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ARTICLE I

Approved by Board of Directors

1/4/1980

Approved by N.A.I.A. Membership

12/6/1981

BOARD of DIRECTORS

1.1

Members of the Board of Directors

The property and affairs of this corporation shall be managed and controlled by its Board of Directors. The Board of Directors shall be eligible to be re-elected to successive terms of office without limitation.

1.2

Election and Term of Office

At each annual meeting of members, the five (5) Directors who are to fill the elective offices of the Board for the ensuing two (2) year period shall be elected by the persons registered to vote at such meeting. Each director shall hold office for a two (2) year period until the election and qualification of his successor, or until his death, or until he shall resign, or be removed as hereinafter provided. In the first such year the second five (5) directors shall be elected to serve for a one (1) year term to provide the necessary complement of Directors for a full Board. With all Trustees to be elected from the community at large.

1.3

Filling of Vacancies

Upon the occurrence of any vacancy in the Board of Directors, the remaining members of the Board shall elect a person to fill such vacancy, and each person so elected shall hold office until the election and qualification of his successor or until his death or until he shall resign or be removed as hereinafter provide.

1.4

Compensation of Board of Directors

The Board of Directors shall receive no compensation for services rendered to the Corporation in their official capacity, but may be reimbursed for the amount of necessary expenses reasonably incurred in carrying out their duties in the corporation.

1.5

Executive Committee

The Board of Directors may, by resolution adopted by a majority of the whole Board, appoint and Executive Committee, to consist of two or more members of the Board of Directors, at least one (1) of whom shall be the President or Vice President, which committee, to the extent provided in such resolution, shall have and may exercise all the powers of the Board of Directors and the management of the property and the affairs of the Board of Directors and the exercise of its corporate powers of all kinds. Such committee shall transact business in accordance with the same rules as govern the Board, and shall keep a record of its acts and proceedings and report the same promptly to the Board for its reviews. Any member of such committee, as well as the committee as a whole, may be discharged by a vote of a majority of the whole Board.

1.6

General Committee

The Board of Directors may, by resolution adopted by a majority of the whole Board, appoint a committee, other than the Executive Committee, to consist of one or more members of the Board of Directors and such other persons as the Board shall select, which committee, to the extent provided in such resolution, shall perform such acts as the Board of Directors shall designate, but shall possess none of the powers vested in the Board of Directors. Such committee shall keep a record of its acts and proceedings and report the same promptly to the Board for its review but no rights of third parties shall be affected by such review. Any member by vote of a majority of the whole Board.

ARTICLE III

Board Meeting

2.1

Annual and Regular Meetings of the Board

The annual meeting of the Board of Directors shall be held on the first Sunday in October of each year at the Corporations Office. Other regular meetings of the Board of Directors may be held at such time and places as the President may designate, or a majority of the Directors shall agree upon in regular meeting of the Board of Directors.

2.2

Delayed Annual Meeting

If, for any reason, the annual meeting of the Board of Directors shall not be held on the day hereinbefore designated, or if, for any reason, any of the regular business of an annual meeting shall not take place at the annual meeting or at adjourned annual meeting, the proceedings of an annual meeting may be held at a special meeting of such special meeting shall be given in the same manner and in the same length of time before such special meeting as is hereinafter provided for notice of an annual meeting of the Board of Directors.

2.3

Special Meeting of the Board

Special meetings of the Board of Directors shall be held whenever called by the President, or Chairperson of the Board, or by two or more members of the Board. Business transacted at a special meeting need not be confined to the purpose set forth in the notice of such meeting unless notice specifically states that it will be thus confined.

2.4

Place of Meeting

Any and all meetings of the Board of Directors of this Corporation may be held within or without the State of Michigan, provided that no annual meeting shall be held at a place other than the registered office of the Corporation except pursuant to a resolution duly adopted by the Board of Directors.

2.5

Notice of Meetings

Notice of the meetings of the Board shall be given in writing at least ten (10) calendar days, in the case of an annual meeting, or three (3) calendar days, if mailed, or one calendar day, if personally delivered or telegraphed, in the case of a special meeting, before the day fixed for the holding of such meeting, containing written on printed notice of the time and place and, in the case of a special meeting, the purposes of such meeting, shall be given to each member of the Board of Directors entitled to vote at such meeting.

2.6

Quorum and Manner of Acting

Any Six (6) members of the Board of Directors of the Corporation present in person, shall constitute a quorum at any meeting of the Board of Directors, and, except as may be otherwise specifically provided by Statute, the Articles of Incorporation or by these By-Laws, the acts of a majority of those members of the whole Board of Directors present at any meeting which a quorum is present shall be the acts of the Board of Directors. Any duly called meeting of the Board of Directors may be adjourned by the chairman, whether from time to time, but not for a period of more than thirty (30) days at any one time, without notice other than announcement at the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

2.7

Voting

When a quorum exists at any meeting of the Board of Directors, vote of the majority of the members of the Board of Directors present in person at such meeting shall decide any question properly brought before such meeting, unless, however, the question is one upon which, by express provision of statute or of the Corporation's governing trust instrument of Articles of Incorporation or of these By-Laws, a greater number of affirmative votes is required, in which case such express provision shall govern the decision on such question. Upon the demand of any member of the Board of Directors, the voting upon any question properly brought before a meeting shall be by written ballot.

2.8

Conduct of Meeting

The Chairperson shall preside at all meetings of the Board of Directors. The Chairman of the Boards in his absence or vacancy in office, the acting President of the Corporation shall Chair the meeting. The secretary of the Corporation shall act as secretary of each meeting of the Board of Directors, but in his absence, any person appointed by the chairman of the meeting shall act as secretary of the meeting and keep a true record of the proceedings thereof, for entry in the minute book of the Corporation. Should any question arise regarding the procedure at any meeting, it shall Be resolved by reference to "Robert's Rules of Order Revised." The order of business at the annual meeting of the Board of Directors, and, as practicable at all other meetings of the Board of Directors shall be as follows:

1. Calling of roll and determination of Quorum.
2. Proof of Notice of meeting.
3. Reading of minutes of preceding meeting and action there.
4. Reports of Officers and committees.
5. Unfinished Business.
6. New Business.
7. Determination of membership of the Board of Directors.
8. Adjournment.

2.8 Continued:

Provided that, in the absence of any objection, the presiding officer may vary the order of business at his discretion.

2.9

Board Action Without Meeting

If a consent in writing is signed, severally and/or collectively, by all of the members of the Board of Directors of the Corporation with the respect to any action taken, or required to be taken or which may be taken at any meeting of the Board of Directors, or by the Corporation such action shall be valid corporate action without a meeting, such consent, setting forth the action so taken, shall have the same effect as would a unanimous vote of the members of the Board of Directors at a duly constituted meeting.

ARTICLE III

Notice and Waiver of Notice

3.1

Formalities of Giving Notice

All notices required to be given by any provision of these By-Laws shall be in writing and, in the case of the notices of any meeting. Every notice shall be deemed duly given when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the person entitled there to at his, her or its last post office address of record as it appears upon the books of the Corporation or when the same has been sent by prepaid telegram or other comparable mode of communication addressed as aforesaid to such person or when personally delivered to such person.

3.2

Waiver of Notice

Notice of any meeting herein required may be waived, either before or after such meeting, by any written instrument or waiver signed by the person entitled to such notice, or by telegram, radiogram, cablegram, or other writing of waiver sent by such person, and will be deemed waived by attendance in person at such meeting. Any meeting with respect to which *all* parties entitled to notice shall have been notified as provided in Section 3.1 above and/or shall have, in one way or another, thus waived notice shall be a legal meeting in all respects for the transaction of business, notwithstanding that notice had not in fact been given hereinbefore provided.

ARTICLE IV

Officers and Agents: Powers and Duties

4.1

Officers

The officers of the Corporation must be elected in a free and open election; and shall be a president, a Secretary, and Treasurer and in the discretion of the Board of Directors, one or more Vice Presidents. The Board of Directors will elect a Chairperson and may also appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers and Agents as from time to time may appear to be necessary or advisable in the conduct of the affairs of the Corporation. No Officer or agent except the President and Executive Vice President, if any, need be a member of the Board of Directors, and any person so elected shall be a member of the Board of Directors for concurrent term in office, but a Vice President who is not a member of the Board of Directors shall not fill the office of President. Any two of said officers may be held by a single person, provided that the Office of President and the office of Secretary shall be held by separate persons. Any Trustee may upon nomination duly made and seconded, be elected as an Officer of the Corporation at the annual meeting. Trustee vacancies created thereby can be filled by election at the annual meeting immediately or later by appointment with the consent of the majority of the Board of Directors.

4.2

Term of Office

So far as practicable, all elected officers shall be elected by the members at the annual meeting of the members of the Corporation in each year and, subject to the provisions of Section 4.3 below, shall hold office until the annual meeting in the next subsequent year and until their respective successors are chosen. All other officers shall hold office at the pleasure of the Board.

4.3

Removal of Elected Officers

Any selected officer may be removed at any time, either with or without cause, by vote of a majority of the whole Board of Directors, at any meeting.

4.4

Vacancies

If any vacancy occurs in any office, the Board of Directors may elect or appoint a successor to fill such vacancy for the remainder of the term.

4.5

Chairman

The Chairman must be a member of the Board of Directors and shall be elected by the Board of Directors from among the Trustees of the Corporation. He shall preside at all meetings of the Board of Directors in matters coming before the Board concerning the operations of the Detroit Indian Center. He shall have the broad powers and duties of supervision and management usually vested in the office of Chairman of a Corporation.

4.6

President

The president who must be a member of the Board of Directors shall be the Chief Officer of the membership and under the supervision control of the Board of Directors, shall actively direct and manage the properties, affairs and policies of the membership. He shall preside at all meetings of the membership, shall see that all resolutions of the membership are carried into effect, and shall have the broad powers and duties of supervision and management usually vested in the office of President of a Corporation.

4.7

Vice Presidents

Each Vice President shall perform such duties as shall be assigned to him, from time to time, by the Board of Directors or the President. The Executive Vice President, or in the absence of one, those Vice Presidents who are members of the Board of Directors, in the order of election, shall act in the place of the President, exercising all his powers and performing his duties, during his absence or disability.

4.8

Secretary

The Secretary, so far as possible, shall attend all meetings of the members, the Board of Directors and the Executive Committee, and shall preserve in the minute books of the Corporation a true record of the proceedings of all such meetings, the same to be verified in each instance by the attesting signature of the Chairman of such meeting. The Secretary shall have charge of the Corporate Seal and shall have authority to attest to all instruments to which the same may be affixed. He shall attend to giving all notices required by Statute, By-Laws, or resolution, shall prepare, execute and file all Corporate reports as required by law or by the Board, shall keep and account for all books, documents, papers, and records of the Corporation, except those which are hereinafter directed to be in Charge of the Treasurer, and shall possess all such other powers and perform all such other duties as are usually incident to the office of the Secretary of a Corporation. In the absence of the Secretary a duly appointed Assistant Secretary pro tempore shall perform his duties.

4.9

Treasurer

The Treasurer shall have custody of all corporate funds and securities and shall keep or cause to be kept, in books belonging to the Corporation, full and accurate accounts of all receipts, disbursement and other financial transactions of the Corporation. He shall render to the President and the members of the Board of Directors at the regular meetings of the Board and whenever requested by them, an account of all his transactions as Treasurer and of the financial condition of the Corporation, and he shall possess such other powers and perform such other duties as are incident to the office of the Treasurer of a Corporation. In the absence of the Treasurer and Assistant Treasurer may be appointed by the Board of Directors to perform such duties. The Treasurer must be bonded.

4.10

Additional Powers and Duties

In addition to the powers and duties set forth above, each Officer and agent of the Corporation shall have such further powers and shall perform such other duties as the Board of Directors or any competent superior officer may from time to time, by resolution duly adopted specifically delegate to him.

4.11

Prohibitions

No Officer or Director of the Corporation shall directly or indirectly authorize, consent to, make or allow any loans or advance to or overdraft or withdrawal by an Officer, employee, Founder or member of the Board of Directors for this Corporation. No governmental grant funds may be spent, maintained, or disbursed in any manner inconsistent with the express terms of such contract of grant of funding.

4.12

Compensation

The Officers of the Corporation shall receive no compensation for services rendered to the Corporation in their official capacity, but may be carrying out their duties to the Corporation.

ARTICLE V

Rights and Obligations of Board of Directors

5.1

Annual Report

At least one, in each year, the Board of Directors shall cause true statement of the operations and properties of the Corporation for the preceding fiscal year to be made available to or communicated or distributed to each and every voting member of the Corporation within four (4) months after the end of such preceding fiscal year.

ARTICLE VI

Sundry Provisions

6.1

Registered Office

The registered Office of the Corporation shall be located at such place in the State of Michigan and shall be in the charge of such resident agent as has been most recently designated in the records of the Corporation Division of the Michigan Department of Treasury, either by the articles of Incorporation or by a certified copy of the resolution changing the location and/or the resident agent in charge of such office. The Corporation may also have an office or offices at such other place or places within or without the State of Michigan as the Board of Directors may from time to time determine.

6.2

Corporate Seal

The Corporate Seal shall consist of two concentric circles with the name of the Corporation and the word "MICHIGAN" lettered between and with the words "CORPORATE SEAL" embossed in the center.

6.3

Execution of Corporate Instruments, Etc.

The Board of Directors may designate the officers and agents who shall have authority to execute any instrument in behalf of this Corporation. When the execution of any contract, conveyance or other instrument arises in the ordinary course of the Corporation's activities or has been authorized without specification of the executing Officers, the President or any Vice President and the Secretary, Assistant Secretary, Treasurer or Assistant Treasurer may execute the same in the name and behalf of this Corporation and may affix the Corporate Seal thereto. No person holding more than one office shall execute or acknowledge or verify an instrument in more than one capacity.

6.4

Voting Corporation Owned Stock

Unless otherwise ordered by the Board of Directors, the President shall have the full power and authority in behalf of the Corporation to attend and to act and to vote at any meeting of share holders of any Corporation in which this Corporation may hold shares of stock. The Board of Directors may confer like powers upon any other person or persons.

6.5

Depositories

All monies, securities and other valuable of the Corporation shall be deposited in the name of the Corporation in such banks, trust companies or corporate safe deposit vaults the Board of Directors from time to time shall designate for such purposes, and shall be withdraw able only by checks or orders signed by the personal or facsimile signature of such officers or agents as may designate from time to time by the Board of Directors.

6.6

Indemnification of officers and Members of Board of Directors

Each person who acts as a member of the Board of Directors or as an Officer, employee or representative of the Corporation shall be indemnified by the Corporation incurred by him in connection with any action suit or proceedings in which he may be named as a party defendant by reason of his being or having been such member of the Board of Directors or Officer employee or representative or by reason of any action alleged to have been taken or omitted by him in either such capacity; provided, however, that the Corporation shall not indemnify any such person against any costs or expenses imposed upon or incurred by him relation to matters as to which he shall be finally adjudged to be liable to the Corporation for negligence, misconduct in the performance of duty, or for any sum paid by him to the Corporation in settlement of an action, suit, or proceeding by agreement predicted on the existence of such liability. This right of indemnification shall inure to each member of the Board of Directors and each Officer, employee and representative, whether or not be is such a member of the Board of Directors or Officer, employee or representative at the time such costs or expenses are imposed or incurred and whether or not the claim asserted against him is based on matters which antedate the adoption of these By-Laws; and in the event of his death shall extend to his legal representatives. Each person who shall be deemed to be doing in reliance upon such right of indemnification; and such right shall not be exclusive or any other right which he may have.

ARTICLE VII

Membership

Membership Requirements

7.1

- (a) **Full Membership:** Persons shall be eligible for full membership in the Corporation upon approval by the MEMBERSHIP COMMITTEE and approved by the Board in accordance with the duly adopted regular procedural requirements established by the committee and upon due proof satisfactory to the committee of American Indian Ancestry (At least one-quarter Indian Blood).
- (b) **Associate Membership:** Spouses, and / or Children or members in good standing who do not qualify under American Indian Ancestry as provided above may upon due proof satisfactory to the MEMBERSHIP COMMITTEE and upon its approval, and approved, by the Board, in accordance with the duly adopted regular procedural requirements established by the Committee to be eligible for election to Associate Membership with all the rights and privileges of membership (except eligibility for office in the Corporation so long as the members under which eligibility arises remains a member in good standing).
- (c) **Honorary Membership:** Persons who do not otherwise qualify for membership and who in the opinion of the Board of Directors have made and will progress and advancement of the North American Indian may, upon recommendation of the Board, be eligible for Honorary Membership in the Corporation with all membership privileges except the right to hold office and the right to vote on the Corporation matters.
- (d) **Life Membership:** Honorary Members as provided in (C) above and members as provided in (a) above, who have twenty (20) years or more of membership in good standing in the Corporation and its' predecessor and who in the opinion of the Board of Directors, has made and will continue to make substantial contributions to the welfare, culture, progress and advancement of the North American Indian may, upon election become LIFE MEMBERS with all the privileges of membership in accordance with his or her eligibility as set forth above without obligation for dues and assessments.

7.2

Membership Qualifications

The application of each prospective member (except Honorary Members) shall be submitted in writing endorsed by two members in good standing to the MEMBERSHIP COMMITTEE in accordance with its procedural rules and regulations. The MEMBERSHIP COMMITTEE shall make due investigations thereof and shall, within thirty (30) days thereafter, forward the application to the President with its' recommendation for approval or disapproval, and the membership eligibility class noted thereon.

The President shall read the application (or recommendation for Board of Directors for Honorary or life membership) to the members at the next scheduled meeting duly convened, and notify the members that the application shall be voted upon at the next duly convened membership meeting.

At the next duly convened membership meeting, the application (and/or recommendation of Board of Directors for Honorary or Life Membership) shall be read and presented to the members for vote. Majority vote of any duly convened meeting at which a quorum is present shall be sufficient to elect any candidate to membership.

The annual meeting may upon the affirmative vote for four (4) Directors be rescheduled as to time and place provided due notice is sent to all members and their delegates of record no later than (10) days prior to such meeting.

ARTICLE VIII

Voting Rights

8.1

Any American Indian who is at least $\frac{1}{4}$ degree American Indian blood is eligible to vote in the selection of Board Members of this Corporation.

Election Procedures

8.2

Each registered voter who has been certified by MEMBERSHIP COMMITTEE as Indian shall be entitled to vote which can be cast in person at the annual meeting, with no fee required to participate.

8.3

Registration Procedures

During September the Membership Committee shall be available to the public to accept registration for voters in the October annual meeting and elections. Person registering to vote must prove their Indian heritage to the satisfaction of the Membership Committee.

8.4

Fees or Dues Prohibited

There shall be no fees or membership dues charged for registering or voting Board Members. All elections for Board of Directors shall be free and open elections

8.5

Annual Meeting of Members

The Annual Meeting of the Corporation shall be held on the first Sunday of October of each year. Such meeting is held for the purpose of conducting the election of the Directors and Officers up for the election and for the transaction of such other business as may properly come before the meeting.

8.6

Places of Meeting

Any and all meetings of the members of this Corporation may be held at any place within or without the State of Michigan, provided that no meeting, other than an annual meeting held as provided above, shall be held at a place other than the registered office of the Corporation except pursuant to a resolution duly adopted by the Board of Directors.

8.7

Notice of Member's Meeting

At least ten (10) calendar days, in the case of an annual meeting or five (5) calendar days in the case of a special meeting, before the day fixed for the holding of a meeting of members, written or printed notice of the time, place and purposes of such meeting shall be given, as hereinbefore provided, to each member entitled to vote at such meeting. Business transacted at a special meeting shall be confined to the purposes set forth in the notice of such meeting.

8.8

Delayed Annual Meeting

If, for any reason, the annual meeting of members shall not be held on the day hereinafter designated, or if for any reason the election of Directors shall not take place at the annual meeting or at any adjournment thereof, the election of directors and other proceedings of an annual meeting may be held the same length of time before such special meeting as is hereinabove provided for notice of an annual meeting of members.

8.9

Quorum

Fifteen (15) members of the Corporation entitled to vote shall constitute a quorum at any meeting of the members. At any duly called meeting of the members, whether or not a quorum is present, a majority if the members entitled to vote, present in person, may adjourn the meeting from time to time, but not for a period of more than thirty (30) days at any one time, without notice other than announcement at the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

8.10

Voting

When a quorum exists at any meeting of the members, the vote of a majority of the members entitled to vote at such meeting, present in person, shall decide any questions properly brought before such meeting unless the question is one upon which, by express provision of Statute of the Articles of Incorporation or of these By-Laws, a greater number of affirmative votes is required, in which case such express provision shall govern the decision on such question properly brought before a meeting shall be by written ballot.

8.11

Inspectors of Election

Whenever any person entitled to vote at a meeting of the members shall, in person request the appointment of inspectors, the Chairman of the meeting shall appoint not more than three (3) inspectors who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificates of any vote shall be prima facie evidence thereof.

8.12

Conduct of Meetings

The president of the corporation shall act as Chairman of the preside at all meetings of the members. In the event of his absence and disability, the Chairperson seat shall follow the hierarchy of the Board of Directors. The Secretary of the Corporation shall act as secretary of each meeting of the members but in his absence the Chairperson shall appoint some person to act as Secretary of the meeting and to keep a true record of the proceedings thereof for entry in the minute book of the corporation. Should any question arise regarding the procedure at any meeting, it shall be resolved by reference to "Robert's Rules of Order Revised." The order of business at the annual meeting of the members and as far as practicable at all other meetings of members, shall be as follows:

1. Calling of roll call and determination of quorum.
2. Proof of notice of meeting.
3. Reading of minutes of preceding meeting and action thereon.
4. Reports of Officers and Committees.
5. Unfinished Business.
6. New Business.
7. Election and Directors.
8. Adjournment.

Provided that, in the absence of any objection, the presiding Officer may vary the order of business at his discretion.

ARTICLE IX

9.1

Amendment of By-Laws

The By-Laws of this Corporation may, in any particular instance be repealed and new By-Laws, not inconsistent with any provision of the Articles, or any provision of Law, may be adopted, either by the affirmative vote of a majority of the members of the Corporation entitled to vote, given at an annual or special meeting of the members, the notice of which special meeting shall include the proposed alteration or a summary thereof, or by the affirmative vote of majority of the Directors present at any regular or special meeting of the Board at which there is a quorum provided, however, that:

- (a) The Directors shall neither make nor alter any By-Laws provisions fixing their number, Qualifications or term of officer nor relating to the requirements of a quorum for any Meeting of the members of the Corporation.
- (b) The number of Directors shall not be reduced below three (3).
- (c) The date of the annual meeting of the members of the Corporation shall in no event Be changed within the thirty (30) days immediately preceding the date on which the annual meeting is to be held unless such change is consented to in writing or is approved by a resolution adopted by all of the members entitled to vote at said annual meeting.