

Proposed new Bylaws: December 10, 2019

ARTICLE I. NAME OF CORPORATION

The name of the corporation shall be The **National Indian Council on Aging, Inc. (NICOA)**

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This Corporation is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such purposes are associated with the vigorous protection and representation of the American Indian elderly.

Section 2. Specific Purpose

The mission of NICOA is to advocate for improved comprehensive health, social services, and economic well-being for American Indian and Alaska Native Elders.

ARTICLE III. MEMBERSHIP

Section 1. Definitions

There shall be three (3) categories of membership:

- a) Voting Member (Council Member)** – Any American Indian or Alaska Native who is an enrolled member of any federally recognized (by the United States Department of the Interior as defined in 25 USC 450b), tribe. and who is 55 years of age or older, may become a Voting Member upon payment of dues as prescribed by the Board of Directors.
- b) Associate Member** – Any individual may become a non-voting Associate Member upon payment of biennial dues as prescribed by the Board of Directors.
- c) Organization Associate Member** – Any organization may be admitted as an Organization Associate Member upon payment of dues as prescribed by the Board of Directors. Each Organization Associate Member will designate one person to represent that organization.

Section 2. Eligibility for Membership

The core members of NICOA are the Elder Members whose voice NICOA represents as defined in Article III, Section 1.

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ARTICLE III. MEMBERSHIP (continued)

Section 3. Annual Dues

The Board of Directors shall establish current membership dues.

Section 4. Rights of Members

Elder Members shall have the right to vote on members of the Board of Directors, Policy Issues and Council Resolutions at biennial Council meetings.

All Members shall be entitled to receive the NICOA publications. Non-members may subscribe to NICOA publications at rates fixed by the Board of Directors.

Section 5. Removal

The Board of Directors may suspend or expel any member for cause, after a hearing before such manner as the Board of Directors may direct or may immediately suspend or drop from membership any member of non-payment of biennial dues.

A person or organization who has been removed from membership in NICOA may be reinstated upon payment of biennial dues and approval by the Executive Committee of the Board of Directors. Decide if we keep this section, more discussion is needed.

Section 6. Powers of the Council

Without prejudice to such general powers, it is hereby expressly declared that the Council shall have the following powers:

- a) To adopt and alter a common seal of the Council.
- b) To authorize the formation of a Board of Directors to manage the affairs of the Council.
- c) To vote on Policy Issues and Council Resolutions during the biennial Council meetings.
- d) The Council authorizes the Board of Directors to act upon any matter within its power at any time between biennial meetings. Such Board action shall be reported to the Council by mail or email within 60 days.

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ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

There shall be a biennial meeting of the Corporation, the place and time to be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 3. Notice of Meetings

Notice of each meeting shall be given to each voting member, electronically or printed, not less than four (4) weeks prior to the meeting

Section 4. Quorum

A quorum shall consist of 25% of the Voting membership.

Section 5. Voting

Each Voting member is entitled to one vote. There shall be no voting by proxy.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers:

- a) The affairs of the Council shall be managed by the Board of Directors.
- b) The Board shall determine who shall be authorized on the Council's behalf to make and sign bills, notes, acceptances, endorsements, checks, releases, receipts, contracts, and other instruments.

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ARTICLE V. BOARD OF DIRECTORS (continued)

Section 2. Number, Terms of Office

- a) **Number.** The Board of Directors of NICOA shall consist of thirteen (13) members: one member from each of the twelve (12) federal areas as recognized by the Bureau of Indian Affairs, Department of the Interior; and one member who shall be the presiding Chairman of the National Association of Title VI Grantees.
 - i) If the National Association of Title VI Directors does not select a representative, the NICOA Board of Directors will select the representative from the National Association of Title VI Grantees.
- b) **Terms of Office.** Terms of office for the Board of Directors shall be four (4) years;
 - i) Six (6) board member positions are to be elected every two (2) years.
 - ii) The board member representing the National Association of Title VI grantees will serve a term consistent with the bylaws of that organization.

Section 3: Election of Board of Directors

The members of the Board of Directors shall be elected in the following manner:

- a) Caucuses representing each of the twelve (12) federal areas shall elect a Board member from among the Voting membership in their areas. This election shall take place at a meeting of NICOA called for that purpose.
- b) In order for a person to be elected to represent one of the twelve (12) federal areas of the Board of Directors, he/she must: (1) be a Voting member as described in Article III, Section 1 (a) of these Bylaws; and (2) reside in the federal area which he/she is to represent.
- d) Newly elected board members shall assume their duties immediately following the biennial meeting in which they were elected.
- e) The four principal officers of the Board of Directors shall be elected as provided in Article VI, Section 2 of these Bylaws.

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ARTICLE V. BOARD OF DIRECTORS (continued)

Section 4. Meetings

Regular meetings of the Board of Directors may be held on five (5) days' notice, unless waived, at such times and places as shall be determined from time to time by the Board of Directors. The notice shall be sent to the board members by mail, by telephone, or by email.

Section 5. Special Meetings

The Chairman of the Board of Directors may, or at the request of a majority of the Board of Directors, call a special meeting of the Board of Directors on five days' notice, unless waived. Notice of such meeting is to be given in person, or by mail, or by telephone or email, and shall in all respect be valid and equivalent to notice thereof.

Section 6. Quorum

- a) A quorum of the Board of Directors shall consist of majority of the Directors then in office
- b) The Board Secretary will record all absences as excused or unexcused.

Section 7. Voting

The secretary will record all votes as Roll Call votes by the region representatives name and region.

Section 8. Vacancies

Vacancies occurring in the membership of the Board of Directors, from whatever cause arising, may be filled by the Directors following these procedures:

- a) Board Members will seek appropriate Board member candidates to serve as the Board member representing the vacant region.
- b) Board Members will submit those candidates to the Board of Directors at a regularly scheduled Board meeting.
- c) Board of Directors will vote on which candidate will represent that region on the Board.
- d) Such Board action shall be reported to the specific NICOA Region members by mail or email within ninety (90) days.

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ARTICLE V. BOARD OF DIRECTORS (continued)

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Conflict of Interest

NICOA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more tax exempt purposes, included in the 990 annual tax form.

Section 13. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess

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ARTICLE V. BOARD OF DIRECTORS (continued)

Section 13. Advisory Council (continued)

the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 14. Removal

Any Board member elected by the Council may be removed by the Board of Directors at any time for cause by the Board of Directors. If a Board Member is absent for two (2) consecutive Board meetings without prior notification, those absences may be cause for removal from the Board of Directors.

ARTICLE VI. ALTERNATE REPRESENTATIVES FOR THE BOARD

Section 1: Alternates

Any caucus whose candidate is elected to the Board may designate an alternate for such Board representative. Each alternate so designated may attend meetings of the Board and shall be deemed to be a member of the Board for all purposes but only for the duration of such designation. No such designation shall operate to increase the representation on the Board of the member designating the alternate and in the event that both the alternate and the Director are present at any Board meeting only the Director shall have the right to vote at the meeting.

- a) The Caucus can determine the Board Alternate for their region; OR
- b) If the caucus does not designate an alternate, the board member that is elected can designate someone as needed.
- c) Each Board Member shall be responsible for designating a single person who shall be authorized to act as the representative of that Board Member where a vote or other action on behalf of that Board Member is required.
- d) The designated representative, must be an enrolled member of a federally recognized tribe in the region that they are representing;

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ARTICLE VI. ALTERNATE REPRESENTATIVES FOR THE BOARD
(Continued)

Section 1: Alternates (continued)

- e) The designated representative, must be a member of NICOA's voting membership;
- f) The designated representative cannot simultaneously act as the authorized representative of more than one Board Member or Region.

ARTICLE VII. OFFICERS

Section 1: Officers

The officers of NICOA shall be Chairman, Vice-Chairman, Secretary, and Treasurer.

Section 2: Election of Officers

The Board shall elect from among Board membership a Chairman, Vice-Chairman, Secretary, and Treasurer at a Board meeting called for that purpose. The officers shall hold office until their successors are elected. The election of each officer shall be by secret ballot. A candidate for office must receive no less than fifty-one percent (51%) of all votes of those Board members present, provide a quorum is present.

Section 3: Terms of Office

Officers shall be elected for two (2)-year terms and shall not serve more than two (2) consecutive terms.

Section 4: Duties of Officers - Chairman

The Chairman shall preside at all meetings of the membership. The Chairman shall have the following duties:

- a) He/She shall preside at all meetings of the Board of Directors and Executive Committee.
- b) He/She shall have general and active management of the business of the Council.
- c) He/She shall see that all orders and resolutions of the Council are brought to the Board of Directors.

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ARTICLE VII. OFFICERS (Continued)

Section 4: Duties of Officers – Chairman (continued)

- d) He/She shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- e) He/She shall submit a report of the operations of the Corporation for the fiscal year to the Board of Directors and members of the Council at their biennial meetings, and from time to time, shall report to the Board all matters that may affect this Corporation.
- f) He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chairman.

Section 5: Duties of Officers - Vice-Chairman

The Vice-Chairman shall be vested with all the powers and shall perform all the duties of the Chairman during the absence of the latter. The Vice-Chairman's duties are:

- a) He/She shall have other such other duties as may, from time to time, be determined by the Board of Directors.

Section 6: Duties of Officers - Secretary

The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee. The Secretary's duties shall consist of:

- a) He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the Executive Assistant shall make the arrangements for all meetings of the Board of Directors including the biennial meeting of the Corporation.
- b) Assisted by the Executive Assistant, he/she shall send notices of all meetings to the members of the Board of Directors and Council members and shall take reservations for the meetings.
- c) He/She, with the support of the Executive Assistant, shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the Chairman.

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ARTICLE VII. OFFICERS (continued)

Section 7: Duties of Officers - Treasurer

The Treasures duties shall be:

- a) He/She shall submit for the Finance Committee approval of all expenditures of funds raised by the Board of Directors, proposed capital expenditures (equipment and furniture), by the staff of the agency.
- b) He/She shall present a complete and accurate report of the finances raised by this Board of Directors at each meeting of the members, or at any other time upon request to the Board of Directors.
- c) He/She shall have the right of inspection of the funds resting with NICOA including budgets and subsequent audit reports.
- d) It shall be the duty of the Treasurer to assist in direct audits of the funds of the Corporation according to funding source guidelines and generally accepted accounting principles.
- e) He/She shall perform such other duties as may be prescribed by the Board of Directors or the Chairman under whose supervision he/she shall be.

Section 8. Removal of Officer

Any officer elected by the Board of Directors may be removed by the Board of Directors at any time for cause. If a Board Officer is absent for two (2) consecutive Board meetings, those absences may be cause for removal from their Board of Director position.

Section 9. Vacancies

Pursuant to Article VI, Section 2, the Board of Directors is authorized to elect new Board Officers to fill vacancies.

ARTICLE VIII. COMMITTEES

Section 1. Committee Formation

The Board of Directors may create committees as needed. The Chairman appoints all committee chairs.

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ARTICLE VIII. COMMITTEES (continued)

Section 2. Executive Committee

The officers of the Board of Directors shall be known as the Executive Committee. It shall have the authority to approve policy positions or statements on behalf of the Council and Board of Directors as well as operational matters when not feasible to convene the Board of Directors and will immediately submit a written report of its action to the Board of Directors.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes at least one other board member. Non-Board Members with specific financial expertise may be appointed to the Finance Committee by the Chairman.

Section 3. Finance Committee (continued)

The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors or the Executive Committee.

The fiscal year shall be July 1-June 30. Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income. The financial records of the Corporation are public information and shall be made available to the membership, board members, and the public.

The NICOA Board of Directors shall cause the records and the books of account of the corporation to be audited at least once in each calendar year and at such other times as it may deem necessary or appropriate.

ARTICLE IX. CORPORATE STAFF

Section 1: Executive Director

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff

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ARTICLE IX. CORPORATE STAFF (continued)

Section 1: Executive Director (continued)

members under the Executive Director’s supervision and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.

No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board of Directors and Executive Committee meetings as shall be required by the Chairman or the Board of Directors. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors

upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will.

ARTICLE X. IDEMNIFICATION

Section 1. General

NICOA shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the Corporation’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnatee”), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

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ARTICLE X. IDEMNIFICATION (Continued)

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended at a Council Meeting by a vote of a majority of the Council Members present, provided that the notice of the meeting for voting on the proposed amendments shall be given in writing thirty (30) calendar days prior to the date of such meeting, and that the proposed written amendment be mailed or emailed with the above notice.

Section 2. Bylaws

These Bylaws may be amended at a Council Meeting by a vote of a majority of the Council Members present, provided that the notice of the meeting for voting on the proposed amendments shall be given in writing thirty (30) calendar days prior to the date of such meeting, and that the proposed written amendment be mailed or emailed with the above notice.

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ADOPTION OF BYLAWS

We, the undersigned, are Officers of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ten (10) preceding pages, as the Bylaws of this corporation. The changes approved by the voting membership will take effect upon approval of the voting membership.

ADOPTED AND APPROVED BY

The Board of Directors and Voting Membership of NICOA on this 21 day of August 2020.

James DeLaCruz, Chairman - NICOA Board of Directors

Eddie Tullis, Vice-Chairman - NICOA Board of Directors

WITNESSED BY

Billie Tohee, Secretary – NICOA Board of Directors