



# Navajo Engineering & Construction Authority

Phone (505) 210-7070 P.O. Box 969

SHIPROCK, NEW MEXICO 87420

## BOARD OF DIRECTORS

NECA Board of Directors, President

Mr. Stanley Yazzie  
P. O. Box 402  
Kayenta, AZ 86033

NECA Board of Directors Vice-Pres.

Mr. Terrill Harvey  
P.O. Box 1324  
Teec Nos Pos, AZ 86514

NECA Board of Directors Secretary

Ms. Teena Marie Redhorse  
3151 Viale Cetona  
Santa Fe, NM 87505

NECA Board Members:

Mr. Ernest Hubbell  
P. O. Box 144  
Sanders, AZ 86512

Mr. Wallace McGilbert  
P. O. Box 472  
Shiprock, NM 87420

Updated 06/04/2021



**BY-LAWS**  
**OF**  
**NAVAJO ENGINEERING AND CONSTRUCTION AUTHORITY**

**ARTICLE I - BOARD OF DIRECTORS**

Sections 1.1.    **GENERAL POWERS**

The management and operation of Navajo Engineering and Construction Authority (NECA) shall be governed by its Board of Directors. The Board of Directors may exercise all powers delegated to NECA and do all lawful acts consistent with these By-Laws, the NECA Plan of Operation codified at 5 N.N.C. section 1970, *et. seq.*, and applicable laws.

Section 1.2.    **NUMBER, TENURE AND QUALIFICATIONS**

The number of directors of the NECA Board of Directors shall be as established by the Plan of Operation. The directors shall be appointed and qualified in accordance with the Plan of Operation. Directors shall serve a term of office as established by the Plan of Operation.

Section 1.3.    **REGULAR/ANNUAL MEETINGS**

The Board of Directors shall hold four regular quarterly meetings per year. The quarterly meeting held in December of each year shall be the annual meeting. The Board of Directors may fix the times and places of regular meetings, either within or outside the Navajo Nation.

Section 1.4.    **ADDITIONAL OR SPECIAL MEETINGS**

Additional or special meetings of the Board of Directors may be called by the General Manager or the President of the Board of Directors or the Board of Directors or in writing by any three directors. The General Manager of NECA shall arrange the time and place of any such meeting.

#### Section 1.5. **NOTICE**

Notice of Board meeting shall be given to each director in writing at least ten (10) days prior to the meeting. Notice shall be mailed to the director's last known address. In case of an emergency, notice may be given by telephone or other reasonable means that ensure notice is given to the director. Notice shall state the date, time and place of the meeting but does not need to state the purpose of the meeting.

Notice of Board meeting need not be given to a director who attends the meeting at which the meeting time, date and place are set by the Board. A director may waive notice of Board meeting. The waiver of notice shall be in writing and submitted to the General Manager. In such event, the director shall not be entitled to further notice.

#### Section 1.6. **QUORUM**

At any meeting of the Board of Directors the presence of four (4) directors shall constitute a quorum for the transaction of business. If less than a quorum is present at a meeting, a majority of the directors present may adjourn or recess the meeting. Notice of adjournment or recess shall be given to the NECA General Manager.

The Board of Directors may act on any matter brought before it consistent with applicable law, the Plan of Operation and these By-Laws.

#### Section 1.7. **TERM OF OFFICE AND VACANCIES**

Directors shall serve a term of office as designated in the appointment resolution and until his/her successor is qualified, appointed and confirmed.

Vacancies on the Board of Directors shall be filled in accordance with the Plan of Operation.

#### Section 1.8. **RESIGNATION OF DIRECTORS**

Any director may resign at any time by giving written notice of resignation to the President of the Board and the Board of Directors, with a copy to the President of the Navajo Nation and the General Manager.

Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the President of the Board of Directors. The acceptance of resignation shall not be necessary to make it effective.

#### Section 1.9. **BOARD ACTIONS**

Any matter that the Board takes action on shall be by written resolution, duly considered and voted upon. A majority vote of the directors shall adopt or defeat the resolution. The Board may take action without a written resolution when it determines that the matter does not require a formal written resolution.

The Board of Directors may take action without a formal meeting if all directors consent thereto in writing and the written consents are filed with the minutes of the meeting.

#### Section 1.10. **ACTION BY TELEPHONE CONFERENCE**

Subject to the Board meeting notice requirement, the Board of Directors or Board committee may call and conduct a Board of Directors or Board committee meeting by conference telephone or similar communications method. A director or a Board committee member may participate in a meeting by telephone conference or similar communication method. Participation in such a meeting by a director shall constitute presence in person at such meeting. Any director may object to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **ARTICLE II - COMPENSATION AND EXPENSES**

Section 2.1. Compensation may be given to the directors for actual attendance of Board or Board committee meetings and other meetings including conferences or training where a director is required to be present. Directors may be compensated \$250.00 for each meeting day or a portion of the meeting day. Directors may be compensated \$300.00 for travel to and from regular off-the-Navajo Nation meetings, and \$500.00 for travel to and from the annual meeting.

Section 2.2. In addition to the compensation provided for herein, directors shall be reimbursed their out of pocket expenses and private vehicle

mileage at the current rate set by the IRS. Reimbursable expenses shall include airfare, taxi, telephone, meals, telefax, lodging, conference fee, registration fee, and other incidental expenses incurred by the director for Board, Board committee or NECA related meeting and travel.

Section 2.3. The actual reasonable travel expenses of guests or speakers invited by NECA or the Board for presentation may be paid by NECA.

### **ARTICLE III - COMMITTEES OF THE BOARD**

#### **Section 3.1. Committees.**

##### **A. Executive Committee**

An Executive Committee of the Board of Directors is hereby established. The Executive Committee shall respond to and attend meetings called by the President of the Navajo Nation, the Navajo Nation Council or its committees and meet concerning any matter referred by the Board of Directors. The Committee shall have authority to act on any matter authorized by the Board of Directors, or make recommendations to the Board of Directors on any matter referred to the Committee by the Board. Members of the Executive Committee shall include the President, Vice-President and Secretary/Treasurer of the Board of Directors.

##### **B. Other Committees**

The Board of Directors may by resolution establish other Board committees and designate up to three (3) directors as members of the committee. Board committees shall have such power and authority as the Board of Directors may lawfully delegate to the committees. The Board of Directors may designate one or more directors as alternate members of any committee. The alternate committee members shall attend a committee meeting if the designated committee members are not able to attend a scheduled meeting. The President of the Board of Directors may select alternate committee members to attend a meeting if designated committee members or alternates are unable to attend the meeting.

##### **C. Term of Office**

The terms of office for committee members shall be fixed by the Board of Directors. A committee member who ceases to be a director of the Board of Directors shall cease to be a committee member.

D. Duration of Committee

With the exception of the Executive Committee, Board committees shall operate until their delegated functions are completed or until abolished by the Board of Directors.

## **ARTICLE IV – OFFICERS OF THE BOARD**

### **Section 4.1. NUMBER**

The officers of the Board of Directors shall consist of a President, a Vice President and a Secretary/Treasurer.

### **Section 4.2. ELECTION AND TERM OF OFFICE**

The officers of the Board of Directors shall be elected by the directors at the annual meeting. Each officer shall hold office for a term of one year or until his/her successor has been duly elected and qualified unless the office is earlier vacated by reason of death, resignation, removal or replaced as a director by a successor.

### **Section 4.3. RESIGNATION OF OFFICERS**

An officer may resign at any time by giving written notice of resignation to the Board of Directors, the President of the Board, and the NECA General Manager. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the President of the Board of Directors. The acceptance of the resignation shall not be necessary to make it effective.

### **Section 4.4. REMOVAL OF OFFICERS**

An officer may be removed for cause by the Board of Directors at any meeting whenever in the judgment of the Board of Directors the best interests of NECA would be served. A vote for removal shall be by majority vote of the Board of Directors.

#### Section 4.5. **VACANCIES**

A vacancy in an office may be filled for the remainder of the term pursuant to the election of officers prescribed by these By-Laws.

#### Section 4.6. **PRESIDENT OF THE BOARD OF DIRECTORS**

The President of the Board of Directors shall preside at all meetings of the Board and be the principal advisor to the Board of Directors. The President shall execute or ensure execution of any and all directives of the Board of Directors. He may sign, with the Secretary/Treasurer or any officer of NECA authorized by the Board of Directors, certificates for shares of any corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of NECA, or is required by law to be otherwise signed or executed. In addition, the President shall perform all duties incidental to the office of the President of the Board of Directors and execute such other duties as may be prescribed by the Board of Directors.

#### Section 4.7. **VICE PRESIDENT OF THE BOARD OF DIRECTORS**

The Vice President of the Board of Directors shall, in the absence or disability of the President of the Board of Directors, exercise all powers and duties of the President. The Vice President shall further perform such other duties as may be assigned to him from time to time by the President or the Board of Directors.

#### Section 4.8. **SECRETARY/TREASURER OF THE BOARD OF DIRECTORS**

The Secretary/Treasurer of the Board of Directors shall keep the minutes of the Board of Directors meetings, assure that all notices are made in accordance with these By-Laws, serve as custodian of the records and keep a register of directors' current addresses, have general charge of the books of NECA, and in general perform all duties incidental to the office of the Secretary/Treasurer and execute such other duties as may be assigned to him from time to time by the President or the Board of Directors. The Secretary/Treasurer shall have general knowledge of the financial transactions, accounting of all funds and securities of NECA and be



responsible for making financial reports to the Board of Directors with the assistance of the Controller.

Section 4.9.     **ASSISTANTS AND SUBORDINATE OFFICERS**

The Board of Directors may have such assistants and subordinate officers as the Board of Directors may from time to time authorize. Assistants and subordinate officers shall hold office for such period and perform such duties as the Board of Directors or the President of the Board may prescribe.

**ARTICLE V - CONTRACT, LOANS, CHECKS AND DEPOSITS**

Section 5.1.     **CONTRACTS**

Consistent with applicable laws, the Board of Directors may by resolution authorize any officer or officers or the NECA General Manager to enter into any contract or execute a contract approved by the Board of Directors and deliver any instrument in the name of and on behalf of NECA. Such authorization may be general or confined to specified instances.

Section 5.2.     **LOANS**

No loans, advances, obligations or indebtedness shall be incurred, obtained or contracted for, by or on behalf of NECA and no negotiable paper or, evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 5.3.     **CHECKS, DRAFTS AND NOTES**

All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of NECA shall be signed by the NECA General Manager or other officer of NECA as may be authorized by resolution of the Board of Directors. The Controller of NECA shall countersign all such notes or securities involving amounts over \$10,000.00. The Board of Directors shall approve all major capital purchases.

#### Section 5.4. **DEPOSITS**

All funds of NECA not otherwise employed shall be deposited from time to time to the credit of NECA in such banks, trust companies or other depositories as the Board of Directors may select. Idle funds of NECA shall be invested in the name of NECA in such bank accounts, money market accounts, certificate of deposit, stocks, bonds or other securities as may be authorized by the Board of Directors.

#### **ARTICLE VI - FISCAL YEAR**

The fiscal year of NECA shall begin on the 1st of October and end on the 30th of September of each calendar year.

#### **ARTICLE VII - REGISTERED OFFICE AND AGENT**

The registered corporate office of NECA shall be located at the Shiprock NECA Headquarters, Shiprock, New Mexico, postal address Navajo Engineering and Construction Authority, Post Office Box 969, Shiprock, New Mexico, 87420. The NECA General Manager shall be the registered agent of NECA.

#### **ARTICLE VIII - WAIVER OF NOTICE**

Unless otherwise provided by law, whenever notice is required to be given to a director of the Board of Directors pursuant to these By-Laws or the Plan of Operation, a waiver thereof in writing, signed by the director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE IX AMENDMENTS**

These By-Laws may be amended or repealed from time to time by resolution of the Board of Directors.