



**NATIONAL INDIAN IMPACTED SCHOOLS
ASSOCIATION**

BYLAWS

October, 2013

**BYLAWS
OF
NATIONAL INDIAN IMPACTED SCHOOLS ASSOCIATION
(A District of Columbia Nonprofit Corporation)
ARTICLE I - MEMBERS**

1. Membership. The corporation shall have two classes of members. Regular members shall be those public school systems which receive impact aid funds due to the presence of Indian land or Federal trust land, are regular members in good standing of the National Association of Federally Impacted Schools (NAFIS), and pay the regular membership dues. No single public school system shall be entitled to more than one regular membership. Subscriber members shall be those public school systems, state departments of education, and other interests individuals and organizations which have an interest in Indian education and pay the associate membership dues.

2. Membership Dues. Regular and subscriber membership dues shall be recommended by the directors and approved by the membership at its annual meeting. Membership dues shall be payable by September 1 of each membership year. All rights and privileges shall become effective upon receipt of membership dues by the treasurer.

3. Rights of Members. Regular members shall be entitled to receive any publications of the corporation, vote on all matters brought before the corporation on the basis of one vote per one paid regular membership, seek election of their representative as an officer of the corporation, and have first call on the resources of the corporation and its staff. Subscriber members may receive newsletters and publications as determined by the corporation and shall receive notice of and be entitled to be heard at meetings of the members of the corporation. Subscriber members may not vote on any matter brought before the corporation and shall have limited call on the resources of the corporation.

4. Membership Year and Record Date. The membership year shall run from September 1 of one calendar year through August 31 of the following calendar year.

5. Meaning of Certain Terms. As used herein in respect of the right to notice of a meeting of members or a waiver thereof or to participate or vote thereat or to consent or dissent, "membership", "memberships", "member" or "members" refer to an outstanding membership or memberships of record and in good standing.

6. Membership Meetings.

a. Time. An annual meeting shall be held on a date fixed by the directors. In fixing the date, the directors shall consider any recommendations of the Planning Committee. A minimum of two additional regular meetings of members shall be held in association with the spring and fall NAFIS conferences. Special meetings shall be held on dates fixed by the directors or by the members for a special meeting called by the members.

b. Place. Annual and special meetings called by the directors shall be held at such place, within or without the District of Columbia, as the Board of Directors may, from time to time, fix. Notwithstanding the foregoing, the state in which each annual meeting shall be held in calendar year 1995 and thereafter shall be determined by the Board of Directors at their annual meeting two years prior to the meeting. In fixing the state of the meeting, the Board of Directors shall consider any recommendations of the Site Selection Committee. Whenever the directors shall fail to fix such place, or whenever the President or members entitled to call or convene a special meeting shall call the same, the meeting shall be held at such place at or near the business address of the President as shall be fixed in the notice.

c. Call. Annual meetings may be called by the directors or by any officer instructed by the directors to call the meeting. Special meetings may be called by the directors, the President, or by no fewer than 10 regular members.

d. Notice or Actual or Constructive Waiver of Notice. Written or printed notice stating the place, day, and hour of each meeting and, in the case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered to each regular member and subscriber member not less than fifty (50) days before the date of such meeting, either personally or by mail, by or at the direction of the President or Secretary or by the other officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address appearing on the records of the, with postage thereon prepaid. The notice of any annual or special meeting shall include, or be accompanied by, any additional statement or information prescribed by the District of Columbia Nonprofit Corporation Act. Whenever any notice is required to be given any member, a waiver thereof in writing signed by each member, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence of a member at a meeting without objecting to the holding thereof shall also be deemed to be a waiver of notice by any such member.

e. Conduct of Meetings. Meetings of the members shall be presided over by one of the following officers in the order of seniority and if present and acting: President, Immediate Past President, President-Elect, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the members. The Secretary of the corporation or in his or her absence a secretary designated by the chairman of the meeting, shall act as secretary of every meeting.

f. Member Representative. Every regular member shall identify one person to represent it in all membership matters. The member may at any time change its representative by notice of the change to the corporation. A member representative may be a full-time employee of the member. No person may represent more than one member.

g. Voting by Proxy or by Mail. No member may vote by proxy or by mail.

h. Inspectors - Appointment. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but

need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each Inspector, if any, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability. The inspectors, if any, shall determine the number of memberships outstanding and the voting power of each, the number of memberships represented at the meeting, and the existence of a quorum, and shall receive notes, ballots, if any, or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, if any, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or of any member, the inspector or inspectors, if any, shall make a report in writing of any challenge, question, or matter determined by him or her to them and execute a certificate of any fact found by him or her or them.

i. Quorum. The members entitled to cast twenty percent of the total number of votes entitled to be cast thereat or twenty (20) votes, whichever is fewer, shall constitute a quorum at a meeting of members for the transaction of any business. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, whereupon any business may be transacted that may have been transacted at the meeting as originally called.

j. Voting. Each regular membership shall entitle the member to cast one vote in all matters which are required or permitted to be submitted to the membership, including the election or appointment of the directors of the corporation. In the election or appointment of directors, a plurality of the votes cast at a meeting at which a quorum is present shall elect. Except as may otherwise be provided by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present shall be necessary for the adoption of any main matter voted upon by the members; provided that the members present at the duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE II - BOARD OF DIRECTORS

1. Functions and Definitions. The affairs of the corporation shall be managed by a Board of Directors. The use of the phrase "full board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. Qualifications. Each director shall be a natural person of full age in good standing. Each director shall be a member representative or alternate during his or her directorship.

3. Number. The Board of Directors shall consist of twelve (12) persons *representing twelve (12) member districts*. Thereafter, the Board of Directors shall consist of the officers of the corporation plus seven (7) at large directors, one of which shall be a school board member. Elections shall be conducted annually at the fall meeting of members: three (3) at large

members shall be elected in odd years and three (3) at large members shall be elected in even years (the year 2000 shall be even). The school board member shall be elected in the even year. The full Board of Directors shall consist of the number of officers of the corporation plus seven (7). The regular term of office of the at large directors shall begin at the conclusion of the annual meeting of members next following their election.

4. Meetings.

a. Time. Meetings shall be held at such time as the Board shall fix, except that regular meetings of the Board shall be held in conjunction with the regular meetings of the members.

b. Place. Meetings shall be held at such place within or without the District of Columbia as shall be fixed by the Board.

c. Call. No call shall be required for regular or special meetings for which the time and place have been fixed. Special meetings may be called by the President or by the majority of the directors.

d. Notice of Actual or Constructive Waiver of Notice. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. The notice of any special meeting shall specify the business to be transacted or the purpose or purposes of the meeting. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting, to the other directors. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting. A director's attendance at any meeting shall constitute a waiver of notice of such a meeting, excepting such attendance at a meeting by such director for the purpose of objection to the transaction of business because the meeting is not lawfully called or convened.

e. Quorum and Action. Except as may otherwise be provided by the Articles of Incorporation and by these Bylaws, a majority of the full Board shall constitute a quorum. Whenever vacancies in the Board shall prevent a quorum from consisting of a majority of the full Board as aforesaid, a quorum shall consist of at least one-third of the full Board. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. Except as otherwise provided by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall constitute the act of the Board.

5. Committees. The President shall appoint the members of the Nominating, Budget,

Planning and Site Selection Committees, and shall appoint the members of such other committees of such size, powers, and duties, as shall from time to time be determined by the Board of Directors.

a. Membership. The President shall designate, except as otherwise provided herein, one member as chairman and shall be a voting member ex officio of each committee. Each member of a committee shall be a representative of a regular member of the corporation/association.

b. Rules of Procedure. A majority of the voting members of any committee may fix its rules of procedure. Unless otherwise specified herein, all action by any committee shall be reported to the Board of Directors at the board meeting next succeeding such action shall be subject to revision, alteration, and approval by the Board of Directors.

c. Nominating Committee. The Nominating Committee shall be announced by the president at least three (3) months prior to the fall regular meeting. It shall notify the Board of Directors and the regular members at least thirty (30) days prior to the meeting of its proposed slate. To the greatest extent possible, the slate shall be representative of the various impact aid interest groups within the membership of the corporation. Efforts shall be made to ensure equity with regards to gender, race, and disability, as well as geographic and regional representation. The notice of the slate shall contain relevant information about each nominee and the school district he or she represents, including his or her work title and responsibilities, district name and location, district ADA, district's federally connected population by number and percent, and district's type of impact aid received.

d. Budget Committee. The Budget Committee shall consist of the president, president elect and the treasurer. The Committee shall prepare and recommend a yearly budget which shall be introduced at the fall meeting and adopted by the members of the corporation/association at the annual meeting which shall occur prior to October 15 each year.

e. Planning Committees. A Planning Committee shall be appointed for each annual meeting no sooner than eighteen months prior to the meeting/conference. The President-Elect of the corporation shall be its chair. The Planning Committee for each annual meeting shall recommend to the Board a registration fee for the meeting/conference. The Planning Committee shall, together with the directors and officers, supervise the annual meeting.

f. Site Selection Committee. The Site Selection Committee shall consist of three persons who shall, in timely fashion, solicit and evaluate proposals for annual meeting sites. The Committee shall recommend a site to the Board of Directors of the corporation and its approval at the annual meeting/conference. Upon approval, proper notice shall be given to the general membership.

6. Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors.

ARTICLE III - OFFICERS

1. Number and Term.
 - a. The officers of the corporation shall consist of a President, President-Elect, Secretary, Treasurer, and Immediate Past President.
 - b. The regular membership shall elect all of the officers, other than President, President elect, Treasurer in the off-year, and the initial officers, at the fall regular membership meeting.
 - c. Only representatives of regular members shall be eligible to be elected and to serve as officers.
 - d. All officers, other than the initial officers, shall take office at the conclusion of the annual meeting next following their election, except that the President elect and President shall take office upon the taking of office of the President and the President-Elect, respectively. All officers shall serve for a term of two years.
 - e. Any two or more offices may be held by the same person, except the offices of President and Secretary.
 - f. Any new offices created by amendment of these Bylaws and any vacancies in offices, other than in the office of Immediate Past President, may be filled by the affirmative vote of a majority of the then remaining directors, although less than a quorum.
 - g. Except as set forth in these Bylaws, each officer shall exercise such duties as customarily inhere in the office.
2. Election.
 - a. Immediately following the report by the Nominating Committee of its slate at the regular fall meeting, further nominations may be made from the floor by regular member representatives. Contested elections shall be conducted by secret written ballot cast during the annual conference. Uncontested elections shall be decided by a single vote cast by the secretary of the meeting in favor of the single nominee.
 - b. The director school board member shall be elected by school board members of NIISA member school districts.
3. Removal. At any meeting of the Board of Directors called for that purpose, any officer may be removed, with cause, by the affirmative vote of a majority of the full board of Directors.
4. President. The President shall be the chief executive and administrative officer of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she shall have general and active supervision over the property, business, and

affairs of the corporation and over its several officers. He or she may sign, execute, and deliver in the name of the corporation powers of attorney, contracts, bonds, and other obligations and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws. He/she shall, with the approval of the Board of Directors, appoint a Budget, Nominating, Personnel, Site Selection, Planning, and such other committees of such size, powers, and duties, as shall from time to time be determined by the Board of Directors.

5. President-Elect. The President-Elect shall perform the duties of the President in his or her absence and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws. He or she shall automatically succeed to the office of President upon the expiration of the term of office of the incumbent.

6. Treasurer. The Treasurer shall, subject to the direction of the President, have general custody of all the funds and securities of the corporation and have general supervision of the collection and disbursement of funds of the corporation. If so directed by the Board of Directors, he or she shall endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation in such bank or banks or depositories as the Board of Directors may designate. He or she shall sign, with the President and/or such other person or persons as may be designated for the purpose by the Board of Directors, all checks, drafts, bills of exchange or promissory notes of the corporation. He or She will present to the Board of Directors and General Membership, the organization's annual tax return and related financial statements for the preceding year at the annual meeting. He or She shall perform such other duties as may be prescribed from time to time by the Board of Directors or the Bylaws. At the expense of the corporation and if so directed by the Board of Directors, he or she and any of the other officers so designated shall give bond for the faithful performance of his, her, or their duties in such sum and with such surety as shall be approved by the Board of Directors.

7. Secretary. The Secretary shall, subject to the direction of the President, keep the minutes of all meetings of the members and of the Board of Directors, and to the extent ordered by the Board of Directors or the President, the minutes of meetings of all committees. He or she shall cause notice to be given of meetings of members, of the Board of Directors, and of any committee. He or she shall have custody of the corporate seal and general charge of the records, documents, and papers of the corporation not pertaining to the performance of the duties vested in other officers, which shall at all reasonable times be open to the examination of any director. He or she may sign or execute contracts with the President thereunto authorized in the name of the corporation and affix the seal of the corporation thereto. He or she shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Bylaws. A copy of all official records of the corporation shall be stored at the NAFIS office.

8. Immediate Past President. The Immediate Past President shall be the last person who shall have completed a term of office as President. He or she shall perform such duties as may be prescribed from time to time by the Board of Directors or these Bylaws.

ARTICLE IV - BOOKS AND RECORDS;

REGISTERED OFFICE AND AGENT

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members of the Board of Directors and of any committee having the authority of the Board of Directors and shall keep at its registered office in the District of Columbia a record of the names and addresses of all members.

The address of the registered office of the corporation and the name of the registered agent of the corporation the address of which shall be the same as that of the registered office, shall be as designated by the Board of Directors.

ARTICLE V - CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

ARTICLE VI - FISCAL YEAR

The fiscal year of the corporation shall be subject to change, by the Board of Directors.

ARTICLE VII - PARLIAMENTARY AUTHORITY

To the extent not inconsistent with the Articles of Incorporation, Bylaws, or special orders of the corporation, meetings shall be conducted in accordance with Robert's Rules of Order (Revised).

ARTICLE VIII - CONTROL OVER BYLAWS

The Initial Bylaws shall be adopted by the directors at their organizational meeting. Thereafter, the power to amend the Bylaws shall be vested in the members acting at a meeting the notice of which shall contain a true and complete copy of the proposed amendment.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Bylaws of NATIONAL INDIAN IMPACTED SCHOOLS ASSOCIATION, a District of Columbia nonprofit corporation, as in effect on the date hereof.

corporation. WITNESS my hand and seat of the

Dated:

Secretary
National Indian Impacted Schools Association