

**AMENDED BYLAWS  
OF THE  
MINNESOTA NATIVE AMERICAN BAR ASSOCIATION**

**ARTICLE I  
NAME**

The name of the organization is the Minnesota Native American Bar Association (“Association”).

**ARTICLE II  
OFFICES**

The principal office of the Association in the state of Minnesota shall be in the city of Minneapolis, Hennepin County. The Association may have other offices as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the state of Minnesota a registered office and a registered agent whose office is identical to the registered office as required by the Minnesota Nonprofit Association Act, Minn. Stat. ch. 317A. The registered office need not be the same as the principal place of business in the state and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III  
MEMBERS**

Section 1. Classes of Members. The Association shall have four (4) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) Regular Members and Qualifications.

Each class of regular members shall consist of all persons who are (1) enrolled members/citizens of any federally or state-recognized Tribal Nation, including American Indians, Alaska Natives, and First Nations; (2) persons with ancestry from the original Native Hawaiian families as verified by the Office of Hawaiian Affairs (e.g., with documentation showing that the applicant is eligible for enrollment in any federally recognized Tribal Nation, including American Indians, Alaska Natives, and First Nations, or eligible for registration with the Office of Hawaiian Affairs); (3) descendants of a Tribal Nation who are recognized by their community; or (4) other Indigenous persons as reviewed and determined by the Board of Directors for regular membership. For all categories above, regular members are members who have been admitted to any state bar as a licensed attorney and maintain good standing in an active or inactive status. Regular members shall pay dues and shall be eligible to vote and hold office or directorship in the Association and shall have all other rights, privileges, and duties attendant to membership.

(b) Associate Members and Qualifications.

Each member of the class of Associate members shall be (1) enrolled members/citizens of any federally or state-recognized Tribal Nation, including American Indians, Alaska Natives, and First Nations; (2) persons with ancestry from the original Native Hawaiian families as verified by the Office of Hawaiian Affairs (e.g., with documentation showing that the applicant is eligible for enrollment in any federally recognized Tribal Nation, including American Indians, Alaska Natives, and First Nations, or eligible for registration with the Office of Hawaiian Affairs); (3) descendants of a Tribal Nation who are recognized by their community; or (4) other Indigenous persons as reviewed and determined by the Board of Directors for associate membership.

For all categories above, Associate members are also defined as legal professionals who are not regular members as they are not admitted to any state bar. This includes law students, JD graduates prior to admittance to any state bar, and those Tribal Court advocates, prosecutors, or judicial officers not admitted to any state bar. Associate members shall pay dues, but shall not vote, hold office, or serve as a director of the Association, except as provided in Article V. section 2. Law students are exempt from paying dues, and shall not vote, hold office or serve as a director of the Association, except as provided in Article IV. Section 2. Associate members shall have all other rights, privileges, and duties attendant to membership in the organization.

(c) Special Members and Qualifications.

Each member of the class of Special members shall be those members not eligible for regular or associate membership who are licensed by any state bar in good standing, are JD graduates not admitted to any state bar, or are law students and are interested in the law directly relating to Tribal Nations. Special members shall pay dues as provided in Article XI, section 1, but shall not vote, hold office, or serve as a director of the Association. Special members shall have all other rights, privileges, and duties attendant to membership in the Association.

(d) Honorary Members and Qualifications.

Honorary members may from time to time be selected by the Board of Directors in a manner provided by the members of the Board of Directors. Honorary members shall not pay dues, vote, hold office or serve as a director in the Association. The honorary member status may be withdrawn by the Board of Directors pursuant to Section 3.

Section 2. Application for Membership. Each member shall, as a condition of membership in the Association, complete an application for membership and pay annual dues to the Association.

Section 3. Termination of Membership.

(a) The Board of Directors by affirmative vote of two-thirds may terminate or suspend a member for cause, including grounds of professional misconduct, lack of adherence to the Association's values, or other appropriate determination, after a duly noticed meeting and opportunity to be heard by the member; or

(b) the regular members, by a majority vote of the regular members then present at a regular or special meeting of the Association, may terminate or suspend a member for cause, including grounds of professional misconduct, lack of adherence to the Association's values, or other appropriate determination, after a duly noticed meeting and opportunity to be heard by the member.

(c) If any previous member of the Association, of dues paying category, has not renewed their membership by making timely payment of any arrears and/or the appropriate dues for the upcoming membership year as provided in Article XI, section 1, for a period encompassing two consecutive annual meetings of the Association, as convened according to Article IV, section 1, then the Secretary for the Association is empowered to summarily terminate the membership of the individual.

(d) Any member who becomes ineligible for the membership category for which they applied is automatically terminated from that membership status and must reapply for any new appropriate membership category.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relive the member so resigning of the obligation to pay any dues, assessments or other charges accrued or unpaid.

Section 5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds, reinstate such former member to membership upon such terms as the Board of Directors deems appropriate.

## **ARTICLE IV MEETINGS OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the members shall be held in the month of September in each year at a time to be designated by the first Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Minnesota, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Minnesota; but if the members shall meet at any time and place, either within or without the State of Minnesota, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. The Board of Directors shall

make its best efforts to ensure that all meetings are accessible to members virtually, either instead of or in addition to any in-person meeting that may occur.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or by email, to each member entitled to vote at such meeting, not less than five (5) nor more than fifty days before the day of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at her/his address as it appears on the records of the Association, with postage thereon prepaid.

Members are encouraged to request from the President, or the Secretary, or the officers or persons calling the meeting any reasonable accommodations that will enable their full attendance and participation in any meetings.

Section 5. Quorum. A minimum of 10 percent of all regular members constitutes a quorum at the annual meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice.

## **ARTICLE V BOARD OF DIRECTORS**

### Section 1. General Powers.

(a) The Board of Directors shall manage, control and administer the business and affairs of the Association, and shall determine its policies, all subject to and in accordance with the Articles and Bylaws;

(b) Regular and routine expenditures of less than \$500.00 incurred in the regular course of the Association's business may be made by the Treasurer in the discharge of that person's duties. Special expenditures of \$500.00 or less, including but not limited to honorariums, gifts, or donations, may be made pursuant to a unanimous vote of the Executive Committee. All expenditures and appropriation of funds of the Association in excess of \$500.00 shall be made by the Board of Directors upon a majority vote;

(c) At least every other year, the Board of Directors shall audit the accounts of the Treasurer, including all bank balances; and

(d) (i) The Board of Directors may establish such committees for such purposes and length of time as the Board of Directors deems necessary to conduct the business of the Association. In establishing such committees, the Board of Directors will

specify the scope of authority and areas of responsibility to be assigned to such committees;

(ii) Any member of the Association, regardless of membership class, may volunteer to serve upon any of the committees established by the Board of Directors, and every member of a particular committee, regardless of Association membership class, may vote on matters raised within the committee for which the member volunteers. Each committee established by the Board of Directors shall have a chairperson chosen by the Board of Directors from among those members of the Association, regardless of membership class, who have volunteered to serve on a particular committee. Once chosen, the chairperson of any committee may be removed in the best interests of the Association pursuant to a 2/3 vote of the members of the Board of Directors then present at regular or special meeting;

(iii) Committees shall conduct their work consistent with the purpose and responsibility of the committee as has been defined by the Board of Directors. Unless specifically authorized by the Board of Directors, no committee may in pursuit of its assigned tasks take any binding action on behalf of the Association, but the committee must report back with a final recommendation for action to the Board of Directors who will then consider the recommendation and take whatever action the Board of Directors deems appropriate.

Section 2. Number, Tenure and Qualifications. There shall be eleven (11) Directors. Ten (10) Directors shall be elected from and by the regular membership; these Directors will serve two (2) year terms. Five (5) of these ten (10) Directors shall be elected in even-numbered years; the other five (5) shall be elected in odd-numbered years. The final Director will be elected annually from and by the Associate Membership and will serve a one (1) year term. No person shall serve as a director of the Association unless that person is of good moral character. All eleven Directors are eligible to vote on matters before the Board of Directors.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them; the Board should make all efforts to ensure Directors can also participate in any such meetings virtually.

Section 4. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each Director at her/his address or email address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a Director at any meeting—either in person or virtual—shall constitute a waiver of notice of such 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. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; unless specified otherwise in these bylaws or otherwise required by law. But if less than a quorum is present at a meeting, a majority of the Directors then present may adjourn the meeting. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of some of the Directors originally present when a quorum was established may leave less than the proportion or number of Directors otherwise required for a quorum.

Section 6. Manner of Acting. Provided that a quorum is present as outlined in Section 5 of this Article, the act of a majority of the Directors and at least one officer then present at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, even if the remaining directors constitute less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

Section 8. Compensation. Directors shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

Section 9. Indemnification of Directors and Officers. Each director and officer of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which the director or officer has become subject by reason of serving or having served as such director or officer, by reason of any action alleged to have been taken, omitted or neglected by the director or officer; and the Association shall reimburse each such person for all legal expenses reasonably incurred by the director or officer in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of the director or officer's own misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed her/his actual, reasonable and necessary expenses incurred in connection with the matter and such additional amount as may be fixed by a committee of not less than two (2) nor more than five (5) persons selected by the board of directors, who shall not be officers or directors of the Association

and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed or binding on the indemnified officer or director.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Association may otherwise be entitled by law. Indemnification shall only be provided to the extent permitted by any applicable law.

## **ARTICLE VI OFFICERS**

Section 1. Officers. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. No two offices may be held by the same person.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting. Each officer shall hold office until the successor shall have been duly elected.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Removal of any officer elected or appointed shall require an affirmative vote of seven (7) members of the Board of Directors.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term until an election is held for the office. The President shall declare the office vacant and shall cause a written notice of the vacancy to be sent to the membership of the Association within thirty (30) days. If the office of President becomes vacant, the Vice-President shall succeed to the office and the office of Vice-President shall be declared vacant within thirty (30) days.

Section 5. President. The President shall:

- (a) be the principal executive officer of the Association;
- (b) supervise and control all the business and affairs of the Association;
- (c) preside at all meetings of the members and the Board of Directors;
- (d) sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, 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 or by statute to some other officer or agent of the Association; and
- (e) perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall:

- (a) perform the duties of the President, and when so acting, have all the powers of and be subject to all the restrictions upon the President; and
- (b) perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall:

- (a) keep the minutes of the meetings of the members and of the Board of Directors in locations outlined in Article IX for that purpose by the Association for a minimum of six (6) years in accordance with Minn. Stat. §317(A).461 subd.1;
- (b) see that notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be the custodian of corporate records of the Association;
- (d) keep a register of the post-office address of each member which shall be furnished to the Secretary;
- (e) shall take all action necessary to maintain the good standing of the Association before the Minnesota Secretary of State; and
- (f) other such ad-hoc duties as may from time to time be specified by majority vote of the Board of Directors.

Section 8. Treasurer. The Treasurer shall:

- (a) have charge and custody of and be responsible for moneys due and payable to the Association from any source whatsoever;
- (b) deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws;
- (c) keep full and accurate accounts of receipts and disbursements in locations belonging to the Association;
- (d) provide a yearly report at the annual meeting of the members; and
- (e) perform all the duties incident to the office of Secretary/treasurer, as well as other such ad-hoc duties as may from time to time be specified by majority vote of the Board of Directors.

The Treasurer shall not be required to obtain and give a surety bond for the faithful discharge of said duties unless required by a duly enacted resolution of the Board of Directors.

## **ARTICLE VII EXECUTIVE COMMITTEE**

Executive Committee. The general executive committee for the Association and the Board of Directors shall be comprised of the President, Vice-President, Secretary and Treasurer, The President shall act as chair of the executive committee; in the absence of the President, the Vice-



President shall act as chair of the executive committee. The executive committee is empowered to act so long as at least three of the four officers identified herein (President, Vice-President, Secretary or Treasurer) are then present. The officers specified herein shall serve on the executive committee for that period of time commensurate with their terms of service for the officer position to which they have been elected. Unless otherwise specifically limited by resolution of the Board of Directors, the executive committee shall possess all necessary and incidental powers and authority to conduct the immediate oversight and management of the affairs of the Association on a day-to-day basis during the interim periods between regular or special meetings of the members and/or the Board of Directors. However, the executive committee may not under any circumstances authorize the expenditure of Association funds or assets in excess of \$500.00 without first obtaining prior approval from the Board of Directors.

## **ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money notes or other evidence of indebtedness issued in the name of the Association, shall be signed by the Treasurer of the Association. If the Treasurer is unavailable to sign or otherwise provide payment, the Board of Directors may provide specific approval for another officer to do so.

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

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## **ARTICLE IX BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account. The Association shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. The Association shall keep at its registered or principal office or by electronic means a record giving the names and address of the members entitled to vote. All books and records, whether in electronic form or not, of the Association may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

The Board of Directors shall present at each annual meeting, a full, true, and clear report of the business of the Association for the period reported on, and its condition as of the date of the report. Each such report shall disclose in detail the financial condition of the Association and the income and expenses of the Association for the period of the report. Such financial information may be given by means of balance sheets prepared from and in accordance with the books of the account of the Association.

## **ARTICLE X FISCAL YEAR**

The fiscal year of the Association shall begin on September 1 and end on August 31.

## **ARTICLE XI DUES**

Section 1. Annual Dues. The Board of Directors may determine the annual dues payable for the next fiscal year for members of each class: (a) Individual Regular Members; (b) Individual Associate Members; and (c) Individual Special Members. Law students and honorary members are exempt from paying dues. In individual cases of demonstrated financial hardship, the annual fee amounts set forth above may be reduced or waived upon a case-by-case basis by the Board of Directors. The Board of Directors may develop criteria necessary to support a reduction or waiver of Annual Dues.

Section 2. Payment of Dues. Dues shall be payable at the annual meeting.

Section 3. Default and Termination of Membership. When any member of any class fails to pay annual dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues become payable, or otherwise fails to obtain a reduction or waiver of the annual dues, their membership shall thereupon be terminated.

## **ARTICLE XII AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and revised Bylaws may be adopted by a majority of the voting members at a regular or special meeting of those members eligible to vote.

## **ARTICLE XIII REFERENCES TO ALL PERSONS**

Wherever a gender reference may be made throughout these Bylaws, such reference shall in all cases be construed to include all persons.

Dated:

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Secretary