

## AMENDED BYLAWS OF THE AUTHENTIC TRIBAL ART DEALERS ASSOCIATION, INC.

A Nonprofit Association  
February 20, 1997

as 1st amended September 1, 2007  
as 2nd amended July 2, 2010  
as 3rd amended January 8, 2014  
as 4th amended May 20, 2017  
as 5th amended February 14, 2019  
as 6th amended August 6, 2019  
as 7<sup>th</sup> amended February 20, 2022

### **ARTICLE 1 - MEMBERSHIP**

#### **Section 1: Classes of Members**

There are four (4) classes of members: Full Members (Dealers, etc.), Associate Members (Collectors, etc.), Museum Members (Museum Personnel) and Auction House Members (“Auctioneers”).

#### **Section 2: Requirements for Full Membership**

An individual or business entity of good character, reputation, and credit standing that has been actively engaged in an Authentic Tribal Art – Artifact business for two years or more is eligible to apply for Full Membership. Book dealers, museum curators and directors, restorers, appraisers, and auction houses engaged in the areas of Authentic Tribal Art are also eligible for Full Membership. Professionals such as lawyers, etc. that are asked to sit on the Board are also eligible for Full Membership.

#### **Section 3: Requirements for Associate Membership**

Associate membership is available for collectors, beginning dealers (with two years or less experience), and any other interested parties for yearly dues to be set by the Board, subject to the approval of the Board. The first year’s dues/fees shall be submitted with the application.

#### **Section 4: Requirements for Museum Membership**

Museum membership is available to any museum or museum professional subject to the approval of the Board. As museums and museums professional staff/museum personnel do not customarily sell Authentic Tribal Art, they are not subject to Article X of these By-Laws.

#### **Section 5: Requirements for Auction House Membership**

Requirements of Auction Members. Auction Membership is available to licensed and accredited Auction House(s) and their personnel staff (“Auctioneers”). Auction Members must have an ATADA recognized tribal art specialist on staff or retain the services of an ATADA recognized contracted specialist for any sale containing tribal art objects.

As Auction Houses customarily accept their items on consignment and do not customarily engage in the buying and selling of Authentic Tribal Art in or under their own name(s), Auction Members are exempt from Article X of these By-Laws.

## **Section 6: Definitions for the Purpose of Full Membership**

**Sec. 6:** “Tribal” means a group of people with a shared culture.

**Sec. 6.1:** “Authentic” material means material that is handmade in a traditional manner with tradition materials by the proper cultural members or artists. Exceptions will be defined in the vetting guidelines addendum.

**Sec. 6.2:** An “Authentic Tribal Art Dealer” is an individual, partnership or Association actively engaged in buying and selling Authentic Tribal Art and Artifacts.

**Sec. 6.3:** “Authentic Tribal Art and Artifacts” refers to any item that was made for use in a traditional cultural context. The items are not restricted as to their age. They can be antique (100 years old or older), vintage, collectible or contemporary.

## **Section 7: Voting Rights**

**Sec. 7:** Each Full Member of the Association shall be entitled to one vote on all matters coming before any meeting of the members of the Association.

**Sec 7.1:** Associate Members, Museum Members and Auction House Members are welcome to attend general meetings but shall not have the right to vote on matters of the Association.

## **Section 8: Procedure for Election to Full Membership**

Each candidate for full membership must apply by completing an application and in addition, submit a recommendation from two Full Members who have been such members for two years. The name of the applicant and the name of the recommending members shall be circulated via email among the Members, who shall have fourteen days to comment on the application.

After fourteen days, all relevant information and Member comments shall be reviewed by the Board for a final decision to be made within a reasonable period of time. If no objections to the application are received from any Member, the application will require a simple majority of Board Member votes to be accepted. If any objections to the application are received, the application will require passage by 85% of the Board Members to be accepted.

First year’s dues/fees shall be submitted with the application.

## **Section 9: Individuality of Membership**

Membership in the Association is personal to the Member and cannot be assigned, encumbered, devised, passed, sold or in any other manner transferred, directly or indirectly, to another individual or any business entity.

## **Section 10: Notice of Election to Membership**

Each applicant elected to Full Membership shall be sent a notice of election.

## **Section 11: Notice of Rejection from Membership**

Any applicant whose application for membership is rejected shall be so notified by the Board of Directors, and dues/fees shall be refunded. Such applicant shall be ineligible to apply again for membership for at least one year.

## **Section 12: Forfeiture of Membership**

A Full Member, Associate Member or Auction House Member shall be automatically removed as a Member for unexcused failure to pay such dues and assessments as owed after a period of ninety days after the notice of such amounts has been sent.

## **Section 13: Removal from Membership**

A Member of the Association may be removed as a Member for an action or actions which adversely impact the welfare, character, viability or reputation of the Association. On receipt of a complaint to the Board against a Member, the Board shall determine whether an action warranting removal as a Member has been alleged. In such case, the Board shall notify the Member of the nature of the complaint and afford the Member an opportunity to write a response or appear in person to present his/her case. Upon consideration of the matter, the Board may, by vote of two-thirds of the Board of Directors, vote to remove such Member or take such other action as it deems appropriate.

#### **Section 14: Termination of Rights in Property**

Resignation, death, or removal shall terminate a Member's rights in the Association, and shall terminate, as well, the right to display the Association's plaque and the right to use the Association's name and registered logo in any way.

### **ARTICLE II - BOARD OF DIRECTORS**

#### **Section 1: Power of the Board**

The governance of the Association and the administration of its business and affairs shall be vested in a Board of Directors, which shall have and exercise all power and authority permitted by the Articles of Association and the Bylaws as periodically amended. The Board of Directors may make such rules and regulations for the management of the Association not inconsistent with the Articles of Association and these Bylaws as it may deem expedient.

#### **Section 2: Membership and Terms of Members**

The Board of Directors shall consist of the immediate Past President, the Executive Director, the Officers and the Chairs and Co-Chairs of the presently standing committees, and, in addition, up to thirteen At-Large Board Members, all of whom must be Full Members of the Association in good standing. Board Members shall serve terms of two years each, until their successors are elected. Members of the Board of Directors, except the Past President, the Executive Director, and the Chair or Co-Chairs of the Legal Committee, shall be elected under Article V.

#### **Section 3: Quorum**

At least fifty percent of the Board of Directors must be present to vote at all meetings. Once a quorum is present, each Director shall have one vote except in the event committees have Co-Chairs, there shall be but one vote between the Chair and Co-Chair. In the event that a spouse/partner team is elected to fill one position, there shall be but one vote between them.

#### **Section 4: Vacancies on Board**

In the event of a vacancy or vacancies among the Directors by reason of death, resignation, removal, or termination of membership, the vacancy or vacancies may be filled by candidate(s) selected by the Board of Directors to fill such vacancy or vacancies for the unexpired portion of the term or terms.

#### **Section 5: Removal of Directors**

Directors may be removed for cause by affirmative vote of three-fourths of the Members present at any regular or special meeting of the Association, notice of which shall include a statement of such proposed removal and no Director shall be removed without first being given the opportunity to be heard prior to the meeting at which the question of his/her removal is decided.

## **Section 6: Limitation on Authority to Incur Debt**

The Board of Directors shall have no authority or power, except by special vote of the Full Members, to make it liable for any debt beyond the amount of money which may be at the time in the Treasurer's hands and not needed for the discharge of existing debts or liabilities. The Board of Directors from time to time may establish annual dues and entrance fees for membership in the Association, provided annual dues and entrance fees shall not take effect until at least two months subsequent to the action of the Board of Directors in fixing such annual dues and entrance fees after notice to the membership of the Association by publication on its website or in the ATADA News.

## **ARTICLE III - OFFICERS AND OTHER COMMITTEES**

### **Section 1: Officers**

The Board shall elect Officers from its Board members consisting of a President, Vice President, and Treasurer to govern the Association on a day-to-day basis. The President may appoint from its Board, Committee Chairs as he/she deems necessary for the running of the Association.

### **Section 2: Committees**

The Board of Directors may establish as the occasion arises, Committees which shall be constituted and which shall have such powers and duties as may be provided for by the Board of Directors. Any Member of the Association is eligible for membership on any Committee, but the Chair of each Committee shall be a member of the Board of Directors.

### **Section 3: Committee Types**

The Board of Directors may appoint the following Committees:

- A Legal Committee
- A Membership Committee
- A Nominating Committee
- An Executive Committee whose membership is limited to voting members of the Board
- A Committee on Member Disputes
- Such other committees as the Board deems appropriate.

## **ARTICLE IV - OFFICERS**

### **Section 1: Number and Term**

The officers of the Association shall consist of a President, Vice President, and Treasurer, who shall also be members of the Board of Directors. The terms of the office of the President, Vice President, and Treasurer shall be two years, or until their successors are elected.

All officers shall be elected at or prior to the first meeting of the Board of Directors in an election year. The Board of Directors may appoint an Executive Director to hold office at the pleasure of the Board, who will be a non-voting member of the Board of Directors

### **Section 2: Vacancies among Officers**

In the event of the death, resignation, removal, termination of membership, or inability to act, of any of the elected officers of the Association, a successor to fill the office so made vacant for the balance of the term shall be appointed at the time of a special meeting, phone, or email ballot called by the Board of Directors for the purpose of filling such vacancy.

### **Section 3: Removal of Officers**

Elected officers of the Association may be removed for cause by the affirmative vote of three-fourths of the members present at any regular or special meeting of the Board of Directors, provided that the notice of such meeting shall include a statement of such proposed removal and no officer shall be removed without first being given the opportunity to be heard prior to the meeting at which the question of his/her removal will be decided.

### **Section 4: Duties of President**

The President shall preside at all meetings of the Association and of the Board of Directors. In the absence of the President, or if the office is vacant, the Vice President shall preside, and in the absence of the President and Vice President, the Director elected by vote of the meeting shall act as Chair. The President shall perform such other duties and have such authority as from time to time may be assigned to him/her by the Board of Directors.

### **Section 5: Duties of Vice President**

The Vice President shall, at the request of the President or in his/her absence or disability, perform the duties of the President. In the absence or disability of the Treasurer, his/her duties shall be performed by the Vice President. The Vice President shall perform such other duties and have such authority as from time to time may be assigned to him/her by the Board of Directors.

### **Section 6: Duties of the Executive Director**

The Board may appoint an Executive Director who shall be a non-voting member of the Board. The Executive Director shall carry out the duties and responsibilities as adopted by the Board.

### **Section 7: Duties of the Treasurer**

**Sec. 7:** The Treasurer shall collect and keep all moneys of the Association and disburse them under the direction of the Board of Directors. The Treasurer may be supported by an accountant who is a non-voting member of the Board. He/she shall keep the accounts of the Association and shall make a report of its financial conditions at each annual meeting and shall send all notices and conduct all correspondence relating to the financial matters of the Association. The Treasurer's accounts shall be audited in the manner hereinafter provided.

**Sec. 7.1:** At the end of each fiscal year, the Treasurer shall make a full financial report to the Board of Directors showing the total amount of cash in bank and on hand, accounts receivable and payable and the income and expenses for the year. The Treasurer shall make such interim reports as may be requested from time to time by the Board of Directors.

### **Section 8: Auditor**

The Board of Directors may appoint an auditor or accountant who shall not be a Director, whose duties and responsibilities shall be as adopted by the Board.

### **Section 9: Employees**

The Board may appoint employees or contractors of the corporation who shall not be voting members of the Board. Each employee shall have a written job description. Performance of each employee shall be reviewed annually in relation to his/her job description. Employees may be

appointed to perform the duties of Executive Director, Treasurer's Assistant, Assistant Webmaster, Graphic Designer, Calendar Editor, and such others as may be required. The Board may appoint an Executive Committee, among whose responsibilities include setting rates of pay and annual review of all employees.

## **ARTICLE V - ELECTION OF DIRECTORS**

### **Section 1: Time and Manner of Elections**

All Directors of the Association shall be elected by mail, phone or email ballot in the first month of each odd numbered year. The membership will be given at least 21 days in which to return their ballots. Ballots shall be returned to the Executive Director, who will record the results and who will certify the election results to the Board of Directors.

### **Section 2: Selection of the Nominating Committee**

The Nominating Committee shall be appointed by a majority vote of the Board of Directors.

### **Section 3: Duties of the Nominating Committee**

The Nominating Committee shall hold such meetings as it deems necessary to insure the discharge of the Committee's obligations.

### **Section 4: Nominations by Committee**

The Nominating Committee shall present a slate of members recommended by it for election to the Board of Directors of the Association. The Nominating Committee shall present its recommendations in writing to the Executive Director prior to the fifteenth day of December prior to an election year and the Executive Director shall prepare the slate for presentation to members and post the list on the web.

### **Section 5: Other Nominations**

In addition to the slate presented by the Nominating Committee, any Full Member in good standing may submit any name of a Full Member in good standing, including his/her own, to the Association to be presented along with the Nominating Committee slate, for election. The signatures of two additional Full Members in good standing supporting such nomination(s) must be provided before the additional nomination(s) may appear on the ballot. Any such additional slate must be provided to the Executive Director on or before the 31st day of December prior to an election year.

## **ARTICLE VI - MEETINGS OF THE ASSOCIATION**

### **Section 1: Time of the Annual Meeting**

The annual meeting of the Members of the Association shall be held in August each year in Santa Fe, NM. The date and place may be designated by the Board of Directors.

### **Section 2: Notice of Annual Meeting**

Notice of the annual meeting of the Members of the Association shall be published by mail or email and on the ATADA website no less than twenty-one days prior to the date of the election.

### **Section 3: Special Meetings**

Special meetings of the Members may be called by the Board of Directors, by the President, or upon the written request of one-fifth of the Full Members. The Executive Director shall publish

by mail, email or the ATADA website notice thereof thirty days beforehand to each member which shall state the purpose(s) for which the meeting is called.

#### **Section 4: Quorum**

One fifth of the Full Members, or fifty such members, whichever is less, shall constitute a quorum for the transaction of business at any meeting of the Association and a majority vote shall be necessary for the adoption of all matters voted upon except as otherwise herein provided.

### **ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS**

#### **Section 1: Annual Meeting**

The annual meeting of the Board of Directors shall be held at a time and place determined by it.

#### **Section 2: Regular Meetings**

Regular meetings of the Board of Directors shall be held at a time and place determined by it.

#### **Section 3: Special Meetings**

Special meetings of the Board of Directors may be called at any time by the President or by written request of three members of the Board. Special meetings shall be held at such place at such time as may be designated in the notice of the special meeting. Special meetings may be held by telephone or email with votes, if needed, sent by email or by telephone which will be recorded in minutes prepared by the meeting Chair or President.

#### **Section 4: Notice of Meetings**

Written or electronic notice of the time, place, and purpose of any meeting of the Board of Directors shall be sent to each member of the Board at least fourteen (14) days prior to the meeting.

### **ARTICLE VIII - AMENDMENTS**

#### **Section 1:**

Amendment to these bylaws may be adopted at any regular or special meeting of the Board of Directors, by a majority vote of all Directors actually voting provided that the notice for such meeting shall set forth a summary of any proposed amendments to be considered and acted upon. The President may also submit proposed amendments to the Directors for vote by mail or email.

### **ARTICLE IX - LIABILITY**

#### **Section 1:**

No director, officer, employee or Member of the Association shall have any personal liability whatsoever for any obligation of the Association.

**Section 2:** The Association shall indemnify and hold harmless any director or officer or former director or officer of the Association against any expenses, costs or attorney's fees actually and reasonably incurred by him or her in connection with the defense of any action, suit or other legal proceeding in which he or she is made a party by reason of being or having been a director or officer of the Association. The indemnification provided herein shall include any amounts

paid to satisfy any judgment or to compromise or settle any claim. No such indemnification shall be available, however, if the claim arises out of any act or omission constituting negligence or misconduct by such director or officer in the performance of his or her duties as director or officer.

### **Section 3:**

The Association shall have no liability for any representation by any Member of the Association with respect to any object sold, appraised, or reviewed by such Member, and no Member shall have any authority to make any representation to any person that any statement or representation by such Member is attributable to the Association or to its directors or officers, or that the Association or its directors or officers vouches for, guarantees or stands behind any such representation in any manner.

## **ARTICLE X - TRADE PRACTICES, ETHICS, AND GUARANTEES**

All members of ATADA who are Authentic Tribal Art Dealers, shall comply with these Trade Practices, Ethics and Guarantees.

1. The Members of ATADA shall make their purchases and sales in good faith.
2. All merchandise displayed for sale by an ATADA Member in a show or a store open to the public shall either bear a tag clearly stating the price of the item or shall be listed on a printed price list available on request.
3. Members of ATADA shall endeavor to provide buyers with a complete invoice for every object purchased. This invoice should include:
  - Identification of the object including important identifying features, cultural attribution and estimated date,
  - A brief statement of condition,
  - A brief history of the object, and
  - Any known defects including restoration should be clearly noted.
4. The Members of ATADA undertake not to purchase or sell objects until they have established to the best of their ability that such objects were not stolen from excavations, architectural monuments, public institutions, tribal communities, or private property.
5. The Members of ATADA undertake not to acquire, display, or sell items known to be of important current sacred, communal use to Native American tribal communities. The ATADA Board shall establish guidelines with respect to specific items deemed of important current sacred, communal status and make those guidelines available to all ATADA members.<sup>1</sup> ATADA does not regard items made for commercial or individual use by Native American artisans as sacred or ceremonial, regardless of age.
6. ATADA condemns the illegal removal of artifacts from tribal or federal lands.
7. The Members of ATADA shall use their best efforts to guarantee the authenticity of all objects that they offer, as represented, to the best of their professional knowledge and belief. On request, they shall provide written copies for buyers of the ATADA Guarantee or a substantially similarly worded written guarantee.
8. The ATADA Board shall be available to mediate disputes between ATADA Members as well as between ATADA members and the public for a reasonable fee.



9. ATADA encourages victims of theft to notify law enforcement authorities, and to register the items on the ATADA Stolen Art webpage. The Members of ATADA also undertake to cooperate with international and national agencies involved with the recovery of stolen goods.

<sup>1</sup> ATADA Guidelines Regarding the Trade in Sacred Communal Items of Cultural Patrimony.

*ATADA recognizes that certain sacred, communal objects have been collected legally in the past, and that it remains legal to sell them under current law.*

*Nonetheless, the ATADA Board has undertaken to set standards beyond those required by law to limit sale of certain items by ATADA members, out of respect for traditional Native values as set forth by current tribal religious leaders. ATADA members shall not trade in items recognized as having important current sacred, communal use among Native American tribes.*

*ATADA cannot make determinations regarding the sacred or communal status of specific items of the various tribes. No fixed standard for identification has been established for 'sacred' or 'inalienable' objects through NAGPRA. NAGPRA covers a wide variety of materials from items of common use and items in trade, to items deemed sacred or inalienable cultural patrimony. However, NAGPRA participant institutions have interpreted NAGPRA criteria very differently.*

*ATADA also recognizes that similar objects may hold different status in different tribal entities. When returns are facilitated through ATADA, the tribes will be contacted for their input and advice.*

*In order to provide examples, in the past, ATADA has facilitated the return of Zuni war gods, Acoma and Laguna flat and cylinder dolls, Hopi 'friends', and Navajo masks. Items generally regarded as sacred include altars and altar elements, and items from shrines belonging to the community.*

*ATADA does not regard items made for commercial or individual use by Native American artisans as sacred, or communal, regardless of age.*

## **ARTICLE XI - DUE DILIGENCE GUIDELINES**

In order to prevent the illicit trade in stolen artifacts and antiquities, the Authentic Tribal Art Dealer Members of ATADA shall endeavor to take the following steps:

1. Require a vendor to provide their name and address and to sign and date a form identifying the item for sale and confirming that it is the unencumbered property of the vendor which they are authorized to sell.
2. Verify the identity and address of new vendors.
3. Pay particular attention in the case of any item offered for sale where the asking price does not equate to its market value.
4. If offered an item suspected to be stolen:
  - Attempt to retain the item with enquiries are made,
  - Contact the appropriate authorities,
  - Check with the relevant stolen property registers.

5. Check suspicious items against the ATADA Stolen Art webpage and against other accessible stolen art databases. A list of publicly available stolen art databases shall be included and linked to the ATADA Stolen Art webpage.
6. Treat requests for cash payment as suspicious. Avoid paying in cash unless there is a legitimate reason to the contrary. In the absence of such a reason pay by check or other method that provides an audit trail.
7. Be aware of money laundering regulations.
8. Acquire only well-provenanced objects from regions or countries in a state of war or civil upheaval in order to ensure that looted objects are not acquired, and adhere to national laws and international regulations with regard to the above.
9. Ensure that employees are aware of their responsibilities in respect of the above code.

End of ATADA Bylaws as 7th Amended, 20 February 2022