

**BYLAWS
OF
MICHIGAN INDIAN EDUCATION COUNCIL**

Bylaws for the operation of the Council shall be established by a majority vote of the membership attending the annual meeting of the Council. Repeal, modification or adoption of new bylaws may be proposed by any constituent of the council. Bylaws shall conform to the constitution and shall become effective upon establishment or on the date indicated in the Bylaws statement. The Mission of the Michigan Indian Education Council is:

Our entrusted responsibility is to efficiently and effectively address educational and related issues effecting Michigan Indian Country. The mission of the Michigan Indian Education Council is to ensure continuity, collaboration, coordination, networking, and strategic planning by ensuring the incorporation of preservation and promotion of our Native American culture, traditions, languages, history, values, mores and spirituality.

**Article I
Offices**

Section 1. Offices.

The registered office shall be in the City of Lansing, County of Ingham, State of Michigan (hereinafter, the "State"). The organization may also have offices at such other places both within and without the State, as the Board of Directors may from time to time determine or the business of the organization may require.

**Article II
Meeting of Organizational Members**

Section 1. General.

All meetings of the Organization shall be held at such place within or without the State as may be designated from time to time by the Board of Directors.

Section 2. Annual Meetings.

The annual meeting of the members, commencing with the year 1996 shall be held on such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which they shall elect by a plurality vote the Board of Directors, and transact such other business as may properly be brought before the meeting. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each member entitled to vote at such meeting not

less than ten (10) nor more than sixty (60) days before the date of the meeting. The officer who has charge of the membership rolls of the organization shall prepare and make, at least twenty (20) days before every meeting of membership, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member. Such list shall be open to the examination of any member, for any purpose germane to the meeting, The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present. At each annual meeting a full and clear statement of the business and condition of the organization shall be presented.

Section 3 Voting

Each General and Student member is entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote for each membership certificate held by such member. Upon the demand of any member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by a plurality vote; all other questions shall be decided by majority vote, except as otherwise provided by the Articles of incorporation or laws of the State of Michigan.

Section 4. Special Meetings.

Special meetings of the organization, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation (hereinafter, the "Certificate"), may be called by the President and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of members. Such request shall state the purpose or purposes of the proposed meeting. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten (10) or more than sixty (60) days before the date of the meeting, to each member entitled to vote at such meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

Section 5. Quorum.

A majority of the members entitled to vote, shall constitute a quorum at all meetings of the organization for the transaction of business, except as otherwise provided by statute or by the Certificate. If, however, such quorum shall not be present, the members entitled to vote shall have power to adjourn the meeting to a future date at which a quorum shall be present. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. Notice need not be given of the adjourned meeting if the time and place are announced at the

meeting in which the adjournment occurs. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Article III Board of Directors

Section 1. Management and Number.

The property, business and affairs of the organization shall be controlled and managed by a Board of Directors. The number of directors to constitute the first Board of Directors is fourteen (14) and such number may be increased or decreased by future action of the membership. The business of the organization shall be managed by its Board of Directors, which may exercise all such powers of the organization and do all such lawful acts and things as are not by statute or by the Certificate or by these bylaws directed or required to be exercised or done by the membership.

Section 2. Vacancies.

If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his successor shall be duly chosen.

Section 3 Resignation

Any director, member of a committee or other official may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 4 Removal

Any director or directors may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of all membership certificates outstanding and entitled to vote, at a special meeting of the members called for the purpose, and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority of the members entitled to vote

Section 5. Locations.

The Board of Directors of the organization may hold meetings, both regular and special, within the State.

Section 6. First Meeting.

The first meeting of each newly elected Board of Directors was held on

November 27, 1995 at 1350 Kendale Blvd., East Lansing for the purpose of Incorporation and adoption of the organization's Constitution & Bylaws. At such time by the vote of the members of the newly elected directors in order legally to constitute the meeting, a quorum was present.

Section 7. Regular Meetings.

Notification of regular meetings of the Board of Directors must be sent out twenty (20) days prior to meeting and may be held at such places as shall from time to time be determined by the Board of Directors.

Section 8. Special Meetings.

Special meetings of the Board of Directors may be called by the President on twenty four hours notice to each director, either personally or by mail or by telegram, setting forth the time, place and purpose of the meeting. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors.

Section 9. Quorum.

At all meetings of the Board of Directors, a majority of directors shall constitute a quorum for the transaction of business and the action of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute or by the Certificate. If a quorum shall not be present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 10. Action by Consent.

Unless otherwise restricted by the Certificate, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 11. Meetings by Telephone.

Unless otherwise restricted by the Certificate, members of the Board of Directors or of any committee thereof, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting by use of such equipment shall constitute presence in person at such meeting.

Section 12. Committees, Membership, Powers.

The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each

committee to consist of one or more of the directors of the organization. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the organization, and may authorize the seal of the organization to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate; lease or exchange of all or substantially all of the organization's property and assets; amending the bylaws of the organization; or increasing or decreasing the membership of the Board of Directors; and, unless the resolution or the Certificate expressly so provide. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 13. Committees, Minutes.

Each committee shall appoint a secretary of each meeting and keep regular minutes of its meetings and report the same to the Board of Directors.

Section 14. Compensation of Directors.

Unless otherwise restricted by the Certificate, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors and a stated salary as director. No such payment shall be provided to any director who is serving the organization in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Article IV
Notices

Section 1. Notices.

Whenever, under the provisions of the statutes or of the Certificate or of these bylaws, notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or member at their address as it appears on the records of the organization, with postage

thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Waivers.

Whenever any notice is required to be given under the provisions of the statutes or of the Certificate or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Article V Membership

Section 1 Certificates of Membership

Every member of the organization shall be entitled to have a certificate, signed by, or in the name of the organization by a designated officer of the organization certifying his or her membership in the organization. There shall be three classes of membership, general, associate and student, and each holder of the general and student membership shall be entitled to those rights as stated in Article II of these Bylaws. No member shall be entitled to hold more than one membership certificate. General members are members who are members of a recognized tribal group. Associate members are supporters of the MIEC that are not members of a recognized tribal group. Student members are individuals that our matriculating full time in a K-12, University, College, Community College, or Trade school.

Section 2 Lost Certificates

New certificates of membership may be issued in the place of any certificate issued by the organization, that are alleged to have been lost or destroyed.

Section 3 Transfer of Certificates

Membership certificates shall not to be transferable.

Section 4 Membership Record Date

In order that the organization may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date that shall not be more than 60 nor less than 1 day before the day of such meeting, nor more than 60 days prior to any action. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Article VI Officers

Section 1. Designations.

The officers of the organization shall be a President, a Vice President, a Secretary and a Treasurer. The term for the elected officers will be determined by the general assembly.

Section 2. Term Removal.

The officers of the organization shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the membership. Any vacancy occurring in any office of the organization shall be filled by the Board of Directors.

Section 3. Salaries.

The salaries of all officers and agents of the organization shall be fixed by the Board of Directors. Any payments made to an officer of the organization as compensation, salary, commission, bonus, interest, or rent, or in reimbursement of entertainment or travel expense incurred by said officer, shall be, to the greatest extent practical, a deductible expense of the organization for Federal income tax purposes.

Section 4. The President.

The President shall be the chief executive and administrative officer of the organization, shall have general supervision of the business and finances of the organization, shall see that all orders and resolutions of the Board of Directors are carried into effect and shall preside at all meetings of the members and directors. The President may execute all bonds, deeds, mortgages, conveyances, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the organization, or shall be required by law otherwise to be signed or executed. In general, the President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him by the Board of Directors. The Board of Directors may confer like power on any other person or persons, except those that by statute are conferred exclusively on the President.

Section 5. The Vice President.

The Vice President shall perform such duties as shall be assigned to them and shall exercise such powers as may be granted to them by the Board of Directors or by the President of the organization. In the absence of the President, the Vice President, may perform the duties and exercise the powers of the President with the same force and effect as if performed by

the President and shall generally assist the President and shall perform the duties and have the powers prescribed by the Board of Directors from time to time.

Section 6. The Secretary.

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meetings of the organization and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The Secretary shall have custody of the corporate seal of the organization and shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of the organization and to attest the affixing by his signature.

Section 7. The Treasurer.

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization and shall deposit all moneys and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the organization.

**Article VII
Prohibition of Dividends**

Section 1. Prohibition of Dividends.

No part of the net earnings of the organization shall be used for the benefit of, or be distributable, as dividends or in any other manner, to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purpose set forth in the Articles of Incorporation.

Further, upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purpose of the organization in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Service Code of 1954 as the Board of Directors shall determine.

Article VIII General Provisions

Section 1. Dividends and Stock.

The organization shall not issue any capital stock.

Section 2. Reserves.

There may be set aside out of any funds of the organization such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves for working capital, or for such other purpose as the directors shall think conducive to the interest of the organization, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 3. Annual Statement.

The Board of Directors shall present at each annual meeting, and at any special meeting of the members when called for by vote of the members, a full and clear statement of the business and condition of the organization.

Section 4. Checks and Deposits.

All checks or demands for money and notes of the organization shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. All funds of the organization not otherwise employed may be deposited to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

Section 5. Fiscal Year.

The fiscal year of the organization shall be end on August 31 of each year.

Section 6. Seal.

The corporate seal shall have inscribed thereon the name of the organization, the year of incorporation and the words "Corporate Seal, Michigan." The seal may be used by causing it or a facsimile thereof to be

impressed or affixed or reproduced or otherwise.

Article IX Amendments

Section 1. Amendments.

These bylaws may be altered, amended or repealed or new bylaws may be adopted by the members at its annual meeting or at any special meeting of the members if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting.

Article X Indemnification and Insurance

Section 1. Indemnification.

A. The organization shall indemnify to the full extent authorized or permitted by the general organization law of the State, as now in effect or as hereafter amended, any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigate, including an action by or in the right of the organization) by reason of the fact that he is or was a director, officer, employee or agent of the organization or serves or served any other enterprise as such at the request of the organization.

B. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article IX. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Insurance.

The organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee or agent of another organization, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the organization would have the power to indemnify him or her against such liability under the provisions of the general organization law of the State.

Revised March 9, 1996