



Filed  
Secretary of State  
State of Washington  
Date Filed: 01/28/2021  
Effective Date: 01/28/2021  
UBI #: 604 699 668

## ARTICLES OF INCORPORATION

### UBI NUMBER

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UBI Number:  
**604 699 668**

### BUSINESS NAME

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Business Name  
**REGION 10 TRIBAL OPERATIONS COMMITTEE CONSORTIUM**

### PURPOSE OF CORPORATION

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**THE CONSORTIUM IS COMPOSED OF TRIBAL REPRESENTATIVES FROM ALASKA, IDAHO, OREGON, AND WASHINGTON CREATED FOR THE PURPOSE OF ADMINISTERING FUNDING OBTAINED BY THE U.S. ENVIRONMENTAL PROTECTION AGENCY AND OTHER SOURCES TO SUPPORT FUNCTIONS OF THE EPA REGION 10 TRIBAL OPERATIONS COMMITTEE.**

### PURPOSE OF CORPORATION - STAFF CONSOLE CONFIRMATION

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Customer provided purpose of corporation? - **Yes**

### ANY OTHER PROVISIONS

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Required by IRS for Tax Exempt Status <https://www.irs.gov/>:

### REGISTERED AGENT

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Registered Agent Name	Street Address	Mailing Address
RICK EICHSTAEDT	25 W MAIN AVE STE 320, SPOKANE, WA, 99201-5090, UNITED STATES	

### REGISTERED AGENT CONSENT

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Customer provided Registered Agent consent? - **Yes**

### DURATION

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Duration:  
**PERPETUAL**

### EFFECTIVE DATE

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Effective Date:  
01/28/2021

## INITIAL BOARD OF DIRECTOR

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Title	Initial Board of Director Type	Entity Name	First Name	Last Name	Address
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		TODD	MITCHELL	11404 MOORAGE WAY, LA CONNER, WA, 98257-9450, UNITED STATES
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		MARANDA	HAMME	PO BOX 99921, CRAIG, AK, 99921, UNITED STATES
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		RAYMOND	PADDOCK	9097 GLACIER HWY, JUNEAU, AK, 99801-6922, UNITED STATES
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		PATRICIA	SALMON	PO BOX 57, CHALKYITSIK, AK, 99788-0057, UNITED STATES
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		AARON	MILES	PO BOX 365, LAPWAI, ID, 83540-0365, UNITED STATES
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		CARTER	THOMAS	1245 FULTON AVE, COOS BAY, OR, 97420-2895, UNITED STATES
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		BILL	HAND	PO BOX 324, COPPER CENTER, AK, 99573-0324, UNITED STATES
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		GAYLA	HOSETH	PO BOX 216, DILLINGHAM, AK, 99576-0216, UNITED STATES
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		LEE JUAN	TYLER	PO BOX 306, FORT HALL, ID, 83203-0306, UNITED STATES
INITIAL BOARD OF DIRECTORS	INDIVIDUAL		DANIEL	RAVANEL	1214 AALIS DR, TAHOLAH, WA, 98587, UNITED STATES

## INCORPORATOR

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Title	Incorporator Type	Entity Name	First Name	Last Name	Address
INCORPORATOR	INDIVIDUAL		RICK	EICHSTAEDT	25 W MAIN AVE STE 310 STE 320, SPOKANE, WA, 99201-5090, UNITED STATES

## DISTRIBUTION OF ASSETS

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RETURN TO FUNDERS, AS PROVIDED IN AGREEMENTS/CONTRACTS, OR TO REGIONAL TRIBAL NONPROFIT CORPORATION, AS APPROPRIATE.

## DISTRIBUTION OF ASSETS PROVIDED

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Customer provided information on distribution of assets? - Yes

## RETURN ADDRESS FOR THIS FILING

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Attention:

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Work Order #: 2021012600057080 - 1  
Received Date: 01/26/2021  
Amount Received: \$50.00

**RICK EICHSTAEDT**

Email:

**RICK@REGION10RTOC.NET**

Address:

**PO BOX 689, SPOKANE, WA, 99210-0689, UNITED STATES**

## UPLOAD ADDITIONAL DOCUMENTS

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Name	Document Type
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No Value Found.

## UPLOADED DOCUMENTS

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Document Type	Source	Created By	Created Date
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No Value Found.

## EMAIL OPT-IN

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I hereby opt into receiving all notifications from the Secretary of State for this entity via email only. I acknowledge that I will no longer receive paper notifications.

## AUTHORIZED PERSON - STAFF CONSOLE

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Document is signed.

Person Type:

**INDIVIDUAL**

First Name:

**RICK**

Last Name:

**EICHSTAEDT**

Title:

**ATTORNEY**



**WASHINGTON**  
Secretary of State  
Corporations & Charities Division

Filed  
Secretary of State  
State of Washington  
Date Filed: 12/03/2021  
Effective Date: 12/03/2021  
UBI #: 604 699 668

## ARTICLES OF AMENDMENT

### BUSINESS INFORMATION

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Business Name:  
**REGION 10 TRIBAL OPERATIONS COMMITTEE CONSORTIUM**

UBI Number:  
**604 699 668**

Business Type:  
**WA NONPROFIT CORPORATION**

Business Status:  
**ACTIVE**

Principal Office Street Address:

Principal Office Mailing Address:

Expiration Date:  
**01/31/2022**

Jurisdiction:  
**UNITED STATES, WASHINGTON**

Formation/Registration Date:  
**01/28/2021**

Period of Duration:  
**PERPETUAL**

Inactive Date:

Nature of Business:

### BUSINESS NAME

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Business Name:  
**REGION 10 TRIBAL OPERATIONS COMMITTEE CONSORTIUM**

### BUSINESS TYPE

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Current Business Type:  
**WA NONPROFIT CORPORATION**

Amend Business Type:

### REGISTERED AGENT

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Registered Agent Name	Street Address	Mailing Address
RICK EICHSTAEDT	25 W MAIN AVE STE 320, SPOKANE, WA, 99201-5090, UNITED STATES	

## REGISTERED AGENT CONSENT

---

Customer provided Registered Agent consent? - **Yes**

## DURATION

---

Duration:  
**PERPETUAL**

## PURPOSE OF CORPORATION

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**THIS CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE (THE "CODE"), AND INCLUDING WITHOUT LIMITATION, TO LESSEN THE BURDENS OF GOVERNMENTAL ENTITIES BY SUPPORTING THE FUNCTIONS OF THE REGION 10 TRIBAL OPERATIONS COMMITTEE (THE "RTOC"), OR ANY (FULL TEXT ON FILE)**

## PURPOSE OF CORPORATION – STAFF CONSOLE CONFIRMATION

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Customer's filing includes purpose of corporation? - **Yes**

## ADOPTION OF ARTICLES OF AMENDMENT – NONPROFIT

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Articles of Amendment were adopted by:  
There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held:  
**09/27/2021**

## DISTRIBUTION OF ASSETS

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**UPON DISSOLUTION OF THE CORPORATION, THE ASSETS REMAINING AFTER PAYMENT OF, OR PROVISION FOR PAYMENT OF, ALL DEBTS AND LIABILITIES OF THE CORPORATION SHALL BE DISTRIBUTED TO AN ORGANIZATION OR ORGANIZATIONS, AS DETERMINED BY THE BOARD OF DIRECTORS, WHICH ARE RECOGNIZED AS EXEMPT UNDER SECTION 501(C)(3) OF THE CODE, AND WHICH ARE ORGANIZED AND OPERATED FOR PURPOSES SUBSTANTIALLY LIKE THOSE FOR WHICH THIS CORPORATION IS ORGANIZED, INCLUDING WITHOUT LIMITATION ANY ONE OR MORE (FULL TEXT ON FILE)**

## DISTRIBUTION OF ASSETS PROVIDED

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Customer provided information on distribution of assets? - **Yes**

## EFFECTIVE DATE

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Effective Date:  
**12/03/2021**

## DATE OF ADOPTION

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Date of Adoption:  
**12/03/2021**

## RETURN ADDRESS FOR THIS FILING

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Attention:

**RICK EICHSTAEDT**

Email:

**RICK@REGION10RTOC.NET**

Address:

**25 W MAIN AVE STE 320, SPOKANE, WA, 99201-5090, UNITED STATES**

## UPLOADED DOCUMENTS

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<b>Document Type</b>	<b>Source</b>	<b>Created By</b>	<b>Created Date</b>
PREPARED AMENDMENT	ONLINE	FAUST LAW FIRM PLLC	12/02/2021

## UPLOAD ADDITIONAL DOCUMENTS

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<b>Name</b>	<b>Document Type</b>
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No Value Found.

## EMAIL OPT-IN

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I hereby opt into receiving all notifications from the Secretary of State for this entity via email only. I acknowledge that I will no longer receive paper notifications.

## AUTHORIZED PERSON - STAFF CONSOLE

---

Document is signed.

Person Type:

**ENTITY**

First Name:

**STEPHEN**

Last Name:

**FAUST**

Entity Name:

**FAUST LAW FIRM PLLC**

Title:

## Exhibit "A"

The Articles of Incorporation of the corporation are hereby amended as follows:

- (a) The provision setting forth the name of the corporation is designated as Article 1.
- (b) The provisions setting forth the period of duration of the corporation is designated as Article 2.
- (c) The provisions setting forth the names and addresses of the initial directors, the name and address of the registered agent, and name and address of the incorporator, are deleted.
- (d) The provision setting forth the purpose of the corporation is deleted and replaced in its entirety by the following, which is designated as Article 3:

This corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), and including without limitation, to lessen the burdens of governmental entities by supporting the functions of the Region 10 Tribal Operations Committee (the "RTOC"), or any successor in interest to the RTOC, through the provision of support staff and the acquisition, management and disbursement of funds from the United States Environmental Protection Agency and other sources for the operation of the RTOC.

In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in the Act. Notwithstanding anything herein to the contrary, the corporation shall exercise only those powers as are in furtherance of the exempt purposes of organization set forth in the Code.

- (e) The provision regarding distribution of assets in the event of dissolution is deleted and replaced in its entirety by the following, which is designated as Article 4:

Upon dissolution of the corporation, the assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation shall be distributed to an organization or organizations, as determined by the Board of Directors, which are recognized as exempt under Section 501(c)(3) of the Code, and which are organized and operated for purposes substantially like those for which this Corporation is organized, including without limitation any one or more tribal corporations which are so recognized or are otherwise qualified to receive such distributions under the Code and other applicable law.

- (d) The following new provisions have been added to the articles of incorporation, and are designated as indicated below:

### ARTICLE 5

Section 1. This corporation shall not have any capital stock and no part of the net earnings of the corporation shall inure to the benefit of or be distributable, to its directors, officers, or other private persons, except that the corporation is authorized or empowered

to pay reasonable compensation or reimbursement for services rendered and to make payments and distributions in furtherance of its purpose.

Section 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code. The corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of, or in opposition to, a political office candidate.

Section 3. Notwithstanding any provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation, exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

## **ARTICLE 6**

The management of this corporation shall be vested in a Board of Directors. The number, qualifications, term and method of appointment and removal of directors of this corporation shall be as set forth in the Bylaws.

## **ARTICLE 7**

Section 1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation has a pecuniary or other interest in, or is a trustee, director, or officer of, such other corporation.

Section 2. Any director, individually, or any firm of which any director may be affiliated, may be a party to, or may have a pecuniary or other interest in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

## **ARTICLE 8**

A director of this corporation shall not be personally liable to the corporation or its members (if any) for monetary damages for conduct as a director, provided, that this limitation on liability shall not apply to (1) acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, or (2) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act and/or the Washington Non-Profit Corporation Act are hereafter amended to authorize corporate action further limiting the personal liability of directors, then the liability of a director of this corporation shall be limited to the fullest extent permitted by such law or laws, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.



## **ARTICLE 9**

The corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees and other persons and agents. Without limiting the generality of the foregoing, this corporation shall indemnify any and all persons who may serve or who have served at any time as directors of the corporation against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances now or hereafter permitted by the Washington Business Corporation Act, the Washington Non-Profit Corporation Act, or other applicable law.

## **ARTICLE 10**

The authority to make, alter, amend, or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

**End of Exhibit A**

**BYLAWS**  
**Of**  
**REGION TEN TRIBAL OPERATIONS COMMITTEE CONSORTIUM**  
**(A Washington Non-Profit corporation)**

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Originally adopted on \_\_\_\_\_, 2022  
Amendments are listed on page iii

# BYLAWS

## TABLE OF CONTENTS

Article 1.	Purposes and Powers .....	1
Article 2.	Members.....	1
Article 3.	Board of Directors.....	1
Article 4.	Officers.....	5
Article 5.	Committees .....	7
Article 6.	Operational Matters .....	7
Article 7.	Director Liability, Indemnification and Insurance.....	8
Article 8.	Conflict of Interest Policy.....	10
Article 9.	Compensation Approval Policy.....	12
Article 10.	Periodic Reviews .....	14
Article 11.	Amendments .....	14

AMENDMENTS TO BYLAWS

<b>Article</b>	<b>Effect of Amendment</b>	<b>Date Of Amendment</b>

**BYLAWS OF**  
**REGION TEN TRIBAL OPERATIONS COMMITTEE CONSORTIUM**

These Bylaws are promulgated pursuant to the Washington Non-Profit Corporation Act, as set forth in Chapter 24.03A of the Revised Code of Washington (the “Act”).

**Article 1. Purposes and Powers**

1.1 Specific Purposes. This corporation’s primary purpose is to support the functions of the United States Environmental Protection Region 10 Tribal Operations Committee (the “RTOC”), as established by the RTOC Charter originally signed on August 23, 2001 (as now and hereafter amended, the “*RTOC Charter*”) including without limitation: (A) to apply for and administer funding received by the U.S. EPA, and to apply for and obtain other funding, for the operation of the RTOC, and (B) to employ staff and contractors necessary to carry out the work of the RTOC.

1.2 IRC Section 501(c)(3) Purposes. This corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

1.3 Powers. This corporation shall have and exercise all the powers of a nonprofit corporation organized under the Washington Nonprofit Corporation Act, Ch. 24.03A of the RCW (the “*Act*”), including without limitation those powers expressly conferred upon it by Article IX of the Charter for the Region 10 Tribal Operations Committee Consortium (the “*Consortium Charter*”) as adopted by the primary and alternate members of the Tribal Caucus of the RTOC on March 15, 2016, and as the Consortium Charter may hereafter be amended.

**Article 2. Members**

The corporation shall have no members.

**Article 3. Board of Directors**

3.1 General Powers. The affairs of the corporation shall be managed by a board of directors (the “*Board*”).

3.2 Number. The number of directors comprising the Board shall be the sum of: (A) the number of RTOC Tribal Caucus positions and (B) the number of Region 10 NTOC Tribal Caucus positions authorized in each case by the RTOC Charter. The number of directors shall be changed from time to time to conform the number of Tribal Caucus positions authorized by the RTOC Charter,

and may be changed by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent director. At no time shall the number of Directors comprising the Board be less than three.

3.3 Election and Term of Office. The initial Directors named in the Articles of Incorporation shall serve until the adjournment of the first meeting of the Board at which these Bylaws are adopted. Upon the adjournment of such meeting, each primary member of the Tribal Caucus of the RTOC, including the designated Region 10 National Tribal Caucus primary members, shall serve as Directors on the Board of Directors *ex officio*, and shall have all rights and obligations of a director during such time as they continue to serve as a member of the Tribal Caucus. Directors shall serve for a term that corresponds with their term as a member of the Tribal Caucus of the RTOC.

3.4 Qualifications. All directors must, at the time of their election and throughout their term in office, be a primary member in good standing of the Tribal Caucus of the RTOC. Directors and their alternates shall deliver to the Secretary a resolution or letter of support for the Consortium's role and its activities from their Tribe, consistent with federal requirements. A director who ceases to meet these qualifications during his or her term in office must, within thirty days after notice of such condition, either establish to the Board's satisfaction that they again meet all qualifications of office or resign their position as director and, if applicable, as an officer, and upon failure to do so shall be removed from office by the Board.

3.5 Meetings of Board. The meetings of the Board of Directors shall consist of the following:

3.5.1 Regular Meetings; Annual Meeting. There shall be regular meetings of the Board of Directors held not less frequently than once each calendar quarter. By resolution, the Board may specify the date, time, and place for holding regular meetings. The Board shall designate one of the regular meetings in each year as the annual meeting of the Board. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.5.2 Special Meetings. Special meetings of the Board of Directors or any committee designated and appointed by the Board, may be called by the President or any two directors, or in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.6 Notice. Notice of meetings of the Board of Directors shall be sent or delivered by the Secretary to the directors of the Board and their alternates at least ten (10) days prior to the date of the meeting. Written notice may be delivered by electronic transmission or mailed to the Director at their email or physical address shown on the records of the corporation. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid,

3.6.1 Regular Meetings. If meetings of the Board of Directors are scheduled on a regular basis and the date and place of any such meeting or meetings is announced at a prior regularly scheduled meeting, no additional notice of such meeting shall be necessary.

3.6.2 Special Meetings. The purpose of any special meeting need not be specified in the notice of such meeting unless the purpose is to remove a director from office, in which case the notice must state that one of the purposes is the removal of the director. Upon notice to the Secretary of the time, place, and purpose (if required) of a special meeting, the Secretary shall promptly give notice of the meeting to all directors and their alternates. Notice of any special meeting shall state the purpose for which the meeting is called and any business to be transacted therein.

3.6.3 Special Requirement When Directors Will Attend Meeting Remotely. For any Board meeting at which one or more directors may participate by means of remote communication (see Section 3.10), notice of the meeting must be delivered to each director by a means which the director has authorized (such as email) and provide complete instructions for participating in the meeting by remote communication.

3.6.4 Waiver of Notice. A waiver, signed by the person entitled to notice, shall be equivalent to the giving of such notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.7 Quorum and Voting. One-third of the directors then in office will constitute a quorum, provided that a majority of the directors present are at least 18 years of age. The vote of a majority of the directors present at the meeting at which a quorum is present will constitute the act of the Board, unless law or these Bylaws require the vote be a greater proportion or number. If less than one-third of the directors are present at any meeting, the directors present may adjourn the meeting and provide for its resumption without further notice. All voting shall be by each director in person, whether by telephone or otherwise, and voting by proxy shall not be allowed.

3.8 Presumption of Assent; Registered Dissent. A director who is present at a meeting of the Board of Directors at which action on a matter is taken shall be presumed to have assented to such action unless the director's dissent or abstention shall be entered in the minutes of the meeting, or the director shall file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

3.9 Compensation. Directors as such shall not receive any stated salary for their services but may receive reimbursement for their reasonable expenses of attendance, or for expenses of other authorized acts performed on behalf of the corporation. Nothing herein contained shall be construed

to preclude any director from serving the corporation in any other capacity and receiving compensation therefore in accordance with the compensation policy set forth in Article 9.

3.10 Attendance by Communications Equipment. Members of the Board or any committee designated by the Board may participate in a meeting by means of a conference telephone, internet chat system, video-calling, or similar communications equipment, so long as all directors participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence in person at the meeting.

3.11 Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by consent, either in writing or by electronic transmission, of all the directors, or all of the members of the committee, setting forth the action to be taken. Such consent may be made by the separate execution by one or more directors of multiple copies of an identical instrument (each, a “counterpart”), shall be effective when all such consents have been delivered to the Secretary, and shall then have the same effect as a unanimous vote; *provided however, that in no event may the period between the date of the first signature by a director on such a consent and the date on which all directors have executed the consent be more than sixty days.* Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

3.12 Removal; Resignation. Any director may be removed at any time, with or without cause, and without notice, by the majority vote of the Board at a meeting called for that purpose at which a quorum is present. The purpose of removal need not be the only purpose for which the meeting was called. For purposes of this paragraph, two-thirds (2/3) of the whole Board of Directors shall be necessary to constitute a quorum of the Board, but the presence or absence of the director subject to removal shall not be considered for purposes of determining a quorum at such meeting. Any director may resign their position as director at any time by mailing or otherwise delivering a written resignation to the President or the Secretary of the corporation. Such resignation shall be deemed to include any position the director holds as a primary officer of the corporation.

3.13 Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the person designated by the RTOC to serve as the “Alternate” to the primary member of the Tribal Caucus whose position as a director of this corporation has become vacant. The Alternate shall serve as a director until such time as the vacancy in primary membership of the Tribal Caucus is filled by the RTOC.

3.14 Alternates. Individuals appointed or elected by the RTOC as “alternates” to the primary members of the Tribal Caucus shall be entitled, *ex officio*, to receive notice of, attend, and participate in all meetings of the Board; provided that Alternates shall not be counted for purposes of a quorum and may not vote on matters coming before the Board.

3.15 Confidentiality. Directors and Alternates shall not discuss or disclose information about the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity is an officer, employee, or other representative of



the corporation and has a need to know, or the disclosure of such information is in furtherance of the corporation's purposes and can reasonably be expected to benefit the corporation. Directors shall use discretion and good business judgment in discussing the affairs of the corporation with third parties.

#### **Article 4. Officers.**

4.1 Designations. The officers of the corporation shall be the President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers as may be appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Selection and Term of Office. The Chair and Vice Chair of the Tribal Caucus shall serve as the President and Vice President of the corporation *ex officio* and shall hold such office for as long as they hold the offices of Chair and Vice Chair of the Tribal Caucus. The Secretary and Treasurer shall be elected at the annual meeting of the Board, and each shall hold office for a term of one (1) year and until their successors have been duly elected and qualified.

4.3 President. The President (who may also be referred to as the "Chair") shall preside at all meetings of the Board of Directors, shall have general supervision over the affairs of the corporation, shall prepare (in consultation with the Executive Director, if any) an agenda for meetings of the Board of Directors, and shall perform such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be prescribed from time to time by resolution of the Board.

4.4 Vice President. In the absence of the President, or in the event of their inability or refusal to act, the Vice-President (who may also be referred to as the "Vice Chair") will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by resolution of the Board.

4.5 Secretary. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings of the Board of Directors and Committees, shall have charge of the corporate records, shall maintain records of the email and post office address of each director, alternate, and officer, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors, and may, with notice to the Board, delegate any duties of the office to any Assistant Secretary and to such other persons as may be employed by the corporation for such purposes. The Board of Directors may appoint an Assistant Secretary, or Assistant Secretaries, who shall perform all of the duties of the Secretary in the absence or disability of the Secretary and may perform such other duties as are directed by the Board of Directors.

4.6 Treasurer. The Treasurer shall have the custody and supervision of all monies and securities of the corporation and of its financial records and books of account. The Treasurer shall oversee the disbursement of the funds of the corporation in payment of the just demands against the

corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors, and may, with notice to the Board, delegate any duties of the office to any Assistant Treasurer and to such other persons as may be employed by the corporation for such purposes. The Board of Directors may appoint an Assistant Treasurer, or Assistant Treasurers, who shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer and may perform such other duties as are directed by the Board of Directors.

4.7 Executive Director. The Board shall hire an Executive Director who shall serve at the will of the Board. Subject to the direction of the Board, the Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the property of the corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Board. No member of the Board is authorized to individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the Chair or the Board. The Executive Director may not be a member of the Board of Directors, but is entitled to attend and participate in meetings of the Board of Directors and committees of the Board, without vote, unless excused by the Chair or by majority vote of the Board of Directors or of the applicable committee. The Executive Director may be compensated for their services in that capacity in such amount and manner as the Board of Directors shall determine in accordance with the Compensation Policy set forth in Article 9.

4.8 Resignation/Removal. Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any officer may be removed with or without cause, and without notice, by a vote of the majority of the Board of Directors whenever in its judgment the best interest of the corporation would be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.9 Vacancies. Vacancies in the offices of President and Vice President shall be filled by the person appointed to replace them as Chair or Vice Chair of the Tribal Caucus. A vacancy in any other office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors, and the new officer shall serve for the remainder of the term of the officer they are replacing.

4.10 Bonds. The Board of Directors may require any officer, agent or employee of the corporation to provide bonds to the corporation, with surety or sureties acceptable to the Board,

conditioned for the faithful performance of the duties of their respective offices, with the premium therefore to be paid by the corporation.

4.11 Compensation of Officers. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with the corporation's compensation approval policy, as set forth in Article 9 of these Bylaws.

## **Article 5. Committees**

5.1 Committees. The Board of Directors may appoint, from time to time, one or more standing or temporary committees as it deems appropriate. Subject to the limitations set forth in Section 5.3, such committees may be vested with such powers as the Board may determine by resolution.

5.2 Procedures Applicable to Committees. Unless otherwise directed by the Board of Directors, all committees shall be governed by the same provisions as govern the meetings, actions without meetings, notice and waiver of notice, quorum and voting requirements, and standards of conduct of the Board of Directors. All committees shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

5.3 Limitations on Committees. Subject to the exceptions provided for in RCW 24.03A.575(1), no committee shall have or exercise the authority of the Board of Directors unless the voting members of such committee consist solely of at least two (2) directors then in office, and any committee not so composed shall serve only in an advisory capacity to the Board. No committee shall have the authority of the Board of Directors in reference to authorizing distributions; amending, altering, or repealing these Bylaws; appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger, domestication, for-profit conversion, or entity conversion; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors.

## **Article 6. Operational Matters**

6.1 Accounting Year. The fiscal year of this corporation will be the calendar year.

6.2 Records Open to Inspection. The corporation shall keep the following records at its registered office or principal place of business: (a) its current articles of incorporation and bylaws; (b) a list of its members (if any), including names, addresses, and classes of membership;

(c) correct and adequate statements of accounts and finances; (d) a list of its primary officers' and directors' names and addresses; (e) minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board and (f) a copy of its application to the IRS for tax-exempt status and its three most recently filed information returns (e.g., form 990), if any.

The records noted under item (f) shall be available for inspection by any member of the public, upon request, and copies shall be provided to the requesting party immediately, in the case of in person requests, and within 30 days in case of written requests, subject to payment in advance of the reasonable expenses of copying and postage.

6.3 Rules of Procedure. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in the most recent edition of Roberts' Rules of Order on Parliamentary Procedure, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

6.4 Loans. This corporation will make no loans to any of its directors or officers or to any of its key management or other personnel.

6.5 Nonprofit Operations. This corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this corporation will be distributed to its directors, or officers.

6.6 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity, by or on behalf of the corporation, not permitted to be taken or carried on without penalty, by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and applicable regulations thereunder, as they now exist, or as they should hereafter be amended.

## **Article 7. Director Liability, Indemnification and Insurance**

7.1 Director Liability. A director of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a director except for liability of the director for: (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, or (ii) any transaction from which the director will personally receive a benefit of money, property, or services to which the director is not legally entitled. If applicable law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by law, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

7.2 Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he

or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 7.3 of these Bylaws with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Section 7.2 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 7.2 or otherwise.

7.3 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 7.2 of these Bylaws is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including the Board, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the corporation (including the Board, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

7.4 Indemnification of Employees and Agents. The corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the

final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification of directors and officers of the corporation.

7.5 Insurance. This corporation shall have the power to purchase and maintain insurance on behalf of any person who is, or was a director, officer, employee, or agent of this corporation, or is or was serving at the request of this corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against such person and incurred by such person in any such capacity or arising out of their status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provisions of this Article.

7.6 Nonexclusive. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled apart from the provisions of this Article.

## **Article 8. Conflict of Interest Policy**

8.1 Purpose. The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. It is the duty of all directors and Officers to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to the Board. Each director and officer shall be requested annually to submit a Disclosure Statement in the form substantially similar to that attached as Appendix A.

### 8.2 Definitions

“Interested Person”: Any director, principal officer, or member of a committee with governing powers delegated by the Board, who has a direct or indirect financial interest, as defined below, is an interested person.

“Financial Interest”: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- b. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

“Compensation” includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists. If compensation is involved, see Section 9.2.1.

8.3 No Implied Disclosure Requirement. In no way should this Article imply that directors, officers, or employees should reveal any political, religious, ethnic, fraternal or civic affiliations unless expressly provided.

8.4 Procedures.

8.4.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

8.4.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists.

8.4.3 Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine

by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### 8.4.4 Violations.

a. If the Board of Directors has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, it shall inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.

b. If, after hearing the director's response and after making further investigation as warranted by the circumstances, the Board determines the director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### 8.5 Records of Proceedings. The minutes of Board of Directors shall contain:

8.5.1 The names of the person who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

8.5.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article 9. Compensation Approval Policy**

9.1 Voting. A director, officer, or employee who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that individual's compensation. When approving compensation for directors, officers, and employees, the Board of Directors shall comply with the following requirements and procedures.

9.2 Compensation. The terms of compensation shall be approved by the Board prior to the first payment of compensation.

9.2.1 A director may participate in approving a compensation arrangement between this corporation and a "disqualified person" (as defined in Section 4958(f)(1) of the IRC) if the director: (i) is not the person who is the subject of the compensation arrangement, or a family member of such person; (ii) is not in an employment relationship subject to the



control or direction of the person who is the subject of the compensation agreement; (iii) does not receive compensation or other payments subject to approval by the person who is the subject of the compensation agreement; (iv) has no material financial interest affected by the compensation arrangement; and (v) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the director. Any director not meeting these criteria may not participate in approving the subject compensation arrangement.

9.2.2 The Board shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following: (i) compensation levels paid by three similarly situated organizations, both taxable and tax-exempt, for functionally comparable provisions (“similarly situated” organizations are those of a similar size, purpose, geographic area, and with similar resources); (ii) the availability of similar services in the geographic area of this corporation; (iii) current compensation surveys compiled by independent firms; (iv) actual written offers from similar organizations competing for the services of the person who is the subject of the compensation arrangement.

9.3 Compensation Documentation. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board that approved compensation. Such documentation shall include: (i) the terms of the compensation arrangement and the date it was approved; (ii) the members of the Board who were present during debate on the transaction, those who voted on it, and the votes cast by each director; (iii) the comparability data obtained and relied upon and how the data was obtained; (iv) if the Board determines that reasonable compensation for a specific position in the corporation or for providing services under any other compensation arrangement with this corporation is higher or lower than the range of comparability data obtained, the Board shall record in the minutes of the meeting the basis for its determination; (v) if the Board makes adjustments to comparability data due to geographic area of other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board meeting; (vi) any actions taken with respect to determining if a director had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the director with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a director, the director left the meeting prior to discussion of the compensation arrangement and a vote to approve the arrangement).

9.4 Board Meeting Minutes. The minutes of the Board meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board meeting or 60 days after the final actions of the Board are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board meeting following final action on the compensation arrangements.

**Article 10. Periodic Reviews**

To ensure that the corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as a corporation exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following steps: (i) whether compensation arrangements and benefits are reasonable and made in accordance with the Compensation Approval Policy (ii) whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the corporation's charitable purposes and do not result in inurnment of impermissible private benefit.

**Article 11. Amendments**

The Board of Directors may vote to amend or repeal these Bylaws or to adopt new ones by a majority vote at any regular or special Board meeting at which there is a quorum; provided that the meeting notice shall state that one of the purposes of the meeting is to consider a proposed change to the Bylaws and shall contain a copy of the proposed change.

...

The foregoing Bylaws were read, approved, and duly adopted by the Board of Directors of on March 12, 2022, and the President and Secretary of the corporation were empowered to authenticate such Bylaws by their signatures below.

Raymond Paddock III, President  
[Signature], Secretary





**b Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.  
 List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b): \_\_\_\_\_

**6 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this form. If you **do not** want to revoke a prior power of attorney, check here  **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

**7 Taxpayer declaration and signature.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative (or designated individual, if applicable), executor, receiver, administrator, trustee, or individual other than the taxpayer, I certify I have the legal authority to execute this form on behalf of the taxpayer.

**▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.**

*Randi Madison* \_\_\_\_\_ Feb 24, 2023 \_\_\_\_\_ Executive Director  
 Signature Date Title (if applicable)

Randi Madison \_\_\_\_\_ Region 10 Tribal Operations Committee Consortium  
 Print name Print name of taxpayer from line 1 if other than individual

**Part II Declaration of Representative**

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
  - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b Certified Public Accountant—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.
  - c Enrolled Agent—enrolled as an agent by the IRS per the requirements of Circular 230.
  - d Officer—a bona fide officer of the taxpayer organization.
  - e Full-Time Employee—a full-time employee of the taxpayer.
  - f Family Member—a member of the taxpayer’s immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
  - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the IRS is limited by section 10.3(d) of Circular 230).
  - h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). **See Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
  - k Qualifying Student or Law Graduate—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student, or law graduate working in a LITC or STCP. See instructions for Part II for additional information and requirements.
  - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

**▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.**

**Note:** For designations d–f, enter your title, position, or relationship to the taxpayer in the “Licensing jurisdiction” column.

Designation— Insert above letter (a–r).	Licensing jurisdiction (State) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable)	Signature	Date
a	WA	36487	<i>RMK</i>	2/24/2023

### **Narrative Description of Activities**

The Region 10 Tribal Operations Committee Consortium (the “**Consortium**”) is a Washington nonprofit corporation established on January 28, 2021. The Consortium supports the operations of the Region 10 Tribal Operations Committee (the “**R10-RTOC**”) and thereby lessens the burden of the Environmental Protection Agency (EPA) in carrying out its regulatory and enforcement responsibilities under federal law.

#### **The RTOC System**

In 1984, EPA developed an “Indian Lands” policy to implement federal environmental statutes on American Indian reservations. In 1994, as this policy evolved, the EPA established an American Indian Environmental Office within EPA’s Office of Water to lead the implementation of the Indian Lands policy.

At that time, the EPA also created the National Tribal Operations Committee (NTOC) to facilitate tribal consultation and more effectively implement the Agency’s Indian Lands Policy. The NTOC is currently composed of EPA’s Senior Leadership Team (Administrator, Assistant, and Regional Administrators) and nineteen tribal representatives from the nine EPA regions (out of a total of 10 such regions) where federally recognized tribal governments are located. EPA Region 10 has four representatives to the NTOC – two from Alaska and two representatives from Idaho, Oregon, and Washington Tribes.

The NTOC identified the need to establish Regional Tribal Operations Committees (RTOC). Thus an RTOC was established for Region 10 in the spring of 1996. At its initial meeting, the Region 10 RTOC (consisting of one tribal representative per state) identified the need for a RTOC charter, and drafts were developed for adoption. The charter was officially adopted by the Region 10 RTOC in spring of 2000 after an extensive tribal review process. The Charter has been periodically revised since with the last version approved in 2021. An operations guidance was also developed (and recently revised) to assist in the implementation of RTOC operations, including elections, travel, and meetings.

The Region 10 Tribal Operations Committee (R10-RTOC) plays an important role in relating varied tribal interests to EPA. The RTOC is a tribally elected, tribal advisory committee to EPA Region 10. Eleven Tribal representatives (and eleven alternates) from Alaska, Idaho, Oregon, and Washington sit on the RTOC along with the EPA member counterparts: the Regional Administrator, Regional Deputy Administrator, Director of the Office of the Regional Administrator and the Manager of the Tribal Trust and Assistance Unit.

The mission of the R-10 RTOC, as stated in the Charter established by order of the EPA, is to protect and improve tribal health and environmental conditions consistent with the EPA Indian Lands Policy, EPA’s trust responsibility, and federal treaties, laws, regulations, policies, and guidance.

### The Role of The Consortium

The R10-RTOC is an unincorporated committee that exists under a charter approved and adopted by the EPA in the exercise of its regulatory authority.

The Consortium is a nonprofit corporation which enjoys the protection of limited liability under Washington law. The Consortium assists and supports the R10-RTOC in carrying out its mission. The primary activities of the Consortium are: (A) to apply for, and administer funding received from the U.S. EPA for the operation of the R10-RTOC, and (B) to employ the administrative staff and contractors necessary to carry out the work of the R10-RTOC consistent with direction from the RTOC/Consortium Board, EPA grant requirements, and budgetary constraints.

### Governance

Pursuant to its Charter, the R10-RTOC is a committee composed of primary and alternate representatives, each appointed by the member tribes. Each primary and alternate representative appointed to the R10-RTOC automatically becomes a member of the Board of Directors of the Consortium, *ex officio*.

### Programs and Activities

Region 10 of the Environmental Protection Agency (EPA) includes a vast area with diverse tribal communities living in unique environmental conditions. In Alaska, Idaho, Oregon, and Washington there are 271 federally recognized tribal governments, each a member of the R10-RTOC, and each of which must address the human and environmental health of their communities. These Tribes share a similar history, unique relationship to the land, and legally significant relationship with the federal government. Each desire to protect, preserve, and enhance the natural resources of their homelands. However, Tribes in Region 10 can be fractionated by great distances, ideologies, and differing opinions. The population, cultures, languages, flora, fauna, unique land status, and acreage make the differences in the region even more challenging.

Despite the diversity of its tribal members, the R10-RTOC works to identify the common issues that span the region and create a strong voice on behalf of the environment to EPA and other Tribal environmental organizations. While recognizing the unique environmental issues of the Tribes in Region 10, the R10-RTOC provides well-informed advice on behalf of the region. By design, the R10-RTOC does not attempt to speak on the behalf of Tribal governments and at all appropriate times will remind those in their company that they serve only serve in an advisory role and that EPA maintains a duty to consult with individual Tribes.

Due to these unique factors, the RTOC:

- Aims to keep EPA updated on the most pressing tribal environmental issues in Region 10 so that EPA may develop comprehensive budgets, policies, and regulations that adequately reflect tribal interests.
- In addition, RTOC attempts to disseminate to Tribes, information on these EPA budgets, policies, and regulations. In effect, RTOC operates as a two-way conduit of information between Tribes and EPA in Region 10.
- Beyond this relationship, RTOC also develops its own committee policies and agency recommendations to increase the effectiveness of Tribal input on EPA workings, as well as increase EPA's effectiveness in assisting Tribes to build environmental program capacity.
- The R10-RTOC often gathers input from the member tribes and issues official comments on EPA proposed actions and rule makings which hold weight because the comments are based on what the Committee hears from its Tribal Caucus, and because the Committee is charged with representing the Region's 271 tribes.

Each of the activities of the R10-RTOC as outlined above require substantial effort from individuals who provide managerial, administrative, communications, technical, and other services.

As a nonprofit corporation with the protections of limited liability, the Consortium acts as the employer and manager of the R10-RTOC staff and contracts with vendors to provide technical advice and assistance as needed by the R10-RTOC. The Consortium also holds and administers the funds granted to the R10-RTOC by the EPA to carry out its responsibilities.

In addition, and in furtherance of its purpose to support the activities of the R10-RTOC, the Consortium organizes and hosts an annual Tribal Environmental Leaders Summit (TELS). The first TELS conference was presented in FY 2006. The most recent annual TELS conference is scheduled for June 7-9, 2023. Information on conference agendas is available at <https://r10tels.com/>.

The work of organizing the TELS conference each year consumes approximately 20% of the organization's staff time and resources. The balance of staff time and resources is devoted to the support of the RTOC's activities as outlined above.



Itemized Expenses

	FY 2021	FY 2022	FY 2023 (actual, to 2/15/23)	FY 2024
22 - professional fees				
sub - legal	\$ 23,180.00	\$ 41,826.55	\$ 8,107.96	\$ 40,000.00
sub - IT	\$ 16,349.45	\$ 28,494.94	\$ 16,310.53	
sub- accounting	\$ 6,940.40	\$ 6,512.20	\$ 1,006.25	\$ 3,120.00
sub - TELS consultants	\$ 30,252.18	\$ 86,758.33		\$ 91,800.00
sub - outreach & comm facilitator	\$ 1,860.00			
sub - film production		\$ 2,500.00		
sub - TELS honorariums		\$ 5,974.64	\$ 4,000.00	\$ 12,000.00
<b>22 - total prof fees</b>	<b>\$ 78,582.03</b>	<b>\$ 172,066.66</b>	<b>\$ 29,424.74</b>	<b>\$ 146,920.00</b>
23 - other expenses				
sub - payroll taxes & fees	\$ 16,296.27	\$ 35,305.37	\$ 9,391.38	\$ 43,716.95
sub - travel expense	\$ 5,139.60	\$ 95,980.17	\$ 45,176.21	\$ 111,157.00
sub - supplies	\$ 2,312.89	\$ 12,452.36	\$ 750.76	\$ 120.00
sub - office expenses	\$ 9,635.40	\$ 18,196.02	\$ 3,773.59	\$ 6,364.05
sub - TELS conference expenses	\$ 2,720.33	\$ 149.02		\$ 3,120.00
sub - TELS conference venues	\$ 2,750.00	\$ 9,991.83	\$ 830.00	\$ 35,000.00
sub - state taxes		\$ 136.27		
sub - misc fees		\$ 2,061.49	\$ 2,434.11	
<b>23 total other expenses</b>	<b>\$ 36,104.49</b>	<b>\$ 174,272.53</b>	<b>\$ 62,356.05</b>	<b>\$ 199,478.00</b>