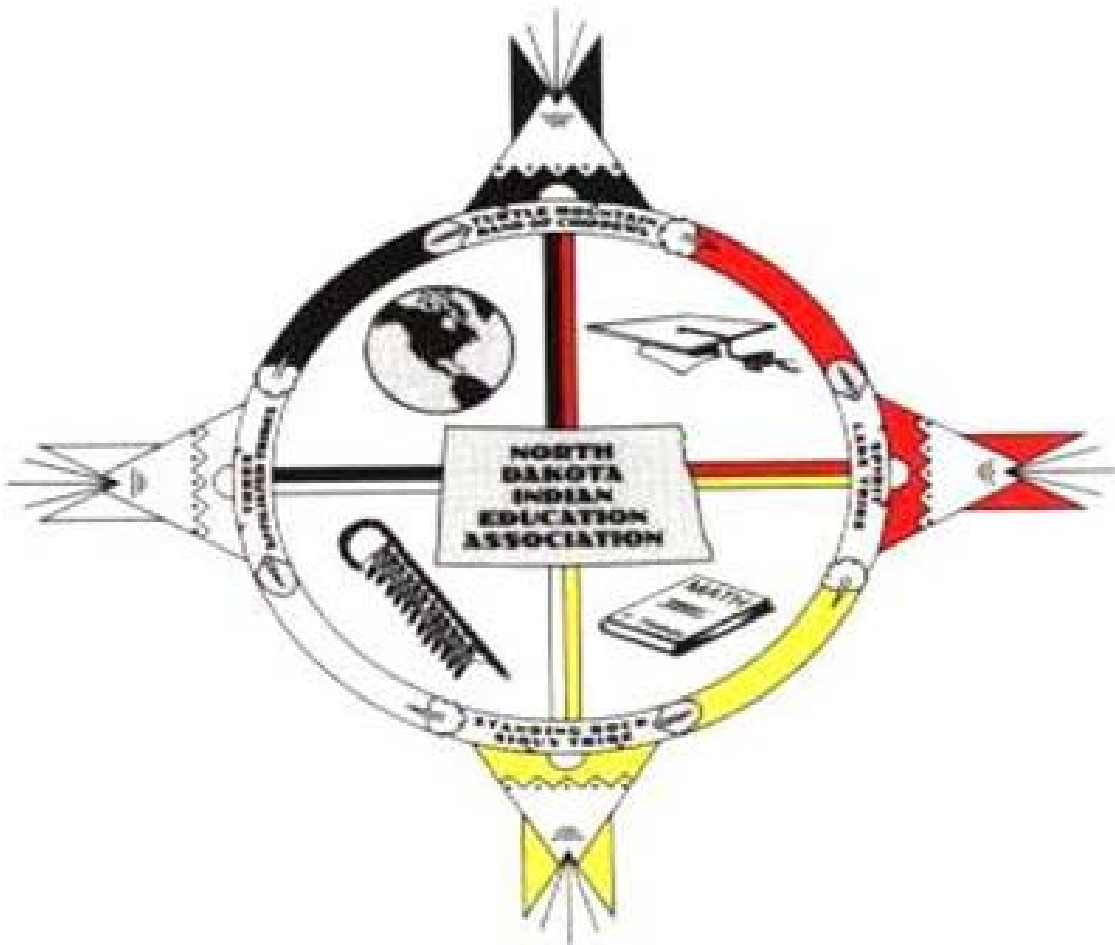


# NORTH DAKOTA INDIAN EDUCATION ASSOCIATION (NDIEA)

## CONSTITUTION AND BY-LAWS



Revised July 23, 2008

**NORTH DAKOTA INDIAN EDUCATION ASSOCIATION  
CONSTITUTION AND BY-LAWS**

**ARTICLE I**

**NAME**

North Dakota Indian Education Association (NDIEA)

**ARTICLE II**

**MISSION STATEMENT**

THE MISSION OF THE NORTH DAKOTA INDIAN EDUCATION ASSOCIATION IS TO REPRESENT AND PROMOTE QUALITY EDUCATION AS IT PERTAINS TO THE ACADEMIC, SOCIAL, PHYSICAL, CULTURAL, AND SPIRITUAL WELL-BEING OF THE AMERICAN INDIAN CHILDREN AND ADULTS.

**GOALS**

THE GOALS OF THE NORTH DAKOTA INDIAN EDUCATION ASSOCIATION SHALL BE:

1. Promote quality education for American Indian children in the State of North Dakota.
2. To increase NDIEA's membership from all reservations and urban areas in North Dakota.
3. To advocate, support, and maintain a state supported Director of Indian Education representing the needs of American Indian children in North Dakota.
4. To promote the preservation of American Indian language, traditions, and cultures.
5. To advocate and provide professional growth for educators teaching American Indian learners.
6. To support, endorse and develop a quality American Indian curriculum.
7. To provide scholarships to American Indian students attending institutions of higher education.
8. To ensure the existence and financial stability of the North Dakota Indian Education Association.

## **PHILOSOPHY**

THE NORTH DAKOTA INDIAN EDUCATION ASSOCIATION IS BASED ON THE PREMISE THAT:

- All American Indian children and adults have the right to a culturally appropriate education that is both desirable and attainable.
- American Indian people have a right to determine, organize, and perpetuate their educational mission.
- As citizens, American Indian people have a right to be heard, represented, and involved in all aspects of education at the local, state, and national levels.

## **ARTICLE III**

### **SEAL**

The Corporation Seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal".

## **ARTICLE IV**

### **MEMBERSHIP**

Section 1: General Membership. For the purposes of this article, general membership shall mean any individual who supports the goals and objectives of the association.

Section 2: Student Membership. Student membership is any individual enrolled as a full-time student at any college or university in the State of North Dakota.

Section 3: All members must be a paid member in good standing.

## **ARTICLE V**

### **MEMBERSHIP PROCEDURES**

Section 1: Membership shall be submitted to the Secretary with such fees established by the Board of Directors. Fees are non-refundable.

Section 2: All members must be approved at the annual conference by the Board of Directors.

Section 3: All new members shall receive a copy of the Constitution and By-laws.

Section 4: All new members shall have one vote, membership shall not be transferable, and membership duration shall be for a period of one year expiring at the beginning of the annual conference.

Section 5: Any member may resign by filing a written resignation the Secretary of the Association.

Section 6: Any member may be removed for cause, upon a majority vote of a quorum of the Board of Directors. The removed member may request a hearing to reapply for admission in the same manner as their initial application. In the case of a member using fraudulent documents or data for membership, removal shall be automatic and no vote of the board of directors shall be required.

## **ARTICLE VI**

### **MEETING OF MEMBERSHIP**

Section 1: The Board of Directors shall have the power to specify the day, time, and location that the meetings are to be held provided proper notice is given. Written notice stating the place, day, hour, and location of any meetings of members shall be delivered personally or by mail.

Section 2: The President or any five directors upon petition by 10% of the membership shall have the power to call special meetings. In the case of a special meeting, notice shall include a statement of the reason for which the meeting is being held.

Section 3: Appropriate notice shall be given for all meetings.

Section 4: The membership meeting shall be held during the annual conference. In the event the meeting should not be held, the officers previously selected shall continue to serve until such time as an annual meeting has been called. All meetings are to be conducted by Parliamentary Procedure.

Section 5: Ten percent of the entire membership of the Corporation shall constitute a quorum for the transaction of business at any annual or special meeting.

Section 6: In the event a quorum is not present at a meeting, those present may adjourn to such day as they determine by majority vote.

Section 7: If a quorum is present, a meeting may be adjourned from time to time without notice other than an announcement at the meeting, or, members may continue to transact business until adjournment not withstanding the withdrawal of sufficient members to have a quorum.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

Section 1: All business of the Association shall be managed by the North Dakota Indian Education Association (NDIEA) Board of Directors.

Section 2: The Board of Directors shall carry out all business of the Association. The Board of Directors shall not have the authority to repeal, rescind, Veto, or repudiate any action taken by the general membership.

Section 3: There shall be a total of ten (10) Directors of which no more than three enrolled members of any North Dakota reservation/tribe may serve on the Board of Directors at any one time. This does not apply to the Student representative. The Board will consist of:

- Eight (8) Directors from the four (4) North Dakota reservations, two (2) Directors per reservation of which one must be an enrolled member of that reservation/tribe and currently active in an education setting.
- The Off-Reservation Director must be an enrolled member of a tribe and work in an educational setting off of the reservation service area.
- The Student Director must be enrolled as a full-time student in a tribal or state institution of higher education as specified in Article IV. The Student Director will be elected for a term of one year and have voting privileges.

Section 4: Directors are elected for three years terms with one-third of said Directors having terms expiring at each conference membership meeting. Directors shall meet following the annual conference membership meeting for purpose of organizing and electing the officers of the Association.

Section 5: All meetings shall be open to the membership. Regular and special meetings of the Board may be called by the President or by five Directors. Notice of regular or special meetings shall be given by either oral or written communication. Notice of special meetings shall contain a Brief statement of the general subject matter to be acted upon at such Special meetings.

Section 6: A quorum of the Board of Directors shall consist of a majority of Directors. Unless otherwise specified herein, all actions shall require a majority vote at meetings. All business will cease when a quorum is no longer present.

Section 7: The President may conduct meetings of the Board by conference call. Minutes will be taken in writing for documentation.

Section 8: Each Director shall have one vote. Proxy voting shall not be allowed.

Section 9: When a vacancy occurs on the Board, the Board shall fill the vacancy for the remainder of the term by majority vote of the remaining directors.

Section 10: If a member of the board misses two consecutive Board meetings without notifying the secretary prior to the meeting, the Board Member shall be automatically removed. The Board shall fill the vacancy with an individual from said reservation to complete the unexpired term.

## **ARTICLE VIII**

### **OFFICERS**

Section 1: The Corporation and the Board of Directors shall be one and the same. There shall be a President, Vice President, Secretary, and Treasurer. The Officers shall be elected for a term of one year at the meeting to be held by the Board immediately following the annual conference membership meeting. Officers shall continue to hold office until their successors are elected.

Section 2: The President shall preside at all meetings of the Board of Directors and of the General Membership. The President shall perform such duties as assigned or delegated by General Membership or Board of Directors. The President may execute and deliver, in the name of the Corporation, contracts, grants or other instruments pertaining to the business of the Corporation.

Section 3: The Vice President shall have such powers and perform such duties as may be specified in the by-laws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice President shall assume the President's power and duties.

Section 4: The Secretary shall attend all meetings of the members and Board of Directors and record all proceedings of the meetings. The Secretary shall give proper notice of meetings of members and directors. The Secretary shall witness the signature of the President on all legal documents requiring attestation. In addition, the Secretary shall perform other duties as assigned by the Board of Directors or President. The secretary will all Documents for the Association regarding the fiscal and business operation conducted by the Board of Directors.

Section 5: The Treasurer shall keep and maintain accounts for all funds and credit of the Corporation. The Treasurer will maintain an accurate account of all funds received and disbursed. The Treasurer shall require the funds of the Corporation be collected and disbursed in the manner prescribed by the Corporation and the Board of Directors. The Treasurer shall render account reports of funds received and disbursed, and of money and property in hand. In addition, the Treasurer shall perform such other duties as assigned by the board of directors or President. The Treasurer shall provide reports to the state and federal agencies that require business operation of the Corporation. (IRS Form 990), (Non-proof corporation for ND), etc. The Treasurer shall provide a final budget report at each Board meeting.

## **ARTICLE IX**

### **COMMITTEES**

Section 1: The Board of Directors may establish committees to carry out the work of the Corporation. The duties, terms, and responsibilities of such committees shall be determined by the Board.

## **ARTICLE X**

### **FISCAL YEAR**

Section 1: The fiscal year of the Corporation shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

## **ARTICLE XI**

### **BONDING**

Section 1: The Board of Directors shall require the President and the Treasurer to be bonded with good and sufficient surety, should the financial status become above \$25,000.00. Fees to be paid by the Corporation.

Section 2: All checks, drafts, or orders for the payments of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by resolution of the Board of Directors.

Section 3: The Board of Directors shall have the power to acquire and receive funds and property whether by purchase, conveyance, lease, gift, bequest, grant, or otherwise; and to own, invest, make gifts, and contributions to transfer, and dispose of funds and the income for the

furtherance of the purpose of this Corporation in accordance with North Dakota Nonprofit Corporation Act.

Section 4: The Board of Directors shall allow the account records and books of the Corporation to be audited at such times as deemed appropriate and necessary. Every Member or Director of the Corporation shall have the right to examine in person or by agent or attorney at any responsible time or items for the proper purpose and at the place or places where all books and records of the Corporation are usually kept, and to make extracts there from. Upon written request by a Member or Director, the Corporation shall furnish a statement showing the financial results of all operations and transactions affecting income and surplus during the Corporation's last fiscal year and a balance sheet containing a summary of its assets and liabilities as of the closing of such fiscal year. Although no salary shall be paid to any Director for his duties as Director, a Director may submit and itemized report or expenses incurred in the course of Corporate business provided; however, the Board of Directors shall establish the rules and limitations concerning payment of expenses incurred.

### **ARTICLE XIII**

#### **AMENDMENTS**

Section 1: These by-laws may be amended by two-thirds (2/3) vote or by 20% of the Corporate membership.