

## **BYLAWS**

### **ARTICLE I: Name**

The name of the entity shall be MIDWEST INDIGENOUS IMMERSION NETWORK, or MIIN, (hereinafter referred to as "Corporation").

### **ARTICLE II: Offices**

The principal office of the Corporation is to be located at 224 N 24TH AVE E #2, DULUTH, MN, 58812. The name and address in the Corporation's initial agent for service of process is: DUSTIN BURNETTE, 10660 N RIVERSIDE RD, HAYWARD, WI 54843.

### **ARTICLE III: Purpose**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. The purpose of the Corporation is to assist Ojibwe language programs to communicate and collaborate to collectively address common needs such as professional and linguistic development, organization and distribution of materials, assessments, and recruitment of staff and students.

### **ARTICLE IV: Membership**

#### **ARTICLE V: Board of Directors**

Section 1. **Duties.** The affairs of the corporation shall be managed by its Board of Directors.

Section 2. **Election of Board of Directors.** The Board of Directors shall be appointed by majority vote of the Board. Board members can serve as part of the Board of Directors regardless of their relationship (e.g., family, clan, namesake) to other Board Members.

Section 3. **President.** The Chair calls and presides at all Board meetings. The Chair is responsible for signing all documents the Board, as a whole, has approved.

Section 4. **Number.** The Corporation shall consist of five (5) members. Four (4) of these directors will serve as Officers.

Section 5. **Term.** Each member of the Board of Directors will serve a five-year term.

Section 6. **Removal.** A Board Member may be removed from the Board and forfeit their position for failing to carry out expected duties or conduct themselves in a way that would be detrimental to the Midwest Indigenous Immersion Network. To remove a board member, a written complaint must be presented to the Board. The complaint will be reviewed and investigated by the Officers. If sufficient justification exists, the Board member in question will be offered the opportunity to address the concern with the rest of the Board at a meeting, before any vote on their membership. If the Board member in question does not respond in writing by or at the following meeting, or within 7 business days, whichever is longer, they

shall be considered for removal. A positive vote from the majority of all other four (4) Board members is required for dismissal of a Board member. Abstentions and absentee votes will be accepted.

Section 8. **Vacancies.** Each sitting board member may nominate one individual for candidacy in the executive session of a meeting. After nominations are made, discussion is held until a consensus is met. Upon exiting the executive session, a motion will be made to carry out the action discussed in executive session. Any vacancy because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board for the unexpired portion of the term.

Section 9. **Quorum and Action.** A quorum at a Board meeting shall be a majority of all Board members in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of Directors present. Absentee votes will be accepted if the action was presented two weeks prior to the meeting date. Where the law requires the affirmative vote of a majority of Directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law.

Section 10. **Regular Meetings.** The Board of Directors shall meet at least four (4) times a year. Meetings shall be held at any time and location designated by the Chair. Notice of all meetings shall be communicated to each director.

Section 11. **Special Meetings.** Special Meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Board member personally or by telephone or by mail not less than two (2) days prior to the Special Meeting. Special Meetings may be called by the Chair or Executive Director.

Section 12. **No Salary.** Board members shall not receive any salaries for their services as Board members but may be reimbursed for expenses related to Board services.

Section 13. **Action by Consent.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.

#### **ARTICLE VI: Committees**

Section 1. **Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have such powers as are delegated to it in a written resolution by the Board of Directors. Such powers may include, but are not limited to, the power to make on-going decisions between Board meetings and the power to make financial and budgetary decisions.

Section 2. **Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees. Committees must be established by a written resolution setting out the specific duties and authorities of the committee.

Section 3. **Composition of Committees.** Committee membership may be composed of at least one (1) Board Member and at least one Program Stakeholder, Employee or other Board Member.

Section 4. **Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors shall be composed of two (2) or more Board members, elected by the Board of Directors by an affirmative vote of the Board members in office at that time.

Section 5. **Quorum and Action.** A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by an affirmative vote of a majority of Committee members present.

Section 6. **Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

#### **ARTICLE VII: Officers**

Section 1. **Titles.** The officers of this corporation shall be the Chair, Vice Chair, Secretary and Treasurer.

Section 2. **Election.** The Board of Directors shall elect officers to serve a five-year term. An officer may be re-elected without limitation on the number of terms they may serve providing they are still a Board Member.

Section 3. **Vacancy.** A vacancy of any of the officers shall be filled not later than the second regular meeting of the Board of Directors following the vacancy.

Section 4. **Other Officers.** The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. **Chair.** The Chair calls and presides at all Board meetings. The Chair is responsible for signing all documents the Board, as a whole, has approved.

Section 6. **Vice Chair.** The vice Chair presides in the absence of the president, works with other officers and trustees, and carries out such duties and assignments as may be delegated by the Chair.

Section 7. **Secretary.** The secretary maintains a register of members and directors, records the minutes of meetings, is responsible for sending out notice of meetings, and maintains a record of all MIIN meetings

Section 8. **Treasurer.** The treasurer oversees the Corporation's financial administration, reviews and enforces financial policies and procedures, generates financial reports with the assistance of the Corporation's accountant(s), and advises the Board of Directors on financial strategy and fundraising.

#### **ARTICLE VIII: Amendments to Bylaws**

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of all directors present, if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least five (5) days written notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

#### **ARTICLE IX: Corporate Indemnity**

This corporation will indemnify its officers and directors to the fullest extent allowed by Minnesota law.

#### **ARTICLE X: Dissolution or the Organization**

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state, local or tribal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

We hereby certify that the foregoing By-laws were adopted by the Board of Directors on the day of 3/23/2022.