



National Indian Council on Aging

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BYLAWS

Revised on September 18, 2006

ARTICLE 1

Section 1 **Membership.** Members of the National Indian Council on Aging shall be those members elected by the members of the National Indian Council on Aging in Phoenix, Arizona, on June 17, 1976, and any other members, or their successors, approved by the membership, as provided in Article I, Section 6 of these bylaws. There shall be three (3) categories of membership:

- a) **Voting Members** – Voting members shall be those Council members described in Article 1, Section 1. Any Indian who is an enrolled member of an Indian tribe, recognized by the United States Department of the Interior as defined in 25 USC 450b, and who is 55 years of age or older, may become a Voting Member upon payment of biennial dues as prescribed by the Board of Directors.
- b) **Associate Members** – Any non-Indian or Indian individual may become a non-voting Associate Member of the National Indian Council on Aging upon payment of dues as prescribed by the Board of Directors. Associate Members will receive regular periodical publications of the National Indian Council on Aging.
- c) **Organization Associate Members** – Any organization may be admitted to non-voting Organization Associate Member status upon payment of biennial dues as prescribed by the Board of Directors. Organization Associate members will receive regular periodical publications of the National Indian Council on Aging.

Section 2 **Meetings.** There shall be a biennial meeting of the organization, the place and time to be determined by the Board of Directors.

Section 3 **Voting.** Each Voting member is entitled to one vote. Associate Members and Organization Associate members are non-voting members. There shall be no voting by proxy.

Section 4 **Quorum.** A quorum shall consist of 25% of the Voting membership.

Section 5 **Removal.**

Resignation. A member not in default in payment of current dues may at any time file a resignation in writing with the Secretary, and the resignation shall become effective as of the date it was filed.

Expulsion. The council may suspend or expel any member for cause, after a hearing before such manner as the Council may direct or may immediately suspend or drop from membership any member for non-payment of biennial dues.

Reinstatement. A person or organization who has been removed from membership in the National Indian Council on Aging may be reinstated upon payment of biennial dues and approval by the Executive Committee of the Board of Directors.

Section 6 **Special Action.** The Council may authorize the Board of Directors to act upon any matter within its power at any time between regularly scheduled meetings upon request of the Executive Committee, or upon petition stating the matter to be voted upon signed by twenty percent (20%) of the membership of the Council or upon request of the Chairman or the Executive Director. Such Board action shall be reported to the General Council by mail within 30 days.

Section 7 **Membership dues.** The Board of Directors shall establish current membership dues.

Section 8 **Subscription.** All members paying minimum dues shall be entitled to receive the NICOA periodical publications. Non-members may

subscribe to NICOA periodical publications at rates fixed by the Board of Directors.

ARTICLE II

Powers of the Council

Section 1 **Specific Powers of the Council.** Without prejudice to such general powers, it is hereby expressly declared that the Council shall have the following powers, to wit:

- a) To adopt and alter a common seal of the Council.
- b) To purchase or otherwise acquire for the Council any property, rights or privileges that the Council is authorized to acquire.
- c) To authorize the formation of a Board of Directors to manage the affairs of the Council.
- d) The Council may authorize the Board of Directors to carry out such other activities as the Council may deem necessary.

ARTICLE III

Officers

Section 1 **Officers.** The officers of the National Indian Council on Aging, Inc., shall be Chairman, Vice-Chairman, Secretary and Treasurer.

Section 2 **Election of Officers.** The Board shall elect from among its membership a Chairman, Vice-Chairman, Secretary and Treasurer at a Board meeting called for that purpose. The officers shall hold office until their successors are elected. The election of each officer shall be by secret ballot. A candidate for office must receive no less than fifty-one percent (51%) of all votes of those Board members present, provided a quorum is present.

Section 3 **Terms of Office.** Officers shall be elected for two-year terms and shall not serve more than two (2) consecutive terms.

Section 4 **Duties of Officers.**

- a) **Chairman.** The Chairman of the Board shall preside at all meetings of the board or Council; he shall have the power to call all special meetings of the Board or Council for any purpose or purposes; and as Chief Executive Officer of the Council, he shall generally do and perform all acts incident to the office of Chairman that are authorized or required by law. The Chairman shall be an ex officio member of all committees.
- b) **Vice Chairman.** The Vice-Chairman of the Board of the Council shall preside over the meetings of the Board or Council in the absence of the Chairman, and shall perform such other duties as may be authorized by the Chairman, or the Executive Committee from time to time.
- c) **Secretary.** The Secretary shall keep the minutes of the Council's meetings and shall perform all other duties usual to that office.
- d) **Treasurer.** The Treasurer shall perform all duties customary to that office and shall perform other duties as the Council may determine.

Section 5 **Executive Committee.** The officers of the National Indian Council on Aging shall be known as the Executive Committee of the Council. It shall have the authority to approve policy positions or statements on behalf of the Council as well as operational matters when not feasible to convene the full Council or the Board of Directors, and will immediately submit a written report of its action to the Board of Directors.

Section 6 **Removal.** Any officer elected or appointed by the Council may be removed by the Council may be removed at any time for cause by the membership at a meeting of the Council called for that purpose, as provided in Article 1, Section 6 of these Bylaws.

ARTICLE IV
Board of Directors

Section 1 **Number.** The Board of Directors of the National Indian Council on Aging shall consist of thirteen (13) members: one member from each of the twelve (12) federal areas as recognized by the Bureau of Indian Affairs, Department of the Interior; and one member who shall be the presiding Chairman of the national Association of Title VI Grantees.

Section 2 **Terms of Office.** Terms of office for the Board of Directors shall be four years;

- a) Six board member positions are to be elected every two years.
- b) The board member representing the National Association of Title VI grantees will serve a term consistent with the bylaws of that organization but not to exceed four years.

Section 3 **Election of Board Members.** The members of the Board of Directors shall be elected in the following manner:

- a) Caucuses representing each of the twelve (12) federal areas shall elect a Board member from among the Voting membership in their areas. This election shall take place at a meeting of the National Indian Council on Aging called for that purpose.
- b) The Title VI representative to the Board shall be seated as a Board member upon his/her ascendancy to the Chairmanship of the National Association of Title VI Grantees.
- c) In order for a person to be elected to represent one of the twelve (12) federal areas of the Board of Directors, he/she must: (1) be a voting member as described in Article 1 Section 1 (a) of these Bylaws; and (2) reside in the federal area which he/she is to represent; and (3) submit, or have submitted, the official nomination form(s), as required by the presiding Executive Committee of the Board. This nomination form(s) must be received by the National Indian Council on Aging no later than thirty (30) calendar days prior to the Council meeting which has been called for the purpose of conducting elections.
- d) The four principal officers of the Board of Directors shall be elected as provided in Article III, Section 2 of these Bylaws.

- e) Newly elected board members shall assume their duties at the first regularly scheduled Board of Directors meeting.

Section 4 **Quorum.** A quorum of the Board of Directors shall consist of majority of the Directors then in office.

Section 5 **Meetings.** Regular meetings of the Board of Directors may be held on five days' notice, unless waived, at such times and places as shall be determined from time to time by the Board of Directors. The notice shall be sent to the members by mail, by telephone, or by telegram.

Section 6 **Special Meetings.** The Chairman of the Board of Directors may, or at the request of a majority of the Board of Directors, call a special meeting of the Board of Directors on five days' notice, unless waived. Notice of such meeting is to be given in person or by mail, or by telephone or telegram, and shall in all respect be valid and equivalent to notice thereof.

Section 7 **General Powers of Directors.**

- a) The affairs of the Council shall be managed by the Board of Directors.
- b) In the exercise of these affairs, the Board may, by resolution adopted by a majority of the Directors in office, designate and appoint one or more committees, to the extent provided in said resolution, which shall have and exercise the authority of the Board of Directors in the management of the corporation.
- c) The Board shall determine who shall be authorized on the Council's behalf to make and sign bills, notes, acceptances, endorsements, checks, releases, receipts, contracts, and other instruments.
- d) The Council shall determine the project which shall be carried out by the Board of Directors during the ensuing fiscal or program year, and from time to time, as circumstances may require.

Section 8 **Vacancies.** Vacancies occurring in the membership of the Board of Directors, from whatever cause arising, may be filled by the Directors as provided in Article 1, Section 6 of these Bylaws.

ARTICLE V Miscellaneous Provisions

Section 1 **Fiscal Year.** The fiscal year of the Council shall end on the 30th of June each year.

Section 2 **Audit.** The NICOA Board of Directors shall cause the records and the books of account of the corporation to be audited at least once in each calendar year and at such other times as it may deem necessary or appropriate.

Section 3 **Notices.** Whenever notices are required by these Bylaws to be given, such notice shall be deemed sufficient if given by depositing the same in any Post office mail deposit box in a sealed postage paid wrapper, addressed to the person entitled thereto at his last known Post Office address with seven (7) days' notice and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these Bylaws may be waived by the person entitled thereto.

ARTICLE VI Amendments

Section 1 **Amendments.** These Bylaws may be amended at a Council Meeting by a vote of a majority of the Council Members present, provided that the notice of the meeting for voting on the proposed amendments shall be given in writing thirty (30) calendar days prior to the date of such meeting, and that the proposed written amendment be mailed with the above notice.