

**THE ASSOCIATION ON AMERICAN INDIAN AFFAIRS, INC.**

**BY-LAWS**

**As amended August 2, 2016**

**ARTICLE 1**

**NAME**

**The name of the Association is:**

**THE ASSOCIATION ON AMERICAN INDIAN AFFAIRS, INC.**

**ARTICLE II**

**OBJECT**

The object of the Association is: to promote the welfare of the American Indians, Aleuts and Eskimos of the United States by creating an enlightened public opinion, by assisting and protecting them against encroachment of their constitutional rights, tribal sovereignty, natural resources and human rights, by aiding in the improvement of health and educational conditions and in economic and community development, by supporting their right to sustain and perpetuate their cultures and in furtherance of this object it may gather and disseminate facts bearing on the welfare of the American Indians, Aleuts and Eskimos; assist in formulating and making effective a constructive national policy; develop and maintain communication and cooperation with and Tribes and Indian organizations; provide assistance to tribes and Indian organization; and establish and award scholarships to American Indians, Aleuts & Eskimos.

**ARTICLE III**

**MEMBERSHIP**

**Section 1.** The membership of the Association shall consist of those persons who have paid current annual dues or been elected Honorary members by the dues-paying members or the Board of Directors.

**Section 2.** The membership shall control the Association through the election of the Board of Directors.

**Section 3.** Membership dues shall be set by the Board of Directors.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**Section 1.** The business and affairs of the Association shall be managed and controlled by the Board of Directors which shall consist of no more than twenty-four (24) individuals, classified into four (4) classes so that the term of office of one class shall expire each year.

**Section 2.** Each director shall serve for the term of four (4) years and until his/her successor shall have been duly chosen.

**Section 3.** In case there shall arise any vacancy among the directors through death, resignation or disqualification of any director or for any other cause, the disqualification of any director or for any other cause, the remaining directors, by affirmative vote of the majority of those present at a regular meeting or at any special meeting called for that purpose, shall elect his/her successor to hold office for the unexpired term and until the election of a successor.

In case the entire Board of Directors shall die or resign, any member may call a special meeting in the same manner that the President may call such meeting, and directors for the unexpired terms may be elected at such special meeting in the manner provided for their election at an annual meeting.

**Section 4.** No member of the Board of Directors shall receive any salary as such; nor shall any director receive compensation for any service rendered to the Association except where the Board of Directors or its Executive Committee requests a director to perform special services requiring him/her to spend an extended period of time on Association business, and approves the arrangement to compensate such director.

**Section 5.** Powers of the Board of Directors:

The Board of Directors shall have power, in addition to any powers that may be conferred or derived from the right to conduct the business and affairs of the Association:

- (a) To appoint such standing committees and such special committees as it may deem appropriate, and to prescribe the duties, powers and procedures of each committee thus appointed, provided that it shall not delegate to any such committee or to any other person the power to remove an officer;
- (b) To appoint and employ an Executive Director who shall be responsible to the Board for administering the program of the Association in accordance with the policies established by the Board. The Executive Director shall employ and supervise such staff members as may be necessary, within the budgetary structure established by the Board.
- (c) To issue charters or licenses to local associations or branches empowering them during the life of said charter or licenses to use the name of the Association and to collect funds for the uses of the Association within their localities, subject to such restrictions, covenants and conditions of general or particular application as the Board may prescribe, and subject to the power withdraw at any time and charter or license once issued.
- (d) To delegate the powers and duties of any officer to any other officer, agent, or director of the Association for any reason that may seem sufficient to the majority of the Board or to the entire number of those present at any meeting of the Board.

- (e) To remove any officer with the concurrence of not less than two-thirds (2/3) of the Board at which a specification of the proposed action shall have been included in the notice of the meeting. At such meeting the members of the Board shall be permitted to vote upon the question of such removal by proxy or to register their concurrence through a written instrument.
- (f) To appoint Honorary Officers, Honorary Directors and Honorary members of the Executive Committee. An individual who is an Honorary Director or an Honorary Member of the Executive Committee may attend meetings of the Board or the Committee, as the case may be, with advisory non-voting status and shall not be included for purposes of determining the existence of a quorum.
- (g) To act by unanimous written consent.

**Section 6.** Removal of a Director.

- (a) A Director may be removed from the Board for good cause by a vote of two-thirds (2/3) of the members of the Board in good standing at the time of the vote. Good cause shall be defined as any action by a Director which substantially interferes with the ability of the Association to function as an on-going entity or any action involving fraudulent, illegal or unethical behavior. Failure to attend three (3) consecutive Board meetings shall also constitute good cause.
- (b) A notice that the Board will be considering removal of a Director at a regular or special meeting of the Board shall be mailed to each director at his/her last known address at least 30 days before the date designated for the meeting. Such notice maybe incorporated into any other meeting notice that may be required by these by-laws.
- (c) Where a Director has been removed, Article IV, Section 3 of these by-laws shall apply.

**ARTICLE V  
OFFICERS**

**Section 1.** The officers of the Association shall be a President, at least one but no more than three Vice Presidents, a Secretary and a Treasurer.

**Section 2.** The President shall hold no other office. Any other officer may hold up to two offices simultaneously.

**Section 3.** No officer shall receive any salary as such; nor shall any officer receive compensation for any service rendered to the Association except where the Board of Directors or its Executive Committee requests an officer to perform special services requiring him/her to spend an extended period of time on Association business, and approves the arrangement to compensate such officer.

**Section 4.** Duties of Officers:

- (a) The President shall preside at all meetings of the Board of Directors and of the members. He/she shall have general oversight of the business of the Association. He/she shall sign and execute all chapter licenses issued in the name of the Association. He/she shall perform the duties incident to this office and such other duties as the Board may from time to time assign to him/her.
- (b) During the absence or incapacity of the President, the Vice Presidents, in order of seniority as determined by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers vested in, and be subject to all the restrictions imposed upon, the President.
- (c) The Secretary shall be ex officio clerk of the Board of Directors. He/she shall attend all sessions of the Board and record all votes and minutes of all proceedings and cause these to be maintained as a permanent record. He/she shall attend to the giving and service of proper notice off all meetings of the members and of the Board of Directors. He/she shall be the custodian of the seal of the Association. He/she shall affix the latter, when required, to all obligations of the Association, and shall perform such other duties as may be required by the Board of Directors and the President.
- (d) The Treasurer shall supervise the care and custody of all the funds, securities and other effects of the Association, and see to the deposit of the same in its name in such bank or depository as the Board of Directors may designate. He/she shall see to the keeping of full and accurate accounts of receipts and disbursements in a book or books belonging to the Association and shall generally perform the duties pertaining to the office of Treasurer, subject to the direction of the Board of Directors. He/she shall render to the President and Directors, whenever they may require him/her to do so, his/her account of all transactions as Treasurer and of the financial condition of the Association.

In the event that the Board of Directors shall require a bond for the faithful performance of his/her duties, he/she shall give such bond.

The Treasurer shall serve as the Chair of the Budget Committee.

## **ARTICLE VI COMMITTEES**

### **Section 1. Executive Committee.**

- (a) There shall be an Executive Committee composed of the Officers of the Board and the Chairs of the Nominating and Fundraising Committees. At their discretion, the Board may appoint up to three additional members to the Executive Committee from the Board at large, provided that the total number of Board members serving on the Executive Committee shall not exceed seven. The Executive Committee shall exercise all of the powers of the Board in the management and direction of the Association between the meetings of the Board of Directors, except that it shall not have the power to amend the by-laws as granted to the Board of Directors by Article XIII.

- (b) Attendance of the majority (more than 50%) of the Executive Committee shall constitute a quorum.
- (c) Decisions of the Executive Committee shall require the affirmative vote of not less than a majority of those present.

**Section 2. Nominating Committee.**

There shall be a Nominating Committee, consisting of at least three members of the Board of Directors, chosen in accordance with Article VII, Section 3 of these by-laws. The Nominating Committee shall have the following duties:

- (1) At the Spring meeting of the Board of Directors, to present recommendations for candidates for election to the Board of Directors, having circulated information about the candidates at least ten days prior to that meeting; and
- (2) At the Annual Meeting of the Membership, to nominate candidates for election to the Board of Directors; and
- (3) At the Fall meeting of the Board of Directors, on a bi-annual basis, to nominate candidates to serve two-year terms as officers of the Association and the Executive Committee and on an annual basis, to nominate candidates to serve one year terms on the new Nominating Committee; and
- (4) To nominate for election by the Board of Directors or the Executive Committee, as appropriate, candidates to fill any vacancies among the directors, officers, Executive Committee or Nominating Committee occurring between Fall meetings of the Board of Directors.

The names and addresses of the Nominating Committee members shall be published in the issue of the Association's newsletter next following their election to permit the membership at large to submit to the committee nominations for directors.

**Section 3. Other Committee.**

The Board or Executive Committee may, from time to time, establish other Association committees with particular functions. These committees will have only advisory powers unless otherwise stated by a resolution of the Board.

**Section 4. Council of Advisors**

- (a) There shall be a Council of Advisors (COA). The role of the Council of Advisors will be to assist in fundraising, developing investment strategies, networking, planning of events and projects, and such other duties as may be requested by the Board of Directors.

- (b) There will be no set number of members, nor set terms. The members may be appointed by the Board, Executive Director, the Council of Advisors, or the Chair of the Council of Advisors, subject to review by the Executive Director (in the case of COA or COA chair nominations) and ratification by the Board at its next scheduled meeting. A member may withdraw from the COA at any time and may be removed from the COA by the Board or the Executive Director, subject to ratification by the Board at its next scheduled meeting.
- (c) A Chair will be designated by the AAIA Board of Directors, upon the recommendation of the Executive Director, who will be the primary contact with the AAIA Board. The Chair shall serve at the pleasure of the Board and will be invited to participate in all Board meetings as a non-voting participant.
- (d) An AAIA Board member will be designated as an *ex officio* member of the COA.
- (e) Meetings of the COA will be held as determined by the COA Chair, in consultation with the Executive Director

## **ARTICLE VII ELECTIONS**

**Section 1.** (a) Except as provided in subsection (b), members of the Board of Directors shall be elected by plurality at the annual meeting of the members or at any adjournment thereof for four year terms, each member being entitled to one vote in person or by proxy for each office to be filled. The Nominating Committee shall submit recommended nominations for directors to the Board of Directors at the Spring Board Meeting. The Board shall, in turn recommend Board of Directors nominations to the members at the annual meeting. Any vacancies occurring between annual meetings may be filled by the Board of Directors on an interim basis until the formal election, by the members at the next annual meeting, of director(s) to serve for the remainder of the unexpired term(s) of the departed director(s).

(b) A Board member may be appointed for a term of less than four years if necessary to ensure that no more than one-third of the Board members' terms expire in any given year. Absent exigent circumstances, the goal shall be for approximately one-fourth of the members of the Board of Directors to be elected each year.

(c) At all meetings of the Association thirty (30) of its members in person or by proxy shall constitute a quorum.

**Section 2.** Officers shall be chosen from the members of the Board. They shall be nominated by the Nominating Committee and presented as a list of candidates to the Board, in writing, at least 10 days prior to the Board's Fall meeting. Officers shall serve two year terms and shall be removable only pursuant to the procedures specified in Article IV, Section 5(e) of these by-laws. The Board shall elect the officers every other year at the Fall meeting. The two year terms shall begin commencing with the election of officers at the Fall 2005 meeting.

**Section 3.** Nominating Committee members shall be elected by the Board of Directors at its Fall meeting for a one year term beginning at the close of that meeting.

**Section 4.** Executive Committee members shall be elected by the Board of Directors at its Fall meeting for a one year term beginning at the close of that meeting.

**Section 5.** Other Committees from time to time created by the Board shall choose their members from among the members of the Board, unless the Board elects to include non-Board members for particular reasons. Nominations to each standing committee shall be made by the Nominating Committee, and elections will take place at the Fall meeting of the Board. Unless members have special skills to contribute to a committee, efforts will be made to rotate members among the various committees.

## **ARTICLE VIII MEETINGS**

**Section 1.** There shall be an annual meeting of the Association membership, on a date in the Fall to be determined by the Board of Directors. Notice of the time and place of such meeting shall be mailed to every member who shall have paid his/her dues for the previous year.

### **Section 2.** Board of Directors

#### (a) Fall Meeting

The Board of Directors shall meet once each year at a place to be determined by the Board for its semi-annual business meeting just after the Annual Meeting of the Members. The Board shall continue the meeting just after the annual membership meeting at which time officers shall be elected.

#### (b) Spring Meeting

The Board of Directors shall meet once each year in the Spring preferably in Indian Country. The time and place of such meeting shall be chosen by the Board at its Fall meeting.

A notice of the time and place of such meetings shall be mailed to each director at his/her last known address at least 30 days before the date therein designated.

(c) Other meetings of the Board of Directors may be called by the President at any time, and must be called by the President upon the written request of five (5) directors. A notice of the time and place of such meeting shall be mailed to each director at his/her last known post office address at least ten (10) working days before the date of the meeting.

In the event that the President shall fail to call a meeting upon such written request within five (5) days of the mailing thereof, a meeting may be held upon a written notice signed by a majority of the directors who shall have requested such a meeting, given in the same form and manner as required for a notice signed by the President.

(d)(1) At any meeting of the Board of Directors, attendance of a majority of the Board members (more than 50%) shall constitute a quorum, and all of the powers of the

Board may be exercised by a majority vote of the members present. Except as provided in sections 2(d)(2) and 2(e) of this Article, participation shall be in person and not by proxy. If less than a quorum shall attend any such meeting, the majority of those present may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until a quorum shall attend.

- (2) Any Board member with a physical disability may participate in a Board meeting by telephone or similar communications device. For the purposes of this provision, a physical disability is a physical impairment that substantially limits one or more of the Board member's major life activities in a manner that significantly impairs the ability of the Board member to travel to and attend a Board meeting in person.
- (e) At the discretion of the President, a meeting of the Board may be held by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, provided that five (5) working days written or telephonic notice of said meeting by conference call is provided to all Board members. The requirements in Article VIII (d) pertaining to quorums and Board decisions shall apply to all meetings held by telephonic conference.

### **Section 3.**

- (a) The Executive Committee may act by unanimous written consent, and if it does so, copies of the consent shall be sent to all members of the Board within twenty-one (21) working days.
- (b) Notice of the time and place of each meeting of the Executive Committee shall be sent to each member at this/her last known post office address no later than ten (10) working days before the meeting.
- (c) A meeting of the Executive Committee may be held by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, provided that (5) working days written or telephonic notice of said meeting by conference call is provided to all Executive Committee members. The requirements in Article VI, Section 1(b) and (c) pertaining to quorums and Executive Committee decisions shall apply to all meetings held by telephonic conference. If the Executive Committee approves a resolution in a telephonic meeting, notice of the action shall be sent to all members of the Board within twenty one (21) working days.

**Section 4.** Other committees will meet at times set by their chairperson and the Executive Director.

## **ARTICLE IX PUBLICATIONS**

The Association will publish a newsletter three times a year, which shall be sent free of charge to all members. It will also publish an Annual Report within six (6) months of the close of its fiscal year. The Annual Report will be made available to the membership and public. It will include a summary of the annual audit and a summary Program and Budget for the current year.

#### **ARTICLE X MONIES**

All funds received by the Association shall be deposited to the credit of the Association in depositories approved by the Treasurer. Monies received shall be used for defraying the expenses of the Association or for furthering its objects under the direction of the Board of Directors.

#### **ARTICLE XI SEAL**

The Board of Directors shall provide a suitable seal containing the name of the Association and the date and state of its incorporation.

#### **ARTICLE XII NOTICE**

Any officer or director may waive any notice required to be given under these by-laws.

#### **ARTICLE XIII AMENDMENTS**

These by-laws may be amended at any meeting of the Association provided notices of such amendment has been mailed to all members of the Association at least ten (10) days before the date of the meeting, or at any meeting of the Board of Directors, by a vote of two-thirds (2/3) of those present, provided notice of such amendment has been mailed to all of the members of the Board of Directors not less than ten (10) days before the meeting.