

**BYLAWS OF
MIDWEST INDIGENOUS IMMERSION NETWORK**

A Minnesota Nonprofit Corporation

These Bylaws of Midwest Indigenous Immersion Network are adopted for the purpose of regulating and managing the internal affairs of the Corporation in accordance with Minn. Stat. 317A.

ARTICLE I

BOARD OF DIRECTORS – QUALIFICATIONS, ELECTION, AND POWERS

1.1. General Powers. The Board of Directors shall be the governing body of the Corporation. The Board may establish policies and procedures for the ongoing operation of the Board that do not conflict with the Bylaws, law, or the Articles of Incorporation, the Directors, and any staff and other related matters.

1.2. Qualifications. A Director must agree to promote the purpose and objective of the Corporation. A Director must agree to abide by the goals and mission, the Bylaws and Articles of Incorporation, Board approved policies, as well as by the applicable local, state, and federal laws and regulations. In addition, the Board may establish specific qualifications for candidates to the board which shall not affect the status of any Director during the term to which they are currently elected.

1.3 Number. The Board shall be composed of at least three (3) Directors and not more than nine (9).

1.4 Quorum for Transaction of Business. The majority of the Directors currently serving shall constitute a quorum for the transaction of business at any meeting of the Board.

1.5. Duties of Directors. The duties of Directors shall be as follows:

- a. Be present at all regularly scheduled Board meetings.
- b. Serve on at least one committee, if committees have been established.
- c. Perform the duties prescribed by these Bylaws, Articles, and by the Corporation.
- d. Discharge their duties in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with the care an ordinary prudent person, in a like position, would exercise under similar circumstances.

1.6. Policies and Procedures. The Board may establish policies and procedures setting forth the operation of the Board, the Directors, the Staff, and other related matters. Such policies and procedures shall not supersede these Bylaws or the Articles of Incorporation. Any interpretation of any policies and procedures which does not conflict with these Bylaws or the Articles of Incorporation shall be the preferred interpretation.

1.7. Fees and Remuneration. No Director of the board shall receive any fees or remuneration for serving on the Board. However, Directors may be reimbursed for expenses incurred in carrying out the business of the Board.

ARTICLE II

ELECTION AND SEATING OF DIRECTORS

2.1. Method of Election. The Board shall establish a policy for the recruitment of qualified candidates to open seats on the Board. The election of Directors for open seats shall take place at the Annual Board Meeting or at any

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duly held Board meeting. Directors are elected by an action of the board with a required vote of at least a majority of those Directors present at the meeting.

2.2. Voting Qualifications. All Directors who are currently serving and present at a duly held Board Meeting shall be qualified to vote for Directors. Each Director may vote for one candidate for each Director position.

2.3. Electing Directors. In any election for Directors, the Director who receives the most votes for a particular seat wins the election for that seat.

2.4. Terms. The term of a Director is four (4) years, or until a successor is elected, except as provided in Article IV. Terms shall begin at the adjournment of the Annual Board Meeting at which they are elected, except as provided in Article IV. Directors may serve consecutive terms.

2.5. Staggered Terms. To achieve staggered terms, the board members in place as of 1.1.2025 shall be divided into two classes with Class A serving an initial term ending at the adjournment of the Annual Board Meeting in 2026 and Class B serving an initial term ending at the adjournment of the Annual Board Meeting in 2028 unless duly removed as prescribed in Article IV. After these initial terms, all Directors shall be elected for four-year terms. When changing the total number of Directors, the Board of Directors shall consider keeping the number of Directors in each class as close to even as possible.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

3.1. Annual Board Meeting. The Board shall meet annually on such date and at such place as may be designated by it for the purpose of electing and re-electing Directors and Officers and for the transaction of such other business as shall come before the Board.

3.2. Regular Meetings of the Board. Regular meetings of the Board shall be open to all Directors and shall be held at least four (4) times per year at a date, time and place set by the Board or by simultaneous electronic communication.

3.3. Notice of Regular Meetings of the Board. The date, time and place, and the proposed agenda of the meeting shall be given at least two (2) weeks prior to the meeting by the method set forth in Section 9.2.

3.4. Quorum and Voting for Regular Meetings of the Board. A majority of the currently seated Directors shall constitute a quorum for action at a meeting of the Board. Once a quorum has been established at a Board meeting, a majority vote of the Directors present shall be an act of the Board, except where noted within these Bylaws.

3.5. Required Vote for Act of Board. Provided a quorum exists, a majority vote of the Directors present shall be an act of the Board, unless the act of a greater number is required by law or by these Bylaws. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

3.6. Excused Absences. “Excused” means that the Director has informed the Chair in advance of the meeting that they will not attend a scheduled meeting and they have an “Excusable Reason” to be given an Excused absence. The board may set forth a list of Excusable Reason.

3.7. Required Attendance and Absences from Board Meetings. Directors shall notify the Chair prior to the meeting if they are unable to attend a meeting. Failure to so notify will result in an unexcused absence. The Board

may, by majority vote, retroactively excuse a Director under circumstances the Board determines to be appropriate. Absences shall be entered into the meeting minutes.

3.8. Special Meetings of the Board. Special meetings of the Board of Directors may be called by or at the request of the Chair, President or any two Directors. The person/s authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

3.9. Notice of Special Meetings of the Board. Notice shall be given to Board members at least (3) three days prior to the meeting, stating the time, place, and reason for the meeting by the method set forth in Section 9.2.

3.10. Quorum and Voting for a Special Meeting of the Board. A majority of the currently seated Directors shall constitute a quorum for a Special Meeting of the Board. Only the matter for which the meeting is called shall be discussed and/or acted upon at the meeting. Once a quorum has been established at a Board meeting, a majority vote of the Directors present shall be an act of the Board, except where noted within these Bylaws.

ARTICLE IV

REMOVAL OF DIRECTORS AND VACANCIES

4.1. Resignation. Any Director may resign from the Board by giving written notice to the Chair, unless the Board has designated another person to receive notice. If the Chair chooses to resign, he or she shall give written notice to another Officer.

4.2. Removal From Board. Any Director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the Board. The Chair or other Officer must notify the Board of a proposal to remove a Director and may call a special meeting for a vote on removal or place the issue on the agenda of a regular Board meeting. The Chair or other Officer must also provide at least seven (7) days advanced written notice of the impending removal to that Director, stating the reason. For removal, the Director must have an opportunity to be heard by the Directors before the effective date of removal. A Director who is removed from the Board in the manner described in this section may not apply for, and may not be seated to any position on the Board for one year from the date of the meeting at which they have been removed.

4.3. Filling of Vacancies. In the event of the death, removal or resignation of a Director, a successor shall be elected to fill the unexpired term by majority vote of the Board at a duly held meeting, provided that the successor meets all the requirements of these Bylaws for eligibility for the seat to which they are being elected.

ARTICLE V

OFFICERS – COMPOSITION AND QUALIFICATIONS

5.1. Composition. The officers of the Corporation shall be the Board Chair, Vice Chair, President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

Other Officer seats may, from time to time, be created by a two-thirds (2/3) vote of the Board. Such seats shall be filed in the manner of Article VII.

5.2. Qualifications. The Officers of the Corporation must be Directors in good standing and remain so during their terms of office or be employees of the Corporation.

ARTICLE VI

POWERS AND DUTIES OF OFFICERS

6.1. Powers of Officers. The powers of Officers shall be as specified in these Bylaws. In addition, prior to the creation of any additional Officer position, the Board shall specify the powers and duties of that position. The Board may specify additional powers, rights, duties and responsibilities for any and all Officers.

6.2. Chair. The Chair determines the time and location of Board meetings, sets the agenda, provides notice of and presides at Board meetings. The Chair shall serve as the primary supervisor of the Corporation's Executive Director.

6.3. Vice Chair. The Vice Chair presides in the absence of the Chair, works with other officers and Directors, and carries out such duties and assignments as may be delegated by the Chair.

6.4. Absence, Inability or Refusal of the Chair to Act. In the event of absence, inability or refusal of the Chair to act, the Vice Chair shall succeed to the power and duties of the Chair during that absence, inability or refusal to act, but only so long as such absence or inability or refusal continues. If the Vice Chair is unable or refuses to act as Chair, the remaining Board members shall choose a Board member to succeed to the power and duties of the Chair during that absence, inability or refusal to act, but only so long as such absence or inability or refusal continues.

6.5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall serve as the chief staff person. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the position of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.6. Treasurer. The Treasurer shall keep accurate accounts of all monies of the Corporation received or disbursed, and shall render to the Board of Directors, whenever required, an account of all transactions and of the financial condition of the Corporation. The Treasurer shall perform such other duties as may be prescribed by the Board or by the President, including the provision, upon request, of full and accurate accounts for deposit of all moneys, securities and other valuable effects in the name of the Corporation in such depositories as designated by the Board, and for disbursements of Corporation funds with proper vouchers or receipts.

6.7. Secretary. Unless the Board designates another person, the Secretary shall keep accurate records of all proceedings of the Board and the Executive Committee, if one is created. The Secretary shall keep records of the names and constituencies of Directors on the Board and their terms of office, and shall also perform such other duties as may from time to time be assigned by the Board or the President. All minutes and records made by the Secretary shall be provided to the designated staff person or to the President for distribution to the Board and archiving.

6.8. Annual Financial Report. The Treasurer shall furnish an annual financial report at the Annual Board Meeting and audit (if an audit is legally required) or at another time, if the Board so specifies.

ARTICLE VII

ELECTION AND SEATING OF OFFICERS

7.1. Election and Term of Office. Officers shall be elected by the Board of Directors, at the Annual Board Meeting. Officers may also be elected to fill a vacancy at any duly held Board meeting. The term of office for each Officer shall be two (2) years, beginning upon the adjournment of the Annual Board Meeting at which they are elected, or until a successor is elected, except as provided for in Article VII 7.5.. Officers may serve consecutive terms. No Officer shall be granted any contractual rights to office.

7.2. Voting Qualifications. All Directors who are currently serving and present at the Annual Board Meeting shall be qualified to vote for Officers. Each Director may vote for one candidate for each Officer position.

7.3. Method of Voting for Election of Officers. If there is only one candidate for an Officer position, that person may be elected by voice vote by a majority of the Board. If there is more than one candidate for an Officer position, voting shall be by a written, anonymous ballot for such position. The candidate receiving the majority shall be elected. In case of a tie vote on such second ballot, the tie shall be broken by a single flip of a coin.

7.4. Seating of Officers. Those candidates elected shall take office immediately upon adjournment of the Annual Board Meeting or of the meeting at which they are elected.

7.5. Removal. Any Officer may be removed, by a majority vote of the Board of Directors for which notice stating such purpose has been given, provided however, that the removal of the Chair requires one vote less than a unanimous vote of the Directors present at any duly held meeting of the Board of Directors, at which a quorum is present. The Officer to be removed shall be given an opportunity to be heard at the Board meeting at which their removal is proposed, prior to the vote to remove.

7.6. Vacancy. If there is a vacancy among the Officers occurring for any reason whatsoever, such vacancy shall be filled by the Board for the unexpired term of that office. The removal of an Officer from an office shall not include removal from the Board, unless so specified in the motion and the process of Article IV is followed.

ARTICLE VIII

CONFLICTS OF INTEREST

8.1. A contract or other transaction between this Corporation and one or, more of its Directors, or between this Corporation and an organization in or of which one or more of this Corporation's Directors are Directors, Officers or legal representatives or have material financial interest, is not void or voidable because the Director or Directors of the other organizations are parties or because the Director or Directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- a. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Corporation at the time it was authorized, approved or ratified; or
- b. The material facts as to the contract or transaction and as to the Director's or Directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- c. A Director does not have a material financial interest in a resolution fixing the compensation of the Director or fixing the compensation of another Director as a Director, officer, employee or agent of the Corporation, even though the first Director is also receiving compensation from the Corporation; and
- d. A Director has a material financial interest in each organization in which the Director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the Directors, or any combination of them have a material financial interest.

ARTICLE IX

GENERAL REQUIREMENTS FOR ALL MEETINGS

9.1. Procedure. Rules as may be established by the Board of Directors for such purpose shall govern meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, law, or any special rules of order the Board may adopt.

9.2. Notice of Meetings. Notice called for under these Bylaws, shall be given by at least one of the following methods. Such notice must be provided at least two (2) weeks prior to the scheduled date of the meeting.

- a. Email or other electronic notification
- b. Sending by United States mail
- c. Personal notice
- d. Overnight carrier

9.3. Waiver of Notice. A Director by attendance or participation in any action taken at any meeting, shall be deemed to have waived their right to notice of such meeting, unless they limit their attendance and participation to objecting to lack of notice for that meeting.

9.4. Actions. A motion properly made and seconded, which after any period given for discussion, and which is approved by the required majority of those entitled to vote for that type of action at the meeting, is an approved action of that body.

9.5. Voting. There shall be no vote by proxy allowed at any meeting of the Board or any committee.

9.6. Meeting and Voting by Electronic Presence. A person serving on the Board or any Committee may participate and vote at a meeting through electronic methods, if such person can communicate on a substantially simultaneous basis with each other person participating in the meeting.

9.7. Authenticated Electronic Communication. Electronic Communication shall include electronic mail, telephone and any other method of communication that assures accurate and prompt delivery of the message.

9.8. Written Action Without a Meeting. The Board of Directors or any Committee may take an action in writing, signed, or consented to by authenticated electronic communication, by the number of members of that body that would be required to take the same action at a meeting of that body at which all of its members were present.

9.9. Notice for Motion by Written Action. Every effort shall be made to provide at least two day's prior notice to a meeting body before taking any written action without a meeting. When an Executive Committee takes such action, all Directors must be notified as soon as reasonably possible of its text and effective date. However, failure to provide the notice does not invalidate the written action.

9.10. Presumption of Assent. A person serving on a Body who is present at a meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless that person's dissent to such action is recorded by the minute taker of that meeting or recorded with the Secretary or presiding officer of the body within five (5) business days after such action is taken. Unless personally delivered to the Secretary or presiding Chair by the dissenting member, such dissent shall be sent by certified U.S. Mail, return receipt requested. The right of dissent shall not apply to a person serving on a Body who voted in favor of such an action.

9.11. Minutes. Minutes of all meetings of a body shall be kept and reported, as appropriate, to the full Board. The Board may modify or waive this requirement for committees and task forces. All approved minutes of meetings shall be made available upon request to members of a Body and Directors.

ARTICLE X

FINANCES, FISCAL YEAR, BOOKS AND RECORDS, FINANCIAL STATEMENTS, BUDGETS AND CONTRIBUTIONS

10.1. Books and Records. The Board shall keep:

- a. Correct and complete books of accounts, and
- b. Minutes of proceedings of meetings of the Board, and committees having any authority derived from the Board.

10.2. Fiscal year. The annual accounting period of the Corporation shall begin on the first day of January and end on the last day of December in each year.

10.3. Any duties, contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected only as authorized by the Board of Directors.

10.4. All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors.

10.5. All contracts checks and orders for the payment, receipt or deposit of money, and access to securities of the Corporation shall be as provided by the Board of Directors.

10.6. The annual budget of estimated income, income expense, and capital expense shall be approved by the Board of Directors.

10.7. Title to all property shall be held in the name of the Corporation.

10.8. Summary Report. A summary report of the financial organization of the Corporation shall be made by the Treasurer at least annually to the Board of Directors, along with an audit, if required by law.

10.9. Examination By Directors. Every Director has the right to examine, in person, by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, the minutes of the Board, the financial statements of the Corporation, and all books and records of the Corporation, and to make copies therefrom at the expense of that Director.

ARTICLE XI

INDEMNIFICATION

11.1. Indemnification of Officers, Directors and Employees. The Corporation shall indemnify each Director, Officer or employee, and the executors, administrators or other legal representatives of any such Director or Officer, and employees of the Corporation as required by Governing Law.

11.2. Other Rights. The foregoing rights of indemnification shall not be exclusive of any other rights to which any Director, officer or employee may be entitled to as a matter of law or which may be lawfully granted to him or her.

11.3. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such a person against such expense liability or loss under the Minnesota Non-Profit Corporation Act, or a successor statute.

ARTICLE XII

AMENDMENT OF BYLAWS

02/18/2025

12.1. Proposed Amendments, Notice, and Adoption. Any Director may propose an amendment to these Bylaws by giving notice thereof to an Officer. The contents of the proposed amendment or a summary shall be included in the notice sent to each Director, or otherwise made available to each Director in advance of the regular or special meeting called for the purpose of considering such amendment. The Board may not vote on the amendment unless such amendment has been proposed and reviewed at the previous regular Board meeting. Revisions to the Bylaws require a two-thirds (2/3) majority vote of the Board.

12.2. Conformance to Law. When the Board has notice that these Bylaws do not conform to the Minnesota Non-Profit Corporations Act, Chapter 317A, or its successor law, the Board shall make reasonable, diligent and prompt efforts to amend these Bylaws to so conform.

The undersigned hereby certifies that these Bylaws were duly adopted by the Board on 02/18/2025.

By: Miigis Gonzalez
Chair of the Board of Directors

William Howes
Secretary of the Corporation

End of these Bylaws

Board Term Record

<u>Board Seat</u>	<u>Date Elected</u>	<u>Terms Ends</u>

Officer Term Record

<u>Officer Seat</u>	<u>Date Elected</u>	<u>Terms Ends</u>