

**BYLAWS  
OF  
NATIVE AMERICANS IN PHILANTHROPY**

**PURPOSE**

SECTION 1.1 Purpose. In furtherance of its purposes as set forth in the Articles of Incorporation, Native Americans in Philanthropy will advocate within the philanthropic community for the promotion, development and growth of Native American philanthropy. Native Americans in Philanthropy will seek to leverage, expand and diversify the sources of Native philanthropic dollars, and to build the capacity for expanding and managing Native American philanthropic institutions and programs. Native Americans in Philanthropy will also serve as a forum for partnerships between Native American giving, donors, foundations and other interested philanthropists. It will work to improve the understanding of the unique aspects of Native American people and how philanthropy can increase access to opportunities and representation within the philanthropic community.

**MEMBERSHIP**

SECTION 2.1 Members. This corporation has members with voting rights and members without voting rights. Persons who desire to become members of this corporation may become members of this corporation by applying for membership and meeting the criteria set forth in these Bylaws and any additional criteria that the Board of Directors may establish from time to time. No membership is transferable or assignable.

SECTION 2.2 General Members. General Members of this corporation have voting rights. General Membership shall be open to all Native peoples who serve as staff, governing body members, or official representatives of corporate, foundation, or Native grantmaking organizations that are committed to advancing philanthropic practices for the benefit of Native communities and indigenous peoples. Membership shall be individual or organizational, with the number of votes in accordance with prevailing membership policies.

SECTION 2.3 Affiliate Members. Affiliate Members of this corporation have no voting rights. Affiliate Membership shall be open to persons and organizations concerned about advancing issues facing Native peoples and indigenous communities and the use of philanthropic efforts to address those issues.

SECTION 2.4 Dues. The Board of Directors has the right to determine the dues or other payments to be made by the members of this corporation from time to time.

SECTION 2.5 Interest in property. The members of this corporation do not, as such, have any right, title or interest in the real or personal property of this corporation.

SECTION 2.6 Resignation. Any member may resign his, her or its membership at any time by giving written notice to the Executive Director or the Secretary. Such resignation shall be effective without acceptance on the date of the receipt of such notice unless a later effective date is specified in the notice. Any member who resigns as a member shall not be entitled to a refund of any dues or other payments made to this corporation.

SECTION 2.7 Termination. If the Board of Directors deems it to be in the best interests of the corporation, the Board of Directors may terminate any General Membership by providing the member with at least fifteen days' written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, at least five days before the effective date of the proposed termination, by a person authorized to decide whether the termination shall take place.

## MEETINGS OF MEMBERS

SECTION 3.1 Annual meeting. The annual meeting of the members of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held each year at such time and place within or without the State of Minnesota, as may be designated by the Board of Directors. Unless the Board of Directors determines otherwise, the annual meeting shall be open to Affiliate Members.

SECTION 3.2 Special meetings. Special meetings of the members of this corporation may be called at any time (a) by the Executive Director, (b) by the Board of Directors, or (c) upon written request of at least fifty members or twenty-five percent of the members of this corporation, whichever is less. Anyone entitled to call a special meeting of the members may make a written request to the Executive Director to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the Executive Director, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting must be limited to the purposes stated in the notice of the meeting. Unless the Board of Directors determines otherwise, each special meeting shall be open to Affiliate Members.

SECTION 3.3 Notice. Written notice of each meeting of the members, stating the time and place thereof, shall be mailed, postage prepaid, or by email directed to an email address at which the member has consented to receive notice, not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each member of this corporation at his or her address according to the latest available records of this corporation.

Notice of any meeting at which members may vote by proxy shall so inform the members and shall describe the procedure for appointing proxies. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 3.4 Meetings held solely by remote communication. The Board of Directors may adopt a resolution that authorizes conducting a meeting of the members solely by remote communication, if all members are given notice of the meeting pursuant to Section 3.3. The participation of a member by remote communication constitutes presence at the meeting.

SECTION 3.5. Participation by remote communication. A member not physically present in person or by proxy at an annual or special meeting of the members may participate by one or more means of remote communication if the Board of Directors adopts a resolution that authorizes such participation. The participation of a member by remote communication constitutes presence at the meeting.

SECTION 3.6 Procedures for participation by remote communication. In any meeting of the members held solely by means of remote communication as described in Section 3.4, or in which one or more members participates by remote communication as described in Section 3.5, reasonable measures shall be taken (a) to verify that each person deemed present and entitled to vote is a member; (b) to provide each member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to read or hear the proceedings substantially concurrently with those proceedings; (c) if allowed by the procedures governing the meeting, to have the member's remarks heard or read by other participants substantially concurrently with the making of those remarks; and (d) if otherwise entitled, to vote on matters submitted to the members.

SECTION 3.7 Members list for meeting. The Board of Directors shall fix a date not more than sixty days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting. If the Board of Directors fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for a meeting, the Secretary shall prepare a list of the names (in alphabetical order), addresses and number of votes of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

SECTION 3.8 Voting; quorum. At all meetings of the members, each member is entitled to cast one vote on any question coming before the meeting. Members may vote by proxy. Cumulative voting is not permitted. The presence of ten percent of the members in person or by proxy constitutes a quorum at any meeting thereof. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment. A majority vote of the members present, in person or by proxy, and entitled to vote at any meeting at which a quorum is present is sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws.

SECTION 3.9 Written action. Any action that may be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action.

SECTION 3.10 Written ballot. An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, Section 317A.447.

## DIRECTORS

SECTION 4.1 Number and method of election. The Board of Directors of this corporation shall consist of nine persons, in addition to any emeritus directors elected pursuant to Section 4.4. Directors of this corporation shall be elected by the voting members at each annual meeting. If at any time the corporation has no members and at least one year has passed since the last annual meeting of the members, then the board of directors may elect directors of this corporation.

SECTION 4.2 Terms. Except as otherwise provided in Sections 4.3 and 4.4, each director of this corporation shall be elected to serve for a term of three years. Subject to the provisions of Section 4.3, each director's term of office shall begin at the conclusion of the first annual meeting of the Board of Directors after the director was elected. Except as otherwise provided in Section 4.4, each director's term of office shall continue until the conclusion of the annual meeting of the Board of Directors in the third year of the director's term, and, unless the Board of Directors has determined that a successor will not be elected, until his or her successor has assumed office; or until the director's prior death, resignation or removal. Each director must maintain his or her General Membership during the director's entire term of office. The members of the Board of Directors, other than emeritus directors, shall be divided into three classes as nearly equal in number as possible, so that the terms of office of approximately one-third of the members of the Board of Directors expire each year. A director, other than an emeritus director, who has served two consecutive terms, regardless of the length of the terms, may not serve as a director again until one year has passed since the end of the second such term.

SECTION 4.3 Removal; resignation; vacancies. Any director may at any time be removed with or without cause by the affirmative vote of a majority of all the

directors or a majority of all the members. Any director may resign at any time by giving written notice to the Chair or the Secretary. The resignation shall be effective without acceptance when the notice is received by the Chair or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a director may be filled by a person elected by the Board of Directors for the unexpired term of such director.

SECTION 4.4. Emeritus Directors. The Board of Directors may nominate distinguished individuals in the field for election by the members as emeritus directors. Emeritus directors shall have all the rights and responsibilities of other directors. Each emeritus director shall be elected for a term of ten years, and may be re-elected an unlimited number of times.

### MEETINGS OF THE BOARD OF DIRECTORS

SECTION 5.1 Annual meeting. The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held immediately following the annual meeting of the members of this corporation at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 5.2 Other meetings. The Board of Directors must have at least one meeting each year in addition to the annual meeting. Each such meeting of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the Chair, (b) by the Board of Directors, or (c) upon the request of three or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between two and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 5.3 Notice of meetings. Notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all directors by electronic communication or in person at least 10 days before the meeting, or shall be mailed to each director at least 14 days before the meeting. A director may be given notice by electronic communication only if the director has previously consented to receive notice in that form of electronic communication. All notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the

director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

SECTION 5.4 Quorum and voting. The presence of a majority of the members of the Board of Directors constitutes a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of one or more directors leaves less than the number otherwise required for a quorum. At all meetings of the Board of Directors, each director is entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, is sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. For purposes of determining whether a director has met his or her fiduciary duties as a director, but for no other purpose, a director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 5.5 Action without a meeting. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors. Any action, other than an action requiring member approval, may also be taken by written action signed by fewer than all of the directors in accordance with the provisions of the Articles of Incorporation.

SECTION 5.6 Meetings held using remote communication. A director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

## OFFICERS

SECTION 6.1 Designation and term. The officers of this corporation include a Chair, a Vice Chair, an Executive Director, a Secretary, and a Treasurer. Officers who are not employees of this corporation shall be elected by the Board of Directors to serve for terms of one year and until their respective successors are elected and have qualified, and may at any time be removed by the Board of Directors with or without cause. Officers who are employees of this corporation shall serve in accordance with the terms of their employment. Any officer may resign at any time by giving written notice to the Chair or the

Secretary. The resignation shall be effective without acceptance when the notice is received by the Chair or the Secretary, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except the offices of (a) Chair and Vice Chair and (b) Chair and Secretary. The officers need not be directors of this corporation.

SECTION 6.2 Chair. The Chair shall be responsible for the management of the Board of Directors. Her or she shall preside at meetings of the Board of Directors, and perform such other duties as are prescribed by the Board of Directors.

SECTION 6.3 Vice Chair. During the absence or disability of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair. The Vice Chair shall perform such other duties as are prescribed by the Board of Directors.

SECTION 6.4 Executive Director. The Executive Director is the chief executive officer of this corporation. He or she shall: (a) have general active management of the business of this corporation; (b) see that orders and resolutions of the Board of Directors are carried into effect; (c) have the authority to sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors exclusively to one or more other persons; and (d) perform such other duties as are prescribed by the Board of Directors.

SECTION 6.5 Secretary. The Secretary shall perform or properly delegate and oversee the performance of the following duties: (a) provide for the keeping of accurate minutes of all meetings of the Board of Directors and of the members; (b) be responsible for the custody of the records, documents and papers of this corporation; and (c) provide for the keeping of proper records of all transactions of this corporation. The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. The Secretary shall perform such other duties as may be assigned to him or her from time to time by the Chair or the Board of Directors.

SECTION 6.6 Treasurer. The Treasurer shall perform or properly delegate and oversee the performance of the following duties: (a) keep accurate financial records of this corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; and (e) upon request, provide the Chair and the Board of Directors an account of transactions of this corporation and of the financial condition of this corporation. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Chair or the Board of Directors.

SECTION 6.7 Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## COMMITTEES

SECTION 7.1 Committees with Authority. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. The members of each such committee shall be appointed by the Board of Directors or, if expressly authorized by the Board of Directors, by the Chair. Each such committee is at all times subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors. Notwithstanding any provision of these Bylaws apparently to the contrary, no committee shall have the authority to take any of the following actions:

- (a) Amend or repeal the Articles of Incorporation or Bylaws of this corporation;
- (b) Elect, appoint, or remove any member of the Board of Directors or the Executive Committee, or any officer of this corporation;
- (c) Adopt or approve a plan of merger or consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of this corporation;
- (e) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or
- (f) Amend or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by any committee of this corporation.

SECTION 7.2 Advisory Committees. The Board of Directors, the Executive Committee, or the Chair may establish advisory committees that have no authority to act on behalf of the corporation. Members of such committees shall be appointed in the manner specified by the Board of Directors or the Chair, whichever established the advisory committee.

SECTION 7.3 Nominations Committee. The Board of Directors shall appoint a Nominations Committee that will develop a slate of candidates to stand for election as



directors by the General Members. The Nominations Committee shall use an open process to seek candidate nominations from General Members.

SECTION 7.4 Executive Committee. The Board of Directors may designate an Executive Committee composed of at least three directors. The Executive Committee has the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors.

SECTION 7.5 Committee chairs. All committee chairs shall be appointed by the Chair.

SECTION 7.6 Meetings and voting. Meetings of each committee shall be called and held in accordance with the provisions of Sections 5.2 to 5.6 of these Bylaws as they apply to meetings of the Board of Directors.

## INDEMNIFICATION

SECTION 8.1 Indemnification. This corporation shall indemnify its directors, officers, and committee members against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that this corporation shall not indemnify any person with respect to any claim, issue or matter as to which that person is adjudged to be liable to this corporation.

SECTION 8.2 Advances. This corporation shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 3, as amended from time to time; provided, however, that this corporation shall not advance expenses incurred in defense of a claim brought by or in the right of this corporation or expenses incurred in pursuing a claim against this corporation. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

SECTION 8.3 Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by that person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

## MISCELLANEOUS

SECTION 9.1 Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation begins on July 1 and ends on the succeeding June 30.

SECTION 9.2 Corporate seal. This corporation has no seal.

SECTION 9.3 Amendments. The Board of Directors may propose an amendment to the Bylaws by adopting a resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. An amendment to the Bylaws may also be proposed by written petition signed by at least fifty members or ten percent of the members, whichever is less, and delivered to the Secretary. Each proposed amendment shall be considered at a meeting of the members, and an amendment shall be adopted upon the affirmative vote of a two-thirds of the members present and entitled to vote at the meeting. Notice of the meeting shall include a copy or summary of each proposed amendment. The Bylaws may be amended only as described in this section.

SECTION 9.4 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation has any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The Board of Directors may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

SECTION 9.5 Execution of instruments. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation may be signed on behalf of this corporation by the Chair, the Executive Director, or such other person or persons as may be designated from time to time by the Board of Directors.

SECTION 9.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

Date Adopted: \_\_\_\_\_