

BY-LAWS OF AMERICAN INDIAN CENTER, INC.

AN ILLINOIS NONPROFIT CORPORATION

JULY 5, 2008

Purpose:

American Indian Center of Chicago's Mission Statement

"To promote the fellowship among Indian people of all Tribes in metropolitan Chicago, and to create bonds of understanding and communication between Indians and non-Indians in this city. To advance the general welfare of American Indians into the metropolitan community life; to foster the economic and educational advancement of Indian people, to sustain cultural, artistic, and avocational pursuits; and to perpetuate Indian cultural values.

ARTICLE ONE: OFFICES

Section One. Principal Office. The principal office of this corporation in the State of Illinois shall be located in the city of Chicago, County of Cook, at 1630 W. Wilson Ave.

Section Two. Other Offices. The corporation may have such other offices, either within or without the County of Cook, State of Illinois, as the board of directors may from time to time determine.

Article Two: MEMBERSHIP

Section One. Classes of Membership. The corporation shall have two classes of members, American Indian and non-Indian. Each Indian member, 16 years old and over, shall be entitled to one vote on any matters which may properly come before the membership.

Section Two. Definition of "Indian". Membership or enrollment of the individual or of their parent(s) or grandparent(s) in a federally recognized tribe or band shall constitute absolute evidence of being "Indian".

The Board shall establish procedures and policies allowing individuals to apply to the Board for recognition as Indian or voting members in case of dispute.

Section Three. Qualifications. Any person agreeing to pay the dues as hereinafter provided and agreeing to be bound by the articles of incorporation of this corporation, by these bylaws, and by such rules and regulations as the directors may from time to time adopt is eligible for membership in this corporation.

Section Four. Cards of Membership. The board of directors may provide for the issuance of cards evidencing membership in the corporation, which shall be of such form as may be determined by the board. The names and addresses of each member and the date of issuance of the card shall be entered on the records of the corporation. If any card should become lost, mutilated, or destroyed, a new card shall be issued as the board of directors determines.

Section Five. Property Rights. No member shall have any right, title or interest in any property or assets, including the earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on the dissolution or winding up the corporation.

Section Six. Liability. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Liability of directors and officers shall be according to the Illinois Revised Statutes.

Section Seven. Rules of Conduct. Any person or persons regardless of their position on this Board, Staff or in the community who shall conduct his/herself in an "improper manner" shall be restricted from the American Indian Center premises. The severity of the allegation will determine the period of restriction from the premises. Misconduct such as the following shall be grounds for restriction:

- 1) Vandalism;
- 2) Verbal and/or physical abuse;
- 3) Alcohol and/or drug use on AIC premises;
- 4) Theft;

The Board, after serving five days written notice to the individual, and a hearing, may suspend or expel a member for cause by an affirmative vote of two-thirds of the directors present.

Section Eight. Annual Dues. Dues shall be payable in advance by the 1st day of January in each calendar year. Dues paid after February 1st shall be prorated from the first day of each month in which a member applies for membership for the remainder of that calendar year.

ARTICLE THREE: MEETINGS OF MEMBERS

Section One. Annual Meeting. An annual meeting of the membership shall be held on the second Saturday of February, at the American Indian Center 1630 W. Wilson, Chicago, Illinois, or at such other place and time as two-thirds of the board of directors may from time to time by resolution designate. The agenda at such meeting will include the election of directors and such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of members conducted as soon thereafter as may be convenient.

Section Two. Special Meetings. Special meetings of members may be called by the president, a majority of the board of directors, or by petition of not less than one-tenth of the voting members.

Section Three. Notice of Meetings. Written notice stating the place, day and hour of the regular meetings shall be delivered, either personally or by mail to each member entitled to vote not less than five nor more than forty days before the date of such meeting, at the direction of the person or persons calling the meeting.

In the case of a special meeting, the agenda and the purpose(s) of the meeting shall be included in the notice. Only matters designated in the notice shall be considered at special meetings.

If mailed, the notice of the meeting shall be delivered upon deposit in the U. S. mail, proper postage prepaid, addressed to the last address of record.

Notice of all meetings of the membership shall be posted in prominent places of business or service establishments in the community.

Section Four. Quorum. Members holding twenty-five percent (25%) of the total votes which may be cast at any meeting shall constitute a quorum at such meetings. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

Section Five. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the act or under the provisions of the articles of incorporation or bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitle to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE FOUR: DIRECTORS

(amended 12-12-'75)

Section One. Composition of Board The affairs of this corporation shall be managed by a Board of Directors consisting of not less than 9 nor more than 11 members, 75% or more of whom must be voting members of the Corporation.

Section Two. Terms of Office. The members of the Board shall serve three year terms. Terms of the Board shall be staggered, no more than five to be elected annually, except for vacancies under **Section Eight**. Elections shall be conducted as provided in **Article Three, Section One**.

Section Three. Attendance. (amended 2-9-'08) Any Board member absent from two consecutive Board of Director's meetings (regular or special) will, irrespective of the reason, upon written notice of the Secretary, forfeit his or her Board of Director's seat unless the absence is due to serious illness of self or a family member and the Board member is the primary care provider of the patient. Proof of the cause of absence, in writing, must be provided to the Board of Directors immediately upon return.

Section Four. Regular meetings. Regular meetings of the Board of Directors shall be held once in each calendar month and shall be open to the community.

Section Five. Special Meetings. Special meetings of the board of Directors may be called by the Chairman or any five directors and shall be open to the community. By a majority vote of the Board of Directors present a special closed meeting of the Board of Directors may be called.

Section Six. Notice. Written notice of any meeting of the Board of Directors shall be given at least five days prior to each member of the Board of Directors. If notice is sent by mail, or by any other means, five days shall be allowed.

Attendance of a director at any meeting shall constitute a waiver notice of such meetings except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section Seven. Quorum. A majority of the directors in office under these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum exists at a meeting, a majority of those present may adjourn the meeting without further notice. (See **Article Four, Section Ten, Associate Members**, below.)

Section Eight. Vacancies. Vacancies which may occur on the Board by resignation or removals maybe filled by a majority of the Board, whether or not a quorum, from candidates nominated by the Directors. Such a person appointed to fulfill a vacancy shall serve until the next annual election.

Section Nine. Compensation. Directors shall not receive remuneration for services as a Director. No Director while serving on the Board of Directors of the American Indian Center may be a paid employee of the Corporation.

Section Ten. Associate Members. Associate members of the Board shall serve as professional advisors and liaisons, appointed by the Board. Associate members shall hold office for a one-year term and may be re-appointed.

Should there not be a quorum of the regular Board members, an Associate Board member may complete a quorum and may vote at that particular meeting only.

ARTICLE FIVE: OFFICERS

Section One. Officers. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and a Sergeant at Arms, all of whom shall be members of the Board of Directors.

Section Two. Terms of Office. All officers shall hold office for a one year term and may hold office for more than one term.

Section Three. Elections. The Board of Directors will elect officers at the first properly called meeting after the annual election. Board officers will hold office until the next annual election of officers, and may be re-elected.

Section Four. Duties. The President, or in his/her absence the Vice-President, shall preside at all meetings of members and of the Board of Directors and shall perform the duties usually devolving upon a presiding officer or chairperson.

The Secretary shall attend all meetings of the Board and all meetings of the members and shall act as clerk of each meeting recording all votes and the minutes of all proceedings. The Secretary shall give notice of all meetings. The Secretary shall have custody of the original copy of the bylaws and all amendments thereof.

The Treasurer shall, in conjunction with the bookkeeper, maintain a record of all monies received and deposited for the corporation as well as all payments made by the corporation and shall prepare a complete report for each regular meeting of the Board of Directors, including but not limited to a balance sheet and income and expense sheet for the period elapsed since the last report.

Section Five. Bond. The Board of Directors may, at its discretion, require any officer or employee of the corporation to give a bond in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his/her office and for the restoration of the corporation in case of death, resignation, retirement or removal from office of all papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the corporation.

Except as otherwise directed by the Board of Directors, any Director or officer made a party to an action or proceeding whether civil or criminal, by reason of the fact that he is or was a Director or officer of the American Indian Center shall be indemnified by the American Indian Center to the extent permitted by law.

Section Six. Removal of Officers. Any officer of the Board may be removed (as an officer, not as a director) by a majority of the Board present, if in its judgment would serve the best interest of the corporation. But notice of the intent to remove such an officer shall be given as provided herein for notice of meetings.

ARTICLE SIX: EXECUTIVE DIRECTOR

The Board of Directors shall appoint and employ an executive director who shall be the general manager and fiscal agent responsible for administration of the corporation's programs, finances, funding development, and personnel within the framework of the policies, principles and practices established by the Board of Directors. This shall include but not be limited to staffing, job classification and other responsibilities incident to a chief executive officer of a business corporation. He/she shall employ and discharge such staff as he/she deems necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. He/she shall be responsible for the administrative management of the affairs of the corporation subject to the approval of and direction of the Board of Directors and be responsible to work within an approved budget established by the Board of Directors. The executive director shall report to the president, shall attend all meetings of the Board, shall make and prepare a complete report for each regular meeting of the Board, and shall sit as an ex-officio member of all committees.

ARTICLE SEVEN: COMMITTEES

Section One. Membership of Committees. Except where specifically prohibited by these By-Laws, any member of the corporation may serve on any committee.

Section Two. Executive Committee. The Board of Directors shall form and maintain an Executive Committee as described below:

General Commission: The Executive Committee, commissioned by these By-Laws of the American Indian Center and responsible to the Board of Directors and membership of the American Indian Center, is to function on behalf of and in place of the full Board in matters of emergency and in interim periods between regularly scheduled meetings of the Board. The Executive Committee shall have and exercise the authority of the Board of Directors provided that such exercise of authority by the Executive Committee shall not operate to circumvent the responsibility and authority vested in the Board of Directors by these By-Laws and expressed in the resolutions, policies and procedures of the board.

Appointment and Composition:

1. The Executive Committee shall be composed of the officers of the board of Directors.
2. The Executive Director shall be an ex-officio member of the Executive Committee.
3. Except as to membership, the rules governing all other committees as to records, rules, authority and quorum shall apply to the Executive Committee.

Section Three: Finance Committee. The Board of Directors, by resolution, may establish a Finance Committee to assume the primary responsibility of providing the American Indian Center, and its Board of Directors with recommendations as to the financial affairs of the American Indian Center.

Rules of compensation, records, rules, authority, and quorum applicable to all other committees shall apply to the Finance Committee except that the Treasurer of the Board of Directors shall be Chairperson of the Finance Committee.

The responsibilities of a Finance Committee shall include, but not be limited to, the following:

1. Review monthly finance reports received from the bookkeeping staff and report to the board of Directors in the financial operation and condition of the American Indian Center.

2. Oversee and make recommendations concerning financial affairs and investments.

3. To participate with and assist the Executive Director in the preparation and implementation of the annual Budget of the American Indian Center, including the making of recommendations to actions necessary to achieve and maintain a balanced budget.

4. To develop in conjunction with the Executive Director, bookkeeping staff, and any Fundraising Committee, projections, plans and programs to provide for the continued financial well-being of the American Indian Center.

Section Four. Personnel Committee. The Board of Directors, by resolution, may establish a Personnel Committee to assume the primary responsibility of providing the American Indian Center and its Board of Directors with recommendations as to personnel policies and procedures to be established or amended to further the operational efficiency of the American Indian Center staff.

Specifically, a Personnel Committee would be responsible for providing the Board of Directors with recommendations concerning the development and administration of the Personnel Policy of the American Indian Center, including but not limited to the following:

salary guidelines; fringe benefits; staff development and training; recruitment of new staff; evaluation of existing staff; staff grievance procedures and employee relations.

In the administration of grievance procedures only, the Executive Director shall not sit as an ex-officio member of the Personnel Committee.

Section Five. Program Services Committee. The Board of Directors, by resolution, may establish a Program Services Committee to assume the primary responsibility of providing the American Indian Center and its Board of Directors with recommendations as to the development and administration of the programs and services of the American Indian Center.

Specifically, a Program Services Committee would be responsible for providing the Board of Directors with recommendations for the development and administration of all the various programs and services provided by the American Indian Center, including but not limited to:

Assessment of community needs; development of long and short range program services action goals and objectives; monitoring program services progress towards stated goals and objectives; enhancement of existing programs and services; development of new programs and services; appraisal and evaluation of program services and community needs in relation to the financial ability of the American Indian Center to provide services.

Section Six. Fundraising Committee. The Board of Directors, by resolution, may establish a Fundraising Committee to assume the primary responsibility of providing the American Indian Center and the Board of Directors with recommendations as to the administration and development of the actual and potential financial resources of the American Indian Center, including, but not limited to the areas of annual fundraising campaigns, planned giving, donor solicitation, capital development, public and private grant solicitation and the establishment of endowment, building, or other specifically restricted funds.

In addition, a Fundraising Committee would participate in the planning, performance, and evaluation of the fundraising activities of the American Indian Center and contribute to the preparation of the Annual Budget of the American Indian Center.

Sub-committees of the Fundraising Committee may be established by the Committee to organize and oversee specific fundraising activities.

Section Seven. Public Relations Committee. The Board of Directors, by resolution, may establish a Public Relations Committee to assume the primary responsibility of providing the American Indian Center and its Board of Directors with recommendations pertaining to the public relations of the American Indian Center, including, but not limited to the promotion of the positive image of the American Indian Center, its programs and activities, staff, membership, and community.

A Public Relations Committee shall select a chairperson capable of acting as an effective spokesperson for the American Indian Center in conjunction with the Executive Director and Board President. The Committee will coordinate its activities with the needs and recommendations of the Executive Director and the various other Committees of the Board and will develop public relations and marketing strategies and tactics, materials and events to support, promote and develop the American Indian Center.

The Committee will develop and cultivate media contacts to further its activities and to assure that the viewpoints of the American Indian Center is fairly and accurately presented by the media. Responses to media coverage, press releases, and follow-up contacts and materials will be the responsibility of the Committee. In conjunction with the appropriate other committee, program, or staff person, the Committee will respond to inquiries concerning the American Indian Center.

Section Eight. Building committee. The Board of Directors, by resolution, may establish a Building Committee to assume the primary responsibility of providing the American Indian Center and its Board of Directors with recommendations as to the maintenance and utilization of the physical plant and the protection of the capital investment of the American Indian Center.

A Building Committee would be responsible for recommendations pertaining to the establishment of procedures and policies for the regular inspection and evaluation of the physical plant and its development, establishment of maintenance and replacement schedules for the physical plant and equipment, Municipal Building Code compliance, sanitation procedures and safe operation of the American Indian Center. Further, the Committee would assist in the preparation of the relevant portions of the Annual Budget.

Section Nine. Other Committees. The Board of Directors may by resolution, from time to time establish such other standing or *ad hoc* committees as it in its discretion may determine.

Section Ten. Officers. Unless otherwise provided in these By-Laws, upon establishing a standing or *ad hoc* committee the Board of Directors shall appoint a Chairperson to preside at the first meeting of the committee at which time a regular Chairperson shall be elected by the membership of the committee.

Section Eleven. Records. Each committee shall be charged with keeping accurate records of its meetings and financial affairs and shall report the same to each regular meeting of the Board or as otherwise directed by the Board.

Section Twelve. Rules. Each committee may adopt rules for its operation not inconsistent with these By-Laws, including the formation of sub-committees.

Section Thirteen. Approval. All acts of any committee shall be subject to the approval of the Board of Directors.

Section Fourteen. Authority. All committees established by the board of Directors shall serve at the pleasure of the Board and shall have only the powers delegated to them by these By-Laws and the Board. No committee shall have authority as to (a) submission to members of any action requiring members' approval; (b) filling of vacancies in the Board of Directors or any committee; (c) fixing compensation of the Directors or any committee; (d) fixing compensation of the Directors for serving on the Board or any committee; (e) amendment or repeal of these By-Laws or adoption of new By-Laws; (f) amendment or repeal of these of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section Fifteen. Quorum. Except as may be otherwise provided by these By-Laws, all action of committees shall be taken at meetings. A quorum at a committee meeting shall be a majority of the committee members present in person at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the committee.

ARTICLE EIGHT: FINANCIAL AFFAIRS

Section One. Contracts. The Board of Directors may, by resolution, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

In the absence of a resolution to the contrary the Executive Director shall be authorized to enter into contracts with a value not to exceed \$500.

Section Two. Gifts and Contributions. The Board Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property whatsoever for the general and special charitable purposes of the corporation.

Section Three. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board may select.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the president or a Vice President of the corporation.

Section Five. Audits. The Board of Directors shall cause the financial records to be audited annually by a certified public accountant.

Section Six. Conflict of Interests. If a Director or an officer is interested, directly or indirectly, in a contract affecting the American Indian Center or he or a member of his family is proposed to be compensated for services rendered to the American Indian Center, (a) the material facts as to the Director's or officer's interest must be disclosed in good faith to the Board, and (b) the contract, prior to its execution, or the compensation, prior to any payment, must be approved by a majority vote of the board, the interested Director not

being counted for the purposes of establishing a quorum and not voting.

ARTICLE ELEVEN: MISCELLANEOUS

Section One. Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall keep minutes of the meetings of its members, Board of Directors, and committees, and shall keep at the principal office a membership book giving the names and addresses of all members and all members entitled to vote. All books and records of the corporation may be inspected by any director or member. The corporation seal and charter shall be kept at the principal office of the American Indian Center. Any individual or group of individuals who remove the books and records or such property without authorization by the Board will be subject to prosecution.

Section Two. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Not for profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of this corporation, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time slate therein shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE: AMENDMENTS

Section one. Power of Members to Amend By-Laws. The by-laws of this corporation may hereafter only be amended, repealed, or added to, or new by-laws may be adopted only by the vote of a majority of a quorum present at a meeting of the membership duly called for that purpose according to these by-laws.

ADOPTED BY RESOLUTION of the American Indian Center Board of Directors on this 6th day of February, 1989.

