

Indian Center, Inc. - Constitution & Bylaws

CONSTITUTION OF INDIAN CENTER, INC.

Preamble

We, Indian Center, Inc., in order to provide value to the Native American community by creating and obtaining programs that empower self-sufficiency and positive quality of life standards in individuals and families, do ordain and establish this constitution, dated April 18th, 2024.

ARTICLE I - OFFICES

SECTION 1. Principal Office. The principal office of the corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may require from time to time.

SECTION 2. Corporation. The corporation shall have and continuously maintain in the State of Nebraska a registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - GOVERNING BODY

SECTION 1. General Powers. The policy-making powers of the corporation shall be vested in its Board of Directors who shall, in conjunction with such officers from time to time be fixed by this Constitution and Bylaws, have charge, control and management of the property and affairs of the corporation and have authority to do and perform all acts and functions not inconsistent and have

authority to do and perform all acts and functions with these Bylaws or with any of the provisions of the Articles of Incorporation or with the laws of the State of Nebraska.

SECTION 2. Responsibilities. The Board of Directors shall comply with the statutory responsibilities of the Nebraska Nonprofit Corporation Act. These responsibilities shall include compliance with any contracts entered into by the corporation and its programs, subject to consideration of matters constituting a breach of such contracts.

SECTION 3. Director Composition. The governing body under this constitution and bylaws shall be known as the Board of Directors, and shall be composed of nine (9) directors, to be elected by the board membership, maintaining a majority of Native American members.

The term "Native American" shall mean any person:

- (a) Who is an enrolled member of an Indian tribe that is federally recognized under the Federally Recognized Tribal List Act pursuant to the most recent Federal Register; or
- (b) Who is a registered member of any tribe of Indians recognized as having a trust relationship with the United State Government; or
- (c) Who is a registered member of any tribe of Indians which has as of this date been granted recognition by any of the States of the United States; or
- (d) Who is a child or grandchild of any person who, himself or herself, would have been eligible for board membership in the corporation under the criteria set out in (a), (b), or (c) above and who is recognized by the members of the corporation as a member of the community, provided that no person shall be admitted under section (d) who cannot demonstrate that his or her ancestor is/was one quarter or more Native American Indian blood.

SECTION 4. Officers. The officers of the board of directors shall be the chairperson, the vice-chairperson, the secretary and the treasurer, who shall be selected by the board of directors from its own membership at the next scheduled board meeting after the election of board members. The officers shall serve one-year terms, or until the next regular election.

SECTION 5. Subordinate Officers. The board of directors shall have the authority to appoint subordinate officers and committees.

ARTICLE III- ELECTION of Members of the Board of Directors

SECTION 1. Qualified candidate. Qualified candidates shall be 21 years of age and over, and who reside in an area served by the Indian Center or its programs.

SECTION 2. Candidate Restrictions. No persons convicted of a felony for any offense causing loss to the Indian Center, Inc., or who has served any time in prison as a result of any felony conviction without regard to the nature of the offense shall be eligible to hold any elected office for a period of five (5) years from the date of conviction or the date of release from prison, whichever occurs last.

SECTION 3. Elections. Elections shall be held during the Annual Meeting of the Board of Directors.

SECTION 4. Nominations. Any individual may nominate an individual for the Board of Directors. Nominees are required to meet the candidacy criteria. Nominations must be sent to the Board of Directors via the Indian Center, Inc. Executive Director and be received during the nomination period.

SECTION 5. Nomination Timeline. The nomination timeline shall be as follows:

(a) The nomination period shall be thirty (30) days prior to the set election date and close fifteen (15) days prior to the set election date.

(b) Nominees must formally accept such nomination at least ten (10) days prior the set election date. Nominations not formally accepted by the deadline will be considered withdrawn. Each nominee will submit an acceptance letter which will include the following: (i) A short biography and a statement describing the nominee's interest in and qualifications for serving on the Indian Center, Inc. Board of Directors; (ii) Proof of Age and Residency within areas served by Indian Center programs; (iii) Possess a high school diploma or elder's experience; (iv) Each candidate must be able to pass a background check.

SECTION 6. Ineligibility Rulings. The Board of Directors will keep a record and explanation of each ineligibility ruling.

SECTION 7. Announcement of Election Results. The Board of Directors shall announce the election results at the close of the annual meeting of the Board of Directors on the set election date. Such results shall also be officially posted at the corporation immediately following the election and remain posted for thirty (30) days.

ARTICLE IV - SUSPENSION AND REMOVAL

SECTION 1. Suspension and Expulsion. If a Director is suspected of violating the code of ethics he or she will be given a hearing allowing due process during an executive session of the Board of Directors.

If a Director is found to be guilty of violating the code of ethics by a 2/3 majority vote, the Director can be suspended for up to thirty (30) days or expelled from the Board of Directors.

Such expulsion shall be final.

SECTION 2. Code of Ethics for All Elected or Selected Officials. Gross neglect and improper conduct of Article III, suspension, removal and vacancies from office should be interpreted by the board of directors in accordance with these definitions.

(a) Gross neglect - As evidenced through any or all of the following:

(i) Gross incompetence - Unable or unwilling to perform duties of office.

(ii) Abandonment of office - More than three (3) unexcused absences from regular or special meeting per year.

(b) Improper conduct - Determined by the board of directors.

(i) Converting Indian Center, Inc. property or monies without authorization through omission or misrepresentation of facts.

(ii) Acceptance of employment at the Indian Center, Inc. or its subsidiaries without previous resignation.

(iii) Misuse of office - Unauthorized personal use of Indian Center, Inc. equipment, manpower or materials.

(iv) Public conduct so as to question the integrity of the Indian Center, Inc.

(v) Violation of any section of the Constitution and Bylaws.

(c) Improper conduct - Convictions by legal courts

(i) Conviction of a felony.

(ii) Three misdemeanor convictions within a twelve(12) month period.

ARTICLE V - AMENDMENTS

SECTION 1. Amendment. The Bylaws may be amended by a 2/3 majority vote of the Board of Directors at a special meeting called for that purpose by the Chairperson of the Board or Directors.

SECTION 2. Notice. At least ten (10) days written notice must be given of intention to alter, amend, repeal, or adopt a new Bylaws, subject to approval at the next regular or special meeting of the Board of Directors. Such notice shall contain the text of the proposed amendment.

BYLAWS OF INDIAN CENTER, INC.

ARTICLE I - DUTIES OF DIRECTORS

SECTION 1. Officer Duties. The duties of the officers of the board of directors shall be as follows:

- (a) The Chairperson of the board of directors shall preside at all meetings of the board. S/he shall also be the presiding officer at any public assembly meeting which may be duly called in accordance with the Bylaws. He or she shall, at all times, have general supervision of the affairs of the board of directors
- (b) The Vice-Chairperson shall preside at all meetings of the board of directors in the absence of the chairperson and shall act in all matters pertaining to the office of the chairperson.
- (c) The Secretary shall keep an accurate record of all proceedings of the Board of Directors and furnish copies thereof to the Executive Director and the board of directors. He or she shall be responsible for the prompt and efficient handling of all correspondence pertaining to the business of the board of directors. All official records of the Board of Directors shall be open to inspection during regular business hours.

(d) The Treasurer shall oversee all and securities of the Corporation. The Treasurer shall be responsible for the accuracy and integrity of the financial reports and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

SECTION 2. Subordinate Officers and Committees. The subordinate officers and committees of the board of directors shall perform such duties as the board of directors shall, by resolution from time to time provide.

SECTION 3. Compensation. The Board of Directors shall not receive salaries for their services.

ARTICLE II- MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. Public Meetings. Board of directors meetings shall be open to the public with the exception of all executive sessions.

SECTION 2. Regular Meetings. Regular meetings shall be held the third Wednesday of every other month beginning July 2009.

SECTION 3. Annual Meetings. An annual meeting will be held during the month of September, unless circumstances require otherwise. Should that occur, the Board will establish a revised date no later than the next scheduled meeting. The Board shall establish the time and place for meetings during the balance of the calendar year at the annual meeting, and shall also establish the time and place of the next annual meeting.

SECTION 4. Special Meetings. Special Meetings of the Board of Directors may be called by the Chairperson, or in his/her absence, by the Vice Chairperson, and must be called by him/her upon written request of five (5) Directors.

SECTION 5. Notice. Notice of all regular and special meetings shall be mailed and/or delivered to each Director at least two (2) days prior to the meeting. The notice shall specify the time, date and location of the meeting and the items of business to be discussed. Attendance of a Director at either a regular or special meeting shall constitute a waiver of notice of such a meeting, 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 6. Actions Without a Meeting. Any authorized action required by the Board of Directors or its committees may be taken without a meeting, if so delegated by the Board of Directors.

SECTION 7. Quorum. A quorum for all meetings shall consist of fifty (50) percent of the active directors. In no event shall a quorum consist of less than one-third (1/3) of the number of Directors of the corporation.

SECTION 8. Active Director Defined. The term "Active Director" shall mean any director:

- (a) Not excused from attendance at Board meetings based on an authorized leave from their position as Director of the corporation.

ARTICLE III-VACANCIES

SECTION 1. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. If an appointed Director's term shall be set to expire less than six months from the start of his or her appointment, that Director shall not come due for election until the year following his or her appointment.

SECTION 2. Officer Vacancies. In the event of any vacancy in the position of a board officer, the board of directors shall appoint one of its members to perform the duties of the officer until the annual term ends.

ARTICLE IV-RESPONSIBILITIES

SECTION 1. Terms. Elected Board members shall serve a term of three (3) years, to a maximum of two terms or six (6) years.

SECTION 2. Residency. Directors shall maintain residence within areas served by Indian Center programs throughout the duration of their Directorship.

SECTION 3. Familial Restrictions. No individual shall be nominated or shall serve as a Director if another member of the individual's immediate family is also a Director or paid staff member of the Indian Center, Inc. or its subsidiaries. Members of immediate family include legal or common law spouses, parents, grandparents, siblings, children, or grandchildren including "half" or "step" relationships. Any Director who finds himself/herself in such a situation has the obligation to report the situation to the Chairperson and resign from the Board or Directors. If

resignation is not tendered, the Board of Directors shall remove the board member who is not in compliance with this section.

SECTION 4. Employment Applications. Any Board member who applies for employment at the Indian Center, Inc. or its subsidiaries shall voluntarily excuse themselves from voting during the period of employment application.

SECTION 5. Prior Employees. Any individual nominated or considered for appointment to the Board, if prior to that time were an employee of the Indian Center, Inc. or its subsidiaries, must have terminated his/her employment with the corporation at least ninety (90) days prior to becoming a Director.

SECTION 6. Conflict of Interest. Board members will abstain from voting on issues relating to programs, services or monetary issues from which they are currently receiving services and will not serve on committees relating to programs from which they are currently receiving services. In addition Board members will abstain from voting on issues relating to community organizations of which they are current members.

ARTICLE V - COMMITTEES

SECTION 1. Appointment. All committees and their chairperson (exclusive of the Executive Committee) shall be appointed by the Chairperson of the Board of Directors with the approval of the Board of Directors, and s/he shall specify duties, time of reporting and time of discharge.

SECTION 2. Executive Committee. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary and Treasurer of the Board of Directors.

SECTION 3. Executive Committee Responsibilities. The Executive Committee shall have and exercise the powers of the Board of Directors only to address emergencies that occur in the interim between Board meetings, or to act on issues specifically referred to by the Board of Directors at a regular or special meeting of the Board of Directors. Actions by the Executive Committee shall be reported to the Board of Directors. The Executive Committee shall be responsible for preparing the Agenda for Board meetings.

SECTION 4. Standing Committees. There shall be four (4) standing committees of the Board, in addition to the Executive Committee, and they shall be:

(a) Finance Committee-

Responsibilities: Conduct Annual Financial Meeting every February to establish Annual Budget, Financial Strategic Plan, and the Unrestricted Funds Goal. Oversee/Approve monthly financial report, assist executive staff in creation of annual budget, approve program and grant budgets, oversee audits, develop financial strategic plan (to include projected unrestricted funds goal, annual budget, and grants calendar).

Required personnel: Board Treasurer, Executive Director, Financial Administrator/Financial Administration Agency representative

(b) Operations Committee-

Responsibilities: Monitor daily operations to include events, maintenance, grounds, and operational development. Assist in the development of an Operations Budget with corresponding personnel. Develop Operation Committee report to be given at the Board Meeting.

Required personnel: Board Member, Executive Director, Administrative Coordinator, Development Director, Caretaker

(c) Programs Committee-

Responsibilities: Oversee grant management for Indian Center programs, approve grant reports and perform program evaluations. Oversee recruitment for program instructors, contractors, etc. Develop Programming Committee report to be given at the Board Meeting.

Required personnel: Board Member, Executive Director, Cultural Director, Education Director, Program Directors/Program Representative

(d) Housing Committee-

Responsibilities: Oversee the management of the Indian Center properties related to Indian Center, Inc. housing investments.

Required personnel: Two Board Members, Executive Director

SECTION 5. Standing Committees Responsibilities. The Standing Committees shall have and exercise the powers of the Board of Directors only to address the stated duties of such committee as outlined in Article VI, Section 4 or to act on issues specifically referred to by the Board of Directors at a regular or special meeting of the Board of Directors. Standing Committees shall be composed of Board Members and required personnel as stated above. Actions by the Standing

Committees shall be reported to the Board of Directors at each monthly scheduled meeting. The Standing Committees shall be responsible for meeting at least once between Board meetings.

SECTION 6. Ad-Hoc Committees. In addition to Standing Committees Ad-Hoc committees may be formed and they shall:

- (a) Serve at the will of the Board of Directors;
- (b) Be chaired by a Board Member;
- (c) Perform such work of the board that could not otherwise be completed by a Standing Committee;
- (d) Be comprised of Board Members as well as community members;
- (e) Be disbanded once the needed duties have been performed to the satisfaction of the Board of Directors.

SECTION 7. Ad-Hoc Committees Responsibilities. The Ad-Hoc Committees shall act on issues specifically referred to it by the Board of Directors at a regular or special meeting of the Board of Directors. Actions by the Ad-Hoc Committees shall be reported to the Board of Directors at each monthly scheduled meeting. The Ad-Hoc Committees shall be responsible for meeting at least once between Board meetings until their duties have been performed to the satisfaction of the Board of Directors.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Corporate Authorization. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, Etc. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation in excess of an amount determined or to be determined by the board shall be signed by any two Board Officers or a Board Officer and the Executive Director.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation such as banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Contributions. The Board of Directors may accept on behalf of the corporation any contributions, gifts, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VII - SALARIES AND EXPENDITURES OF INDIAN CENTER, INC. FUNDS

SECTION 1. Approval of Expenditures. The expenditures of funds belonging to the Indian Center, Inc. must first be approved by a majority vote of the Board of Directors at a regular meeting.

SECTION 2. Compensation for Services Rendered. The members of the Board of Directors, officers and committees shall not be paid for services rendered.

ARTICLE VIII - BOOKS AND RECORDS

SECTION 1. Records. The corporation shall keep correct and complete books and records of accounts.

SECTION 2. Minutes. The corporation shall keep minutes of the proceedings of the meetings of the Board of Directors and its committees.

ARTICLE IX - FISCAL YEAR

SECTION 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of each year.

ARTICLE X - OATH

SECTION 1. All Board Members when elected or appointed shall be duly installed and subscribe to an oath of office to support the Bylaws. The oath of office shall be:

I do hereby affirm that I will uphold and support the Constitution and Bylaws of the Indian Center, Inc of Lincoln Nebraska, that I will subscribe to and will carry out the directives and guidelines as established by the Indian Center, Inc. Board of Directors, and that I will always faithfully discharge my duties as a director to the best of my ability.

Such officers may be sworn in by any officer qualified to administer an oath. Officers qualified to administer the oath are as follows:

- (a) The Chairperson;
- (b) The Vice Chairperson;
- (c) Treasurer; and
- (d) Secretary.

ARTICLE XI - AMENDMENTS

SECTION 1. Amendment. These Bylaws may be amended by a 2/3 majority vote of the Board of Directors at a special meeting called for that purpose by the Chairperson of the Board or Directors.

SECTION 2. Notice. At least ten (10) days written notice must be given of intention to alter, amend, repeal, or adopt new Bylaws, subject to approval at the next regular or special meeting of the Board of Directors. Such notice shall contain the text of the proposed amendment.

ARTICLE XII - ADOPTION OF CONSTITUTION AND BYLAWS

This Constitution and Bylaws, when ratified by a majority vote of the Active Directors at a special meeting called for that purpose by the Chairperson of the Board of Directors of the Indian Center, Inc., shall be effective from the date of approval.

CERTIFICATION

This will certify that the foregoing Constitution and Bylaws of the Indian Center, Inc. of Lincoln, Nebraska as amended April, 2024 is a true/correct copy of the same and supersede in their entirety all prior Constitution and Bylaws and all amendments thereto.

Dated this 18th day of April, 2024.

Signed:

S.D. Rupp

Sloan D. Rupp

Chairman- Board of Directors

Indian Center, Inc.