

**BY-LAWS  
MICHIGAN INDIAN  
ELDERS ASSOCIATION  
A.K.A. MIEA**



*Adopted with Amendments – July 8, 2010*

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## ARTICLE I

### Name

The name of this organization shall be the Michigan Indian Elders Association (a.k.a. MIEA) hereinafter referred to as the "Association".

## ARTICLE II

### Purpose

- Section 1. To aid and assist in the improvement of the economic, social, healthful and spiritual well-being of the American Indian Elders of Michigan, which is organized exclusively for charitable, religious, educational and scientific 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 corresponding section of any future federal tax code.
- Section 2. To provide a forum in which American Indian Elders may speak, learn, grow and exercise control over their environment, except that no substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- Section 3. To provide a forum to facilitate the interaction of American Indian Elders with the youth of member organizations.

## ARTICLE III

### Objectives

- Section 1. To have representation on the major state aging organizations.
- Section 2. To affiliate with the National Indian Council on Aging.
- Section 3. To function as a communication network for the promotion of health, social interaction, emotional and spiritual well-being, and provide prevention training.
- Section 4. To act as an advocate for the member organizations.
- Section 5. To enable access to needed services for MIEA elders.
- Section 6. To establish a supportive relationship with the youth of the member organizations to influence and promote serious commitment to their education by providing various student incentives and/or scholarships.

ARTICLE IV  
Membership

- Section 1. Voting membership shall consist of Michigan Indian Elders, 55 years or older, with the exception that it shall be 50 years or older for voting members from those constituent tribes/bands that recognize age fifty (50) as constituting Elder status, and who shall be designated as delegates to sit on the Association Board by the tribal groups from Michigan. Each Tribe or Band shall designate by Resolution two (2) delegates with voting rights and one (1) alternate. The designated alternate(s) from each represented Tribe and/or Band shall vote only in the absence of the elected delegate(s) during meetings of the Association.
- Section 2. General membership shall consist of Indian groups, organizations and/or individuals.
- Section 3. Non-voting members shall be entitled to be present at all meetings of membership and shall have the right to be heard but shall not be entitled to vote.
- Section 4. Decisions made by and positions taken on any matter before the Association shall not preclude the taking of a different position by a member organization. It shall be clearly and distinctly understood that governmental sovereignty shall at all times be vested solely in the respective governmental bodies of the constituent Tribes/Bands.

ARTICLE V  
Association Board

- Section 1. Powers and Duties
- (A) The Association Board of Delegates (hereinafter referred to as the "Board") shall have general charge of the affairs, property and assets of the Association. It shall be the duty of the Board to carry out the aims and purposes of this Association and, to this end, to manage and control all of its property and assets.
- (B) In carrying out its duties, the Board is authorized to elect officers and to employ or arrange for the services of such persons, including attorneys, agents and assistants, as in its opinion are needed for the administration of the Association and to pay reasonable compensation for services and expenses thereof.
- (C) The Board may also from time to time appoint as advisors person whose service, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the Association's purposes and pay the reasonable expenses thereof.
- (D) As it may deem appropriate, the Board may appoint by resolution duly adopted such committees not having or exercising the authority of the Board or of the Officers but created to aid and assist the Board in the management of the affairs of the Association for the duration established in the resolution.
- (E) The Board is the policy making body of the Association.
- (F) The Board makes recommendations for action on behalf of the Association's member organizations and to work with and support other American Indian Elders local, state, and, national organizations.
- Section 2. Number and Selection of Delegates
- (A) Number. The number of Delegates shall be equal to two (2) times the number of constituent Tribes/Bands as Member Organizations.

(B) Determination of Delegates. Each Constituent Tribe or Band will elect or appoint two representatives to serve as Delegates in any manner consistent with the laws or customs of the Constituent Tribe/Band including, but not limited to, service by virtue of position, election at large, election by the Tribal Council or appointment by the Chairperson or President of the Constituent Tribe/Band.

Section 3. Terms of Office and Vacancies

(A) Term. The term of service for each Delegate shall be two (2) years.

(B) Removal, Resignation and Vacancies.

(1) A Delegate may be removed by a majority of the Board for cause, which shall include, but is not limited to, the unexcused failure to attend three (3) consecutive meetings.

(2) Any Delegate may resign at any time by giving a written notice to the President or Secretary; such resignation to take effect at the time specified therein. Unless otherwise specified in the resignation, acceptance of such resignation shall not be necessary to make it effective.

(3) If a Delegate is prevented from serving his/her entire term for any reason, a successor Delegate shall be determined in the same fashion as the Delegate who is no longer able to serve, and the successor Delegate shall serve for the unexpired term of the previous Delegate.

(4) Any Delegate who is removed or who resigns that position will be succeeded on the Board by a person so designated by the respective Constituent Tribe/Band.

## ARTICLE VI

### Officers

Section 1. General

(A) The Officers shall have and may exercise the powers of the Board in the management of the business affairs and property of the Association during the intervals between the meetings of the Board. These powers, however, are subject to law and such limitations and control as the Board may impose.

(B) The Officers shall keep full records and accounts of their proceedings and transactions. All actions by the Officers shall be reported to the Board at the next meeting succeeding any such action and shall be subject to the approval, control, revision and alteration by the Board.

Section 2. Officer Positions

(A) The officer positions shall be that of President, Vice-President, Secretary, Treasurer, Officer at Large and any other officer position as the Board deems necessary and as established by resolution of the Board.

(B) No two (2) Association offices may be held by one and the same person.

(C) No tribe or band shall have more than one *member* elected or appointed to serve as an Officer.

Section 3. Term of Office.

(A) Officers shall serve for a two (2) year period and shall be seated at the annual meeting in accordance with Article X.

Section 4. Removal, Resignation and Reassignment

- (A) The Board may remove any officer whenever in its best judgment the best interest of the Association will be served thereby.
- (B) Any officer may resign his/her office at any time, such resignation to take effect upon the receipt of written notice thereof by the Association, unless otherwise specified in the resignation.
- (C) An officer may be reassigned to a different office only by resolution of the Board.

Section 5. President, Powers and Duties

- (A) The President shall be the Chief Executive Officer (CEO) of the Association and shall generally perform all duties usually performed by the President of like organizations except as such duties may be specifically altered by the policies and direction of the Board.
- (B) The President may sign and execute, in the name of the Association, any instrument authorized by the Board, except when the signing and execution thereof is or shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the Association.
- (C) The Board shall not authorize the President, nor shall the President alone, take any action which under the laws of the state of Michigan, under Articles of Incorporation or under these By-Laws must be taken by the Board.
- (D) The President shall chair the Association meetings, be the spokesperson for the Association, and be responsible to see that recommendations of the Association are acted on.

Section 6. Vice-President, Powers and Duties

- (A) The Vice-President shall have such powers and perform such duties as may be assigned to him/her from time to time by the President or the Board.
- (B) In case of the absence or inability to act of the President, as determined by a three-fourths (3/4) vote of the Board, the duties of his/her office shall, unless otherwise specified by these By-Laws, be performed by the Vice-President in priority established by the Board. When so acting, the duly authorized Vice-President shall have all the powers of, and be subject to the restrictions upon, the President.

Section 7. Secretary, Powers and Duties

- (A) The Secretary shall cause to be maintained; minutes of all meetings of the Board and meetings held by the Executive Committee, the membership roll and correspondence.
- (B) The Secretary shall cause to be recorded all acts and votes of the Board.
- (C) The Secretary shall cause to be given notice of all meetings of the Board and the Executive Committee.
- (D) The Secretary shall be custodian of and properly keep all the record books of the Association.
- (E) The Secretary shall perform such other duties as may be prescribed by the Board or by the President.

Section 8. Treasurer, Powers and Duties.

- (A) The Treasurer will oversee the financial affairs of the Association.
- (B) The Treasurer shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board or the President acting with the Executive Committee.

(C) The Treasurer shall disburse the funds of the Association as may be ordered by the Board or the President and shall render to the President and the Delegates, whenever they may require it, an account of all transactions and the financial condition of the Association.

Section 9. Officer at Large, Powers and Duties.

(A) The Officer at Large shall, except for the Elections Committee and the Executive Committee, oversee the business of standing committees and shall have the right to vote on committee actions. He/she shall act with the approval of and report to, the President.

Section 10. Other Officers.

(A) All other officers, as may from time to time be appointed by the Board according to this Article, shall perform such duties and exercise such authority as the Board or the President prescribe.

## ARTICLE VII

### Meetings

Section 1. The Annual Meeting will be held in October designating the start of the fiscal year. The Board shall determine the time and place of the Annual Meeting of the Board to be held in October.

Section 2. Regular Meetings of the Board shall be held tri-annually (April, July, and October). The Board shall provide by resolution the time and place for the holding of Regular Meetings of the Board for consideration of such business as may properly come before the meeting without any other notice than such resolution.

Section 3. Special Meetings.

(A) The President may call Special Meetings of the Board. Notice of such Special Meetings shall specify the time, the place and the purpose of such meeting.

(B) The President, or in his/her absence the Secretary or any other officer, shall call a Special Meeting at the written request of any two (2) Delegates. Such request shall state the purpose(s) of the proposed meeting.

Section 4. Notice of Special Meetings.

(A) At least seven (7) calendar days notice of the place, day and hour, and purpose of any Special Meeting of the Association shall be given by written or printed notice served upon each Delegate. Notice by mail shall be deemed to be given at the time when the same is deposited in the United States mail, with postage fully paid, plainly addressed to the Delegate.

(B) Service of notice may be made personally, electronically, or by mailing such notice, postage prepaid, plainly addressed to each Delegate at his/her last known mailing address.

(C) Action taken at a Special Meeting shall be restricted to the purpose(s) stated in the notice of the meeting unless all Delegates are present at the meeting and all Delegates agree to take action on matters not given in the notice.

(D) Notice of the time and place of any Special meeting of the Board may be waived by telegram or any other writing either before or after such meeting has been held. If all Delegates waive notice of the meeting, no notice of the same shall be required. Attendance of a Delegate at a Special Meeting shall constitute waiver of notice of



such meeting except when the Delegate attends the Special Meeting of the express purpose of objecting to the transaction of business at such meeting.

- Section 5. Quorum of Delegates
- (A) At all meetings of the Board, two-thirds ( $\frac{2}{3}$ ) of the Delegates shall constitute a quorum for the transaction of business. If a quorum is present at the beginning of a meeting, business may be conducted even though a Delegate absents himself/herself and less than a quorum is present; provided that no more than two (2) Delegates leave the meeting.
- (B) If a quorum is not present at any meeting of the Board, the Delegates present shall adjourn the meeting. At the rescheduled meeting, any business may be transacted which may have been transacted at the adjourned meeting.
- Section 6. Procedure for Committee Meetings.
- (A) Regular or Special Meetings of any committee may be held in like manner as provided in the By-Laws for regular or special meetings of the Board. Unlike the regular and special meetings of the Association, a majority of committee members in attendance constitutes a quorum for a meeting.
- Section 7. Decision of Questions.
- (A) When a meeting has been properly convened, a majority vote shall decide any questions brought before such meetings, unless the question is one for which a different vote is required by express provision of law or of these By-Laws. In such a case, the express provision shall govern and control the decision of question.
- Section 8. Those Entitled to Vote and Conflict of Interest.
- (A) All Delegates shall be entitled to a vote on all matters; provided, however, that any Delegate having an interest in a matter brought before the Delegates shall disclose such interest at the commencement of the discussion and such Delegate may not vote on the matter.
- Section 9. Manifestation of Dissent.
- (A) A voting Delegate of the Board who is present at a meeting of the Board at which action on any matter is taken shall be assumed to have assented to the action taken unless he/she manifests dissent. Such dissent shall be entered in the minutes of the meeting.
- Section 10. Method of Voting.
- (A) Except for the election of officers, the voting at all meetings shall be by voice; provided, however, any Delegate may demand a roll call vote, and in such case, the vote of each Delegate shall be recorded by the Secretary.
- Section 11. Informal Action.
- (A) Occasionally, when it is not feasible to call a special meeting, an emergency vote shall be allowed to facilitate immediate action on urgent matters. Such emergency vote shall be as follows: Unless otherwise restricted by these By-Laws, any action required or permitted to be taken at any Regular or Special Meeting of the Board may be taken without a meeting if, before such action, the President shall conduct a poll of the members of the Executive Committee and a majority of the members of that committee shall agree to the proposed action. The poll may be by telephone, FAX, e-mail or a combination of such in order to maximize participation by the Executive Committee. The President shall document the results of said poll and report the matter to the full Board at the next regular or special meeting. In the event such consent is

executed as provided herein, the action so consented to shall be as valid an action as though it had been authorized at a duly called meeting of the Board.

Section 12. Compensation.

The delegate shall not receive any compensation for his/her services as member of the Board, but he/she may be reimbursed for actual, reasonable and necessary expenses incurred by a Delegate in his/her capacity as a Delegate; provided, however, that nothing in this Section shall be construed to preclude any Delegate from serving the Association in any other capacity and receiving compensation therefore.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose clause hereof.

ARTICLE VIII  
Standing Committees

Section 1. Standing committees shall be created specifically by resolution by the Board or may be established under the guidelines contained herein, as in the case of the Executive Committee. As a minimum, there shall be an ELECTIONS COMMITTEE, a FUND RAISER COMMITTEE and an EXECUTIVE COMMITTEE.

Section 2. Powers and Duties

- (A) Elections Committee - shall be established by resolution of the Board and shall be responsible for collecting and counting the ballots in the election of Association officers. The results of the vote shall be given to the officer chairing the annual meeting or, in the case of filling a seat vacated after the annual meeting, at the meeting at which the vote is taken.
- (B) Fund Raiser Committee - Shall be established by the Board and shall meet as needed to determine all matters involving fund raising and shall be responsible for conducting such events. This committee shall report to the Officer at Large.
- (C) Executive Committee – shall consist of the current Association officers; President, Vice-president, Secretary, Treasurer, and Officer at Large and the immediate past president. This committee shall be chaired by the President and shall meet at the call of the President to discuss matters of importance and to formulate recommendations to be presented to the Board. The President may convene this committee to assist him/her in the discharge of his/her duties as the Chief Executive Officer of the Association.

ARTICLE IX  
Contracts, Checks, Deposits, and Funds

Section 1. The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Association and authority may be general or confined to specific instances.

- Section 2. All checks, drafts, or other orders for the payment of money notes or other evidences of indebtedness issued in the name of the Association, shall be signed by any two of the following officers of the Association: the President, the Vice-President, the Secretary, or Treasurer.
- Section 3. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the President, acting with the Executive Committee may select.
- Section 4. The President, acting with the Executive Committee may accept on behalf of the Association any contribution, gift, bequest or device for the general purpose or any special purpose of the Association.

## ARTICLE X Election Procedure

- Section 1. Election of the President and Secretary shall take place in plenary session at the annual meeting in the even numbered years. Election of the Vice-President, Treasurer, and Officer at Large shall take place in plenary session at the annual meeting in the odd numbered years.
- Section 2. The term of office for all officers shall be for a two-year period.
- Section 3. In the event of resignation by any officer it shall be within the power of the President, acting with the Executive Committee to appoint a temporary officer until the next scheduled meeting of the Board, at which time nominations will be taken and a permanent replacement elected to fill out the term of the vacated office.
- Section 4. Officers shall be elected or temporarily appointed from the ranks of the voting or alternate delegates or from the general membership. However, an officer elected or appointed from the general membership must be 55 years of age or older, with the exception that it shall be 50 years or older from those constituent tribes/bands that recognize age fifty (50) as constituting Elder status, and will not be entitled to vote.
- Section 5. Elections shall be by written ballot and only eligible delegates shall be allowed to vote. The elections shall be managed by the Elections Committee.
- Section 6. Each member organization shall have two (2) votes in all matters and elections before the Board.

## ARTICLE XI Dues

- Section 1. Member organizations shall be assessed annual dues of \$150.00 payable by the October Annual Meeting.
- Section 2. Dues shall be payable also upon application of membership to MIEA.
- Section 3. When any member shall be in default in the payment of dues for a period of 30-days from the beginning of the period for which such dues become payable, their continued membership shall be reviewed by the Board.

ARTICLE XII  
Parliamentary Procedure

Section 1. The Board and all committees shall follow Robert's Rules of Order as their parliamentary authority, unless an exception or modification is specifically provided for in the laws of the state of Michigan, in the Articles of Incorporation, in these By-Laws or in an amendment to these By-Laws.

ARTICLE XIII  
Agents and Representatives

Section 1. The Board may appoint such other agents and representatives to perform such acts or duties on behalf of the Association as the Board may from time to time delegate, so far as may be consistent with the Articles of Incorporation and By-Laws and permitted by law.

ARTICLE XIV  
Fiscal Year

Section 1. The Fiscal Year of the Association shall begin on October 1<sup>st</sup> of each year and end on September 30<sup>th</sup> of the following year.

ARTICLE XV  
Indemnification

Section 1. (A) The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any Delegate or officer of the Association (and to the extent provided in a resolution by the Board or by contract, may indemnify any employee or agent of the Association) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that such person is or was a Delegate, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Delegate, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses including attorney fees (which expenses may be paid by the Association in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

(B) The indemnification herein provided for shall continue as to a person who has ceased to be a Delegate or officer of the Association and, to the extent provided in a resolution by the Board or in any contract between the Association and such person,

may continue as to a person who has ceased to be an employee or agent of the Association.

- (C) Any indemnification of a person who was entitled to indemnification after such person ceased to be a Delegate, officer, employee or agent of the Association shall inure to the benefit of the heirs, personal representatives and/or administrators of such person.

## ARTICLE XVI

### Amendments

- Section 1. The By-Laws may be amended by majority vote of the voting delegates at the annual meeting, provided that notice of the proposed change/changes be submitted in writing to the President at least four (4) weeks prior to the annual meeting.

## ARTICLE XVII

### Dissolution Clause

- Section 1. Upon dissolution of this organization, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- Section 2. Any non-monetary assets of the organization shall be converted to cash and any existing cash assets shall be distributed to students in the form of student incentives and/or scholarships.