removed from the Council by the other Councilors acting by Consensus at a duly convened Council meeting, provided that written notice of the intention to consider removal of the Councilor has been included in the notice of the meeting. No Councilor shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Article 4. Duties and Responsibilities of Officers

The duties and responsibilities of the Officers of the Corporation shall be as follows:

Section 1. Chair

- a. Preside at, and call, all meetings of the Council.
- b. Represent Local Contexts in its relations with other entities and organizations, in a manner consistent with Local Contexts Bylaws and principles.
- c. Appoint members of all committees of the Council subject to the approval of the Council and in accordance with the rules and procedures of the Council.

- d. Call special meetings of the Council and of any committee of the Council, when appropriate, in accordance with the Council bylaws.
- e. Receive reports of all Council committees and Corporation departments and deliver such reports or cause such reports to be delivered to the Council.
- f. Be an ex-officio member of all committees of the Council.
- g. Perform such other duties as may be specified by the Bylaws or as required by the Council.
- h. Refrain from casting a vote on issues brought before the Council, unless such vote is required to break a deadlock decision of the Council on issues being considered.
- i. Delegate tasks, duties, and other responsibilities to other Council officers when necessary.
- j. Approve and authorize funds within their threshold.
- k. Report directly to the Council and the Membership.

Section 2. Vice-chair

- a. Serve and perform the duties of the Chair in the Chair's absence.
- b. Approve and authorize funds within their threshold.
- c. Assume responsibility for those functions delegated by the Chair or the Council.
- d. Perform other functions as required by the rules and procedures of the Council.

Section 3. Secretary

Ensure that an accurate record is kept of all Council proceedings, including the minutes of each special and regular meeting

- a. Submit a report of the minutes of all Council and Membership meetings to the Council and make publicly available meeting summary reports.
- b. In conjunction with the Corporation, be responsible for maintaining and updating the membership list.
- c. Approve and authorize funds within their threshold.
- d. Perform such other duties as required by the rules and procedures of the Council.

Section 4. Treasurer

- a. Administer and monitor all fiscal matters of the Corporation.
- b. Submit quarterly financial reports to the Council, and at such other times as may be requested by the Council.
- c. Approve and authorize funds within their threshold
- d. Perform such other duties as required by the rules and procedures of the Council.

Section 5. Executive Director

The Corporation may appoint an Executive Director, who shall be the Corporation's chief executive and operating officer and, subject to the control of the Council, shall have general charge and supervision of the day-to-day business and operations of the Corporation. The Executive Director shall perform such other duties as may be assigned by the Council. In the absence of an Executive Director, the Chair shall have the authority and perform the duties of the Executive Director.

Article 5. Committees

Section 1. Standing Committees

The Council may create, by a resolution adopted by a majority of the entire Council, an Executive Committee, an Audit Committee, a Nominating Committee, a Finance Committee, a Community Advisory Committee, and may establish such other Council committees as the Council may from time to time find appropriate. The Council shall designate at least three (3) of its members, including a Chair, to serve on each such committee except that the members of the Nominating Committee shall be elected in the manner described below. The Council may appoint non-Councilor advisors to Committees, but advisors may not vote on matters before the Committee.

Each Committee shall have the authority granted by the Council in these bylaws, in a charter adopted by the Council, or by resolution. However, no Committee shall have the authority to:

- a. submit to the Members any matter requiring an act of the Members;
- b. fill vacancies in the Council or any Committee;
- c. fix the compensation of Councilors;
- d. amend or repeal the Bylaws or adopt new Bylaws; or
- e. amend or repeal any resolution of the Council which by its terms shall not be so amendable or repealable.

Any action taken by such Committees between meetings of the Council shall be reported to the Council at its next meeting.

Section 2. Executive Committee

The Council may appoint an Executive Committee to consist of three or more Councilors recommended by the Chair, and shall include the Chair, Vice Chair, Treasurer, and Executive Director as ex officio members. Only elected Councilors have voting rights. The Council shall have full discretion in determining the number of members of the Executive Committee. The Executive Committee shall have and may exercise all of the powers and authority of the Council granted in an authorizing Council resolution or a charter adopted by the Council and to the extent allowed by applicable Navajo Nation law, but shall be required to notify the full Council of any actions it takes or decisions made, other than those in the ordinary course of operations, within a reasonable time thereafter.

Section 3. Audit Committee

The Council may appoint an Audit Committee. The Chair of the Audit Committee shall be appointed by the Council upon recommendation of the Council Chair. The Audit Committee shall consist of members of the Council who are not concurrently serving on the Finance Committee and who are not paid employees of the Corporation; additionally, no member of the Committee may accept any consulting, advisory, or other compensatory fee from the Corporation, and each member shall be free from any relationship that would interfere with the member's independent judgment. The Audit Committee shall recommend policies regarding selecting and monitoring

the Corporation's independent auditors, overseeing the internal controls and the preparation and submission of any required Tribe, state, or Federal annual financial filings or reports. The Committee shall promptly report to the Council any irregularities discovered in the Corporation's practices and procedures and recommend to the Council improvements, if any, in such practices and procedures. The Audit Committee shall meet at least once each year with the Corporation's independent auditors to review the audit report and receive the auditor's comments on the accounting, bookkeeping and related practices and procedures of the Corporation. During such meeting, the Audit Committee shall meet with the auditors in executive session.

Section 4. Nominating Committee

The Council may appoint a Nominating Committee. The Chair of the Nominating Committee shall be approved by the Council, upon recommendation of the Council Chair. Each non-election year, the Chair of the Committee shall submit for the approval of the Council a list of individuals, comprised of Councilors (who shall constitute a majority of the committee) and representatives from Members that do not have a Council representative then serving on the Council, all of whom shall be Indigenous Member Delegates. The Nominating Committee should have the same proportions of representation as the Council, described in Article 3 Section 4. Nominating Committee members shall serve for two-year terms or until their successors have been elected and qualified. The Nominating Committee shall propose a slate of candidates for election to the Council at least 100 days in advance of each Annual Meeting of the Members.

Section 5. Finance Committee

The Council may appoint a Finance Committee to provide recommendations to the Council on budgeting and financial planning, reporting, and safeguards. The Council shall designate an annual work plan for the Finance Committee. The Treasurer shall serve as Chair of the Finance Committee, and the Committee shall have at least five members, at least three of whom are Directors. No member of the Finance Committee shall concurrently be a member of the Audit Committee or a paid employee of the Corporation; additionally, no member of the Committee may accept any consulting, advisory, or other compensatory fee from the Corporation, and each member shall be free from any relationship that would interfere with their independent judgment.

Section 6. Community Advisory Committee

The Council may appoint a Community Advisory Committee. The Chair of the Community Advisory Committee shall be appointed by the Council upon recommendation of the Council Chair. The Committee shall consist of Members not serving on the Council and non-Members whose voices bring important and valuable perspectives that inform the mission and work of Local Contexts. The Committee shall have at least ten members and shall meet at least once each year to review Local Contexts activities and discuss strategic vision and plans.

Section 7. Advisory Committees

The Council may have the authority to create ad hoc or advisory committees not having or exercising the authority of the Council to provide guidance or recommendations to the Council or the Corporation on specific issues or endeavors from time to time as it deems appropriate. Unless otherwise specified herein, the Chair of the Council shall appoint the chair of such

committees. Such committees shall have only the duties specifically delegated to them by the Council.

Section 8. Quorum and Procedures

A majority of all of the members of any committee established by the Council shall constitute a quorum at any meeting thereof. General procedures of the committees shall be governed by rules fixed by the Council in Committee Charters. Unless otherwise specified herein, all committee members shall serve at the pleasure of the Council.

Section 9. Dissolution

The Council may, with or without cause, dissolve any Committee or remove any Councilor from a Committee at any time.

Article 6. Agents and Representatives

The Council may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Council may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

Article 7. Contracts, Loans, Checks, Bank Accounts, Investments, and Books

Section 1. Contracts

The Council, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless authorized by these Bylaws or the Council pursuant to this Section 1, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily, for any purpose or to any amount. The Executive Director shall have the authority to enter into contracts and execute and deliver an instrument in the ordinary course in the name of and on behalf of the Corporation, consistent with any expense management policy adopted from time to time.

Section 2. Banks; Checks

The Executive Director shall from time to time and as necessary select such banks or depositories as it shall deem proper for the funds of the Corporation. The Council shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money.

Section 3. Investments

The funds of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, but only as the Council may deem desirable.

Section 4. Inspection of Books and Records

Each Member entitled to vote, upon written demand stating the purpose of the examination, may examine, in person or by agent or attorney, at any reasonable time for any proper purpose, the Corporation's relevant books and records of account, minutes and record of Members and may make copies of or extracts from the books, records or minutes.

Article 8. Indemnification

Section 1. In General

The Corporation shall indemnify each Councilor; each of its officers; each committee advisor; each employee or agent of the Corporation designated for indemnification by the Council; and each person serving at the request of the Corporation as a Councilor, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "Councilors and officers"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, whether or not brought by or in the right of the Corporation, in a manner and to the fullest extent now or hereafter permitted by the Navajo Nation laws upon such determination having been made as to such person's good faith and conduct as is required by the Navajo Nation law.

Section 2. Applicability

Every reference in this Article to Directors and officers of the Corporation shall include every Councilor and officer thereof or former Councilor and officer thereof. The right of indemnification herein provided for shall be in addition to any and all rights to which any Councilor or officer of the Corporation otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

Section 3. Insurance

The Corporation may purchase and maintain insurance to indemnify the Corporation and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by law.

Article 9. Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Article 10. Ratification of Bylaws

After filing the Articles of Incorporation, an organizational meeting of the initial Councilors shall be held at the call of a majority of the incorporators for the purpose of adopting bylaws, electing officers and the transaction of such other business as may come before the meeting.

Article 11. Amendments

Section 1. Bylaws

These bylaws may be amended by the Council except as otherwise provided in this Section. Prior to the first Membership Meeting, any amendment shall require approval by a majority of the Founding Directors and a majority of the entire Council. Amendments to the following provisions shall require approval by both the Council and a majority of the Members present at any meeting at which a quorum is present (in person or by proxy) or an equivalent number of Members acting by written consent:

- a. Article 2 Section 9, describing the voting rights of Members
- b. Article 3 Section 3(d), defining the minimum size of the Council
- c. Article 3 Section 4(a), defining the required representation of Indigenous Communities on the Council

The following provisions may not be amended:

- a. Article 12, Section 1, reserving to the Council the authority to determine how the Corporation's Intellectual Property is distributed upon dissolution of the Corporation

Section 2. Qualification as tax-exempt organization

Notwithstanding Section 1, no such action shall be taken that would adversely affect the qualification of the Corporation as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article 12. Dissolution

Section 1. Distribution of Intellectual Property

Upon dissolution, the Council shall have sole authority to determine how the Corporation's Intellectual Property shall be distributed or otherwise disposed of, consistent with the Corporation's charitable purposes and IRS regulations. "Intellectual Property" includes all trademarks (whether registered or unregistered) used by the Corporation and all copyrights owned by the Corporation.