



# AISES BYLAWS

Updates in 2023 Approved by AISES Board of Directors on 8/80/23 and the AISES membership on 11/3/23. (12/5/23 AW)

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## **ARTICLE I - NAME AND PURPOSE**

### **Section 1 - Name**

The name of this corporation is American Indian Science and Engineering Society, hereafter referred to as AISES.

### **Section 2 - Purpose**

AISES is organized exclusively for charitable and educational purposes as described under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) including but not limited to:

- A. Providing an organization for American Indian engineers, scientists, and technologists which will promote unity and cooperation and will provide a basis from which efforts may be made toward the advancement of the American Indian people, including substantially increasing the number of engineers, scientists, and technologists of American Indian descent.
- B. Providing better communication among American Indian science, engineering, and technology students, and between the students and the American Indian people and the public.
- C. Providing a basis for the development of professionalism among the American Indian science, engineering, and technology students and members of AISES.
- D. Providing assistance to American Indian science, engineering, and technology students including but not limited to:
  - 1. Financial assistance during the academic year and summer.
  - 2. Educational opportunities such as curriculum development, research, publication, career counseling, and distribution of educational materials, and educational film production.
  - 3. Mentorship.
- E. Providing a forum for the exploration of scientific, engineering, and technology problems relating to American Indian people and their lands.
- F. Promoting the interest of American Indians to pursue careers as engineers, scientists, and technologists.
- G. Participating in any grant, program, benefits, or services available under state or local law from any other person or organization or agency.
- H. The establishment of cooperative efforts with other scientific, engineering, and technology organizations which are concerned with the under representation of minorities in the scientific, engineering, and technology fields.

## **ARTICLE II - MEMBERSHIP**

### **Section 1 - Definitions**

- A. "American Indian" shall mean a person who is a member of any of the indigenous peoples of North America and the Pacific Islands.
- B. A member in good standing is defined to be "1) dues current if applicable, 2) contact information

current, 3) not currently subject of any disciplinary action by AISES or AISES Chapter.

C. Engineering and Science is defined to include all STEM Fields including:

- Engineering degrees/disciplines
- Scientific degrees/disciplines
- Math degrees/disciplines
- Medical degrees/disciplines
- Health Care degrees/disciplines
- Coding and computer science degrees/disciplines

D. Quorum shall be defined as:

1. A quorum of the Board of Directors in regular or special meetings shall be one more than half of the total members of the Board.

2. A quorum for action on business presented on the annual meeting of the AISES membership agenda shall be twenty (20) General and Associate Members or 20 percent of the entire current General and Associate Membership, whichever is smaller, whether the vote is held in-person or conducted electronically.

## **Section 2 - Individual Memberships**

There shall be two categories of individual memberships:

- A. General Membership shall be open, upon application to AISES, to any American Indian (as determined above) with a bachelor's or advanced degree in science, technology, engineering, or math; an associate degree in science, technology, engineering, or math; or with scientific, technological, engineering, or mathematic work experience.
- B. Associate Membership shall be open to any American Indian (as determined above) enrolled in any accredited college or university offering science, technology, engineering, or math curriculum; or any scientists, professionals working in any technological field, engineers, or other interested persons who are not qualified as General Members, upon application to AISES. Associate Membership shall be open to any interested individual who does not qualify for General Membership.
- C. Membership, either General or Associate, shall not be transferable or assignable.
- D. Each General Member and Associate Member shall be entitled to one vote on each matter submitted to a vote of the General and Associate Membership.
- E. Any member, either General or Associate, may resign by filing a written resignation with the Individual Membership Department.

Disciplinary Action: A member may be suspended or expelled from AISES for cause by:

1. A 2/3 vote of a quorum of the General and Associate Membership acting on a petition motion signed by at least five (5) members in good standing.
2. A majority vote of the Board of Directors. Before any action for suspension or expulsion is taken in this matter, such member shall be given a written statement of the charges at least 30 days prior to the General meeting or Board meeting before which the member is to appear and shall be given an opportunity to answer all charges at the designated meeting. The decision of the Board of Directors is subject to appeal at a meeting of the General and Associate Membership.

3. Authority of the President to suspend a member's involvement with all AISES activities should an issue of contravention of AISES Code of Conduct or Safe Camp Agreement occur. The suspension shall not be greater than 30 days pending board review and action in accordance with 1 or 2 above.

4. The Board of Directors has the authority to impose a monetary fine on a General or Associate member or an AISES College, Professional, or Tribal Chapter for any costs or damages caused by the actions of one of its members. The member or chapter shall be given a written statement of the charges at least 30 days prior to the board meeting which will discuss the charges and determine action and shall be given an opportunity to answer all charges at the designated meeting. The decision of the Board of Directors is subject to appeal at a membership meeting. The Board has the authority to pursue legal action to resolve part or all of the levied fine if it is deemed necessary by a majority vote of the Board of Directors.

5. Cause for suspension, expulsion, and imposition of fines includes (but is not limited to) violations of the AISES Code of Conduct or any other internal laws or rules governing AISES.

## **ARTICLE III - BOARD OF DIRECTORS**

### **Section 1 – Number and Membership Make-up of Board of Directors**

- A. The number of voting Board of Directors shall be no less than seven (7) and no more than twelve (12). Two elected Board of Directors may be from the Associate membership of AISES, the remainder of the seats will be filled with General Members of AISES.

### **Section 2 – Election of the Board of Directors**

- A. The members of the Board of Directors shall be elected by the General and Associate Membership of AISES via electronic ballot, or via confidential paper ballot delivered to AISES Headquarters.
- B. Prior to each election, the Board of Directors will set the number of elective Board seats necessary to effectively fulfill Board duties for the next year. There must be one additional candidate nominated over the total number of vacancies. In the case there is not at least one more candidate than vacancies, AISES will not be able to fill all Board seat vacancies and will fill one less seat with an eligible candidate (see voting section below).

### **Section 3 – Appointment of Board of Directors**

- A. Should a gap in expertise and skill sets on the AISES Board of Directors be identified by the Directors, the Board shall appoint Board member(s) to fulfill that need. Given the intricate nature of AISES operations, it is necessary to appoint a Board member(s) whom have the appropriate knowledge, skills, and experience in professional areas that best compliments the talents of the current Board makeup and needs of the organization. While most of the membership is predominately made up of STEM professionals and students studying STEM, AISES may require Board members with specialized skills that are non-STEM related profession (s). The needs facing AISES may change from year to year and AISES will be prepared with a hybrid Board of Directors consisting of STEM and non-STEM professionals. If these needs and/or gaps are not addressed, AISES may not benefit from the business, tribal connections, and mission related attributes needed to ensure its success and growth.
- B. The Board of Directors shall decide on an as needed basis whether there will be 1) no appointments or 2) up to a maximum of four (4) appointments based on the election cadence.

The need for appointed Board members may change every year.

- C. Any Board member can recommend a General or Associate Member of AISES that has the appropriate knowledge, skills, and experience to fill a specific need and/or gap in the attributes identified by the Board. The Executive Committee and Governance Committee shall evaluate all candidates and determine which candidate (s) will be put forth to a vote with the specified skill sets needed at the time of the appointments. The Board of Directors will vote at a Board meeting and the recommended candidate(s) with the majority of vote (s) will be presented as a slate to the AISES membership. Presentation of the slate may or may not align with the annual Board of Directors nomination and es.
- D. Appointed Board member(s) would be subjected to the same obligations as elected Board member (s) and may not serve as an officer of the Board.
- E. The number of appointed Board members shall not exceed four (4) at any given time unless an appointment was made due to a vacancy (See Section 8 regarding vacancies).

#### **Section 4 – Nominations Process**

- A. The Governance Committee shall call for nominations no earlier than May 1. The call for nominations will be sent out to all AISES members via e-mail and posted on the AISES website. Any Associate or General member in good standing may nominate fellow members in good standing to the Board of Directors. Self-nomination is also acceptable. Each nomination to the Board of Directors shall be accompanied by two endorsements by members in good standing. The information in the AISES Membership Database at the time of nomination will be used to define membership status.
- B. Nominations to fill AISES Board of Directors open seat(s) will be submitted through an online form available on the AISES website. **Nomination packets submitted via other methods, such as mail, or email will not be accepted.** No later than August 1, the Governance Committee Chair will verify the completed nomination packets and communicate with the AISES staff to prepare ballots for a vote of the AISES Membership. For AISES members who do not have an e-mail address, AISES staff will send out a notification of the election via mail. If a member is unable to vote electronically, they can request a ballot by contacting AISES for a ballot which can be returned by U.S. Mail or Canadian Post (contact information will be in the notification). All ballots must be postmarked, or electronically submitted by September 1, or as otherwise directed by the Governance Committee. The nomination packets and ballots will be available to members on the AISES website.

#### **Section 5 – Election Voting and Notification Process**

- A. To be eligible to vote in AISES elections, individuals must be a member in good standing as confirmed by AISES staff utilizing the AISES Membership Database. Each voting member is allowed to cast one vote for each open elected Board position. A member may only cast one vote for each nominated Board member, i.e., a member may not cast multiple votes for a nominated Board member.
- B. At the completion of the voting period, the AISES VP IT will retrieve the vote tabulations from the confidential AISES website platform. The VP, IT shares the vote tabulation with the President, and they send a message to the Governance Committee within ten working days. The communication will identify the candidates who received the largest number of votes for the open Board seats. Should a tie occur, the General and Associate Membership of AISES shall resolve the tie by confidential ballot vote at the next General meeting of the AISES Membership.
- C. The Board nominees receiving the most votes will be elected to the open Board of Directors

positions. Once the election is certified by the Governance Committee Chair, the elected nominees will be contacted by the President on or before October 1 to share the outcome of the election. All nominated and/or write-in candidates shall have agreed, in advance, to serve if elected. The election winners will remain confidential to the AISES Board and Staff until notification and acceptance occurs. Should an elected nominee not be able to accept the nomination, the recipient who received the next highest number of votes will be offered the position.

### **Section 6 – Board of Director Terms**

- A. Board members' terms are three years. Members shall not be eligible for election to the Board for more than two consecutive terms (i.e., 6 years). AISES will endeavor to stagger Board Terms to avoid loss of institutional knowledge and allow smooth board functioning. The elected candidates shall be installed, and their terms of office shall commence at the next winter Board of Directors meeting.

### **Section 7 – National Student Representatives and the AISES Board of Directors**

- A. Four students shall be selected by the AISES Student Chapters to be seated as Advisory, nonvoting members on the AISES Board of Directors and will be known as the National Student Representatives.
- B. Eligible candidates must be an AISES Student Member in good standing and in school (either undergraduate or Graduate) through the spring semester of their final two-year term.
- C. The Managing Director, Engagement and Advocacy is authorized to determine other qualifications for the National Student Representatives.
- D. The National Student Representatives shall have staggered two-year terms.
- E. If a vacancy occurs, the Managing Director, Engagement and Advocacy is authorized to select a replacement to fill the vacancy until the next meeting of the AISES Student Members.

### **Section 8 - Board of Director Officers**

- A. Four (4) Directors from the General Membership shall be officers elected by the Board of Directors to serve as the Chair, Vice Chair, Secretary, and Treasurer.
- B. All Officers shall serve two-year terms unless removed from that office for cause, or if removed from the membership of AISES for reasons stated in these Bylaws or if the Officer resigns the position due to inability to satisfactorily perform the duties of said position or if the Officer resigns the position to pursue another Officer position.
- C. Board Members shall not be eligible for election to more than one office during the two-year term as an officer.
- D. An officer of AISES Board of Directors shall not serve as an officer on any other corporation or enterprise that is operated wholly or partially by AISES. They may serve as a Board member on one other AISES corporation or enterprise that is operated wholly or partially by AISES. The Chair of AISES Board of Directors, may serve as a member of the Board of any AISES corporation or enterprise as an ex-officio member only and shall not serve as an officer on that Board.

### **Section 9 - Duties and Powers**

- A. The affairs of AISES shall be managed by its Board of Directors. Directors need not be residents of the

State of Oklahoma, and they must come from AISES Membership.

- B. The Board of Directors shall meet at the time of the General and Associate Membership.
- C. All meetings of the Board of Directors shall be open to the General and Associate Membership, except for special sessions which contain agenda items that, in the best interest of AISES, should be acted on by the Board and Executive officers only.
- D. Any Director may be removed and relieved of duties for cause after an appropriate hearing, by a vote of 2/3 of the Board membership present, if a quorum exists. Any Director who is the subject of a removal proceeding will be excused of duties pending the outcome of the vote.
- E. All Directors shall serve until the commencement of the term of their successor.
- F. Chair shall give notice of any special meeting of the Board of Directors at least twenty (20) days previous thereto by written notice delivered personally or sent by mail or any electronic means to each Director's address as shown by AISES records. If notice is given by email, such notice shall be deemed to be delivered when the email is delivered to the sender's server. If notice is given by fax, such notice shall be deemed to be delivered when the fax acknowledges a send receipt. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Or a meeting of the Board of Directors may be called as needed upon presentation to the Chair by the majority of Board members. Any Director may waive notice of such meeting with 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, 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 specially required by law or by these Bylaws.
- G. The Chair may conduct meetings of the Board by conference call on issues requiring immediate actions by the Board or any electronic means concerning votes in writing, providing that waiver of notice be given orally, to be immediately followed by written waiver to the Secretary. Written confirmation of each vote shall be forwarded to the Secretary and notice of such decision(s) shall be sent to the General Membership via electronic means.
- H. The Chair may conduct meetings by mail or using any electronic means which pertain to issues requiring action necessary to AISES, provided that such a decision reached shall be by unanimous vote of the Board. Notice of such decision shall be sent to the General Membership via electronic means.
- I. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.
- J. Vacancies
  1. When a vacancy occurs on the Board of Directors, the Board may fill the vacancy by a temporary appointment by a vote of a majority of the remaining Directors, even though less than a quorum may exist. If a vacancy occurs in the office of Chair, that office shall be assumed by the Vice-Chair. The Board shall then elect a succeeding Vice-Chair.
  2. A special election shall be called at the next General meeting to fill the unexpired term of the vacant office of AISES.
- K. Directors shall not receive any stated salaries for their services or other compensation in any form. However, nothing herein contained shall be construed to preclude any Director from serving AISES in any other capacity and receiving compensation, therefore.



L. Duties of the Board and Staff - The Board of Directors shall carry out the functions of AISES between meetings of that body and perform such acts as may be assigned to it from time to time and shall carry out faithfully the purposes and policies of AISES. The acts of the Board of Directors shall be effective for all purposes as the act or authorization of AISES provided, however, that the Board of Directors shall have no authority to repeal, rescind, veto, or repudiate any action taken at any General meeting of AISES, or at any special meeting held thereafter.

1. The Chair shall:

- A. Preside at all meetings of the Board of Directors and of the General Membership.
- B. Assume other duties as prescribed in these Bylaws.
- C. Undertake other duties as added or defined at the discretion of the Board of Directors or the General Membership.

2. The Vice-Chair shall:

- A. Preside at all meetings in the absence of the Chair.
- B. Undertake other duties as added or defined at the discretion of the Board of Directors.

3. The Secretary is responsible to ensure the following:

- A. Complete and accurate records of all meetings of the Board of Directors are maintained.
- B. Maintain other documents belonging to the AISES Board of Directors.
- C. Undertake other duties as added or defined at the discretion of the Board of Directors.

4. The Treasurer is responsible to ensure the following:

- A. An accurate accounting for all monies, credit, or property of AISES received and disbursed is maintained with proper documentation and approval.
- B. AISES Funds are collected, kept, and disbursed in the manner prescribed by AISES and the Board of Directors subject to withdrawal or transfer in such a manner as may from time to time be directed by the Board of Directors.
- C. Chair the Board of Directors Finance Committee.
- D. Undertake other duties as added or defined at the discretion of the Board of Directors.

5. Staff - To fulfill the stated purposes and objectives of AISES and to be responsible for the day-to-day operations of AISES, a President shall be employed.

- A. Reporting structure - The President reports directly to the Board of Directors. The Board of Directors shall have the power to hire and discharge the President. The President is granted the power by the Board of Directors to hire, supervise and discharge the supportive staff in accordance with the AISES Employee Handbook. The AISES Employee Handbook governs AISES personnel matters. Approval of the AISES Employee Handbook and subsequent Amendments require a majority vote of the AISES Board of Directors.
- B. The President's duties - see Section 3., Item L. Number 5. "Responsibilities for managing the organization"- are in part to ensure the financial health of AISES by directing and participating in fundraising, and to ensure effective administration and operations of the organization. For these duties to be carried out efficiently, the Board of Directors delegates to the President the authority to accept and amend grants, awards, contracts, and/or agreements granted to AISES from any source. As outlined in the AISES Manual of Accounting Policies Section 1300 MANAGEMENT OF GRANTS AND CONTRACTS, the President has delegated the authority to sign approved grants, awards, contracts, and/or agreements to the Senior Vice President.

- C. Qualifications of the President - shall be determined and reviewed by the Board of Directors. Selection criteria will include demonstrated fundraising abilities in addition to other appropriate administrative qualifications.

Duties of President include:

- A. Developing resources sufficient to ensure:
  - 1. The financial health of the organization.
  - 2. The mission of AISES is fulfilled.
- B. Ensuring the operations of the organization are appropriate to meet the mission of AISES.
- C. Responsibility for managing the organization including, but not limited to the following functions:
  - 1. Administration
  - 2. Operations
  - 3. Programs
  - 4. Strategic planning
  - 5. Fundraising
  - 6. Marketing
  - 7. Events
  - 8. Finance
  - 9. Public relations

## **ARTICLE IV – COMMITTEES**

### **Section 1 – Committee Definitions**

There will be two types of Board Committees, Standing Committees, and Special Committees. The purpose of each type is described below:

- A. Standing Committees

Standing Committees are required to work on Board-related work and to fulfill the fiduciary obligations of the Board of Directors. There is no end date for the Committee work, but the structure and descriptions of Standing Committees may be modified by the majority of Board of Directors.

- B. Special Committees

Special Committees are formed to address specific questions or needs of the organization, as identified by the Board of Directors, which do not fall within the parameters of a Standing Committee. These Committees need a charter of objectives, and the names of the Committees and records of their work will be retained in the Board archives and managed by the Special Committee staff liaison. Additionally, the work of Special Committees will be noted in Board of Directors meeting minutes and Governance Committee meeting minutes and reports. The Board Chair can create a Special Committee when the need arises.

### **Section 2 – Standing Committees**

- A. AISES Management and Scientific Advisory Committee (AMSAC).

An AISES Management and Scientific Advisory Committee (AMSAC) shall be recognized and shall have

the duty of reviewing requests from the AISES Financial Conflict of Interest (FCOI) Administrator - the AISES Controller. The FCOI Administrator will review annual disclosures of the Principal Investigator (s) (PI). Should the Administrator identify that the disclosure indicates a significant financial interest by the PI (s) (and/or their spouse and/or their dependent children) in a United States Public Health Service (PHS) or National Institutes of Health (NIH) sponsored project or program proposed or awarded to AISES, they will ask the AMSAC to determine if a financial conflict of interest exists with the Principal Investigator (s) by considering the following:

- B. Impact on integrity of research data;
- C. Risks to rights and safety of animal and/or human research subjects;
- D. Risks to the rights of students and trainees participating in research; and
- E. Appearance of conflict of interest.

The AMSAC will be comprised of three AISES Board members **who are not involved or associated with decisions the AMSAC will address**. If a financial conflict of interest is identified, the AMSAC will determine whether the research can be undertaken or whether management of the conflict must occur. Management of a conflict would include a plan of action that is outlined in the AISES Financial Conflict of Interest Policy which is available on the AISES website in the About Us/Board section.

A. Executive Committee

The Executive Committee shall be recognized, and be comprised of the officers of the AISES Board of Directors (Chair, Vice Chair, Treasurer, and Secretary) along with any others the Committee members deem appropriate, and have the duties of:

1. Address issues where a decision or recommendation is expected either by the larger Board or the AISES staff.
2. Where a Board vote is required, to support, create, and/or weigh options and put a recommendation (s) to the Board for a vote.
3. Collaborate with the AISES leadership to ensure decision making is aligned with the desired speed of implementation.

B. Finance Committee

The Finance Committee shall be recognized and have the duties of:

1. Establish policies, to solicit, develop, and distribute funds in compliance with the stated goals, objectives, and mission of AISES.
2. Ensure AISES' financial audits are completed and the organization is in compliance with applicable laws and regulations.
3. Keep the AISES Board of Directors updated regarding AISES' finances.
4. Other assignments as given by the Board of Directors.

C. Governance Committee

The Governance Committee shall be recognized and have the duties of:

1. Reviewing, revising, approving, and offering recommendations to the AISES Board of Directors on all AISES entity governing documents, including the AISES Bylaws, and policies required by various regulatory bodies.
2. Oversee and certify the nomination and election and/or appointment processes for the Board of Directors as defined in the AISES Bylaws.
3. Other assignments as given by the Board of Directors.

## **Section 2 - Formation of Standing Committees**

- A. The Chair of the Board of Directors will appoint the Chair of each committee from the members of the Board of Directors.
- B. The Chair of each committee shall appoint members to the committee.
- C. The terms of the Chair of each committee shall be for the duration of their Board term. The terms of the committee members shall be for one year or at the discretion of the committee Chair.
- D. The committee shall meet at the discretion of each committee Chair and shall report at regular Board of Directors' meetings. The Chair of the Board of Directors will appoint the Chair of each committee from the members of the Board of Directors.

## **ARTICLE V – ADVISORY COUNCILS**

### **Section 1 – Council of Elders**

The Council of Elders is nominated to and appointed by the Board of Directors and accountable to the Board of Directors for the purpose of cultural guidance to the AISES family. The Board of Directors approves the qualifications, appointment process, and responsibilities and will communicate this policy to the AISES membership.

### **Section 2 – Corporate Advisory Council**

The Corporate Advisory Council (CAC) is comprised of corporate representatives who support AISES in its mission of increasing the number of Native people in STEM. The CAC provides industry advice and counsel to the AISES President and the Board of Directors by:

- A. Providing scholarships, internship programs, and/or employment opportunities.
- B. Participating in and supporting AISES events through sponsorships, presentations, and providing career information and resources.
- C. Supporting student and professional chapters in their local areas.
- D. Providing industry expertise and guidance related to current/projected employment trends and needs.
- E. Developing support for AISES consistent with individual company capabilities, including financial contributions, in-kind gifts, and human resources.
- F. Assisting AISES in fundraising efforts through networking and participation.
- G. Facilitating effective public relations for AISES activities via coverage in company publications.

### **Section 3 – Government Relations Council**

The Government Relations Council (GRC) establishes and supports working relationships between government agencies and AISES, and identifies government resources, develops strategies, and promotes government careers in support of the AISES' mission by:

- A. Provide funding opportunities, internship programs, and/or employment opportunities.
- B. Assisting in the placement of Native people into government jobs, by working closely with the AISES student chapters, and colleges and universities.
- C. Coordinating and participating in government sponsored workshops at the AISES National Conference, Leadership Summit, and Regional Conferences.
- D. Supporting student and professional chapter events.

### **Section 4 – Tribal Nations Advisory Council**

The role of Tribal Nations Advisory Council (TNAC) is to advise AISES in its work with Tribal Nations and is comprised of representatives from Tribal government, business, or nonprofit; American Indian owned business; or American Indian serving nonprofit organizations. The TNAC works to address the growing tribal STEM workforce development needs while also advising AISES in its work with Tribal Nations to help shape and guide STEM programming for Native youth in those communities as well as the development of STEM infrastructure. The TNAC also assists AISES in creating opportunities for tribal members, and to support the AISES' mission of substantially increasing the representation of Indigenous peoples of North America and the Pacific Islands in STEM fields.

#### **Specific Roles and Responsibilities of the TNAC:**

- A. Advises AISES on issues important to Tribal chapters and members.
- B. Assists in the formation of AISES chapters.
- C. Encourages tribal K-12 educator and student participation in AISES programming.
- D. Serves as a liaison between AISES and the Tribal Nations and communities.
- E. Provides networking opportunities for Tribal AISES chapters and members.
- F. Serves as an advocate to publicize Tribal content in Winds of Change magazine.
- G. Represents the TNAC at regularly scheduled AISES Board meetings by sending at least one co-chair.
- H. Provides input to National Conference proceedings to increase relevance for Tribal AISES members.
- I. Promotes, assists, and supports AISES in hosting a gathering of Tribal AISES members and allies at the National conference.
- J. Supports AISES in outreach to other Tribal Nations to broaden the reach of AISES services and programs.
- K. Assists AISES in raising funding to support its mission.

**TNAC Leadership:** The Council is led by up to five co-chairs who are appointed by AISES Board of Directors annually.

**TNAC Membership:** Membership is currently open to any individual who are affiliated with a Tribal government, business, or nonprofit; American Indian owned business; or American Indian serving nonprofit organizations.

**TNAC Meeting Schedule:** The TNAC meets formally and in-person twice per year: Once at the Reservation Economic Summit (RES) and once at the AISES National Conference. Other meetings can be held at the direction of the co-chairs and/or AISES.

### **Section 5 – Professional Chapter Council**

The Professional Chapter Council (PCC) of AISES consists of representatives of the AISES professional

chapters whose goal is to provide guidance and representation for professional chapters, to advise AISES on issues important to professional chapters and their members, to increase opportunities for AISES professionals, and to support the AISES mission by:

- A. Meeting quarterly to support and represent the AISES professional chapters.
- B. Advising AISES on issues important to the professional chapters and members.
- C. Supporting the formation of additional professional chapters.
- D. Assisting professional chapters in fundraising ideas and programs.
- E. Serving as a liaison between professional chapters and AISES Headquarters.
- F. Assisting professional chapters to recruit new members and retain current members.
- G. Assisting professional chapters in providing professional development for members.
- H. Providing networking opportunities for professional chapters and members.
- I. Assisting professional chapters in their outreach to AISES students and student chapters.
- J. Reviewing professional chapter Affiliation Agreements and Professional By-laws and presenting any proposed changes to AISES Headquarters.
- K. Promoting communication between professional chapters.
- L. Having the PCC Chair or designated representative report at the regularly scheduled AISES Board meetings.
- M. Providing input for the Professional Members Dinner at the National Conference.

### **Section 6 – Academic Advisory Council**

The Academic Advisory Council (AAC) provides guidance to AISES regarding academic matters such as grant proposal writing, educational and research project design, faculty careers, college admissions and financial aid, postgraduate study and fellowship opportunities, research opportunities, and other higher education opportunities. The Council will engage in issues including but not limited to:

- A. Provide recommendations concerning the scientific and technical merit of grant proposals and projects.
- B. Provide recommendations concerning protections for human subjects and other areas as applicable for grant proposals or projects.
- C. Make recommendations concerning the appropriateness of budget requests for grant proposals and projects.
- D. Provide mentorship to AISES student members who are interested in pursuing a career in Academia.
- E. Support AISES activities and chapters at AAC members' colleges and universities.
- F. Alert AISES to potential grant funding and institutional partnership opportunities.
- G. An AAC Chair or designated representative from the Academic Advisory Council will report to AISES Board Quarterly.

### **Section 7 – Canadian Indigenous Advisory Council**

The Canadian Indigenous Advisory Council (CIAC) of AISES consists of representatives from the Canadian Indigenous science, technology, engineering, and math (STEM) community. The primary role of the CIAC is to advise AISES on issues of relevance and importance to its Canadian Indigenous (status and non- status First Nations, Metis, and Inuit) members. In addition, the CIAC also works to assist AISES in creating opportunities for Canadian Indigenous members, and to support the AISES mission of substantially increasing the representation of Canadian Indigenous Peoples in engineering, science, and other related technology disciplines. The Canadian Indigenous Advisory Council:

- A. Advises AISES on issues important to Canadian Indigenous chapters and members.
- B. Assists in the formation of professional and post-secondary chapters of AISES in Canada.
- C. Encourages K-12 Canadian Indigenous educator and student participation in AISES programming,

where appropriate.

- D. Serves as a liaison between the Canadian Indigenous STEM community and AISES.
- E. Provides networking opportunities for Canadian Indigenous AISES chapters and members.
- F. Promotes communication between Canadian Indigenous AISES chapters and members.
- G. Serves as an advocate to publicize Canadian Indigenous content in Winds of Change and on the AISES website.
- H. Represents the CIAC and reports at regularly scheduled AISES Board meetings by sending at least one designated representative from the CIAC.

## **Article VI - CHAPTERS & AFFILIATES**

### **Section 1 - Pre-College Affiliate Schools, Partners, or Programs**

- A. Purpose – The purpose of Pre-College Affiliate Schools, Partners, or Programs is to engage and inspire future professionals in the STEM fields early in their academic career as well as to involve and support pre-college educators with STEM curriculum and other AISES programming resources.
- B. Authorization - AISES' Pre-College Affiliate School Program is open to all pre-college schools, partners, or programs serving the Indigenous people of North America and the Pacific Islands.
- C. Terms and provisions – All terms and conditions for the formation of Affiliates will be included in the AISES Pre-College Affiliate Application Form.
- D. Officers – Not Applicable for Pre-College Affiliates.
- E. Rules / Bylaws for governance – Not Applicable for Pre-College Affiliates.
- F. Meeting & Reporting Requirements – Not Applicable for Pre-College Affiliates.

### **Section 2 - College Chapters**

- A. Purpose – The purpose of College Chapters is to support the success of Indigenous people of North America and the Pacific Islands in their intellectual, academic, social, and professional pursuits in science, technology, engineering, and mathematics (STEM) and related disciplines.
- B. Authorization – The AISES Membership Department (a unit within the AISES Engagement & Advocacy Department) may authorize the formation of College Chapters(s) upon the submission of an application noting the participation of three or more student Members of good standing, the signature of a Chapter Advisory acknowledging that all involved have read, understood, and accepted the duties and responsibilities set forth in the AISES Safe Camp Policy and the Code of Conduct as well as the AISES Code of Governing Student Chapters. College Chapters must also submit a letter from its college or university certifying that the Chapter is a duly recognized student organization.
- C. Terms and provisions – Any chapter formed under this Bylaw shall be organized and operated as an unincorporated or incorporated affiliate of AISES and shall be subject to the terms and provisions of the Articles of Incorporation and Bylaws of AISES and applicable laws governing the duties, obligations and functions of organizations exempt from general income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. AISES shall have the right to examine the books and records of any such chapter upon reasonable notice.
- D. Officers - Each chapter shall operate under and in accordance with the Bylaws of AISES. The officers of each chapter shall consist of a President, a Vice President, a Secretary and a Treasurer, and such

other officers as may be elected by the members of each chapter for a one-year term.

- E. Rules / Bylaws for governance – Chapters may adopt Bylaws, subject to the prior approval of the AISES Membership Department. Any such Bylaws shall comply and be consistent with the Articles of Incorporation, Bylaws and Laws applicable to AISES. The AISES Membership Department may rescind or revoke any chapter's authorization without cause or for violations of the AISES Safe Camp Policy or the Code of Conduct. Chapters may make recommendations to the AISES Membership Department concerning proposed future programs, activities, or functions for AISES. Any such recommendations shall be non-binding.
- F. Meeting & Reporting Requirements – The chapters will meet at a minimum of once per year. The Annual Chapter Report is due to the AISES Membership Department by May 31 and must include descriptions of chapter activities, member demographics, and financial status. College Chapters are requested to update their contact and/or member information on October 31 annually. College chapters may not have a bank account outside of their college or university.

### **Section 3 - Professional Chapters**

- A. Purpose – The purpose of Professional Chapters is to promote the mission of AISES, provide AISES Professionals opportunities to engage in the mission of AISES, and provide professional development for their members.
- B. Authorization - The Board of Directors of AISES may authorize the formation of professional chapters upon the filing of a written petition of five or more Members of good standing resident in the area where the proposed chapter would be located, of which three shall be General Members. The geographic boundary for any chapter shall be established by the Board of Directors of AISES. The Board of Directors of AISES shall establish the procedures to be followed in the formation of and any conditions imposed upon the professional chapters.
- C. Terms and Conditions - Any chapter formed under these Bylaws shall be organized and operated as an unincorporated or incorporated affiliate of AISES and shall be subject to the terms and provisions of the Articles of Incorporation and Bylaws of AISES and applicable laws governing the duties, obligations and functions of organizations exempt from general income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. AISES shall have the right to examine the books and records of any such chapter upon reasonable notice.
- D. Chapter Officers - Each chapter shall operate under and in accordance with the Bylaws of AISES. The officers of each chapter shall consist of a Chair, who shall serve as the President and President of such chapter, a Secretary and a Treasurer, and such other officers as may be elected by the members of each chapter. The elected officers of each chapter may be General or Associate Members. All professional chapter members must be members of AISES.
- E. Rules / Bylaws for governance - Chapters may adopt Bylaws, subject to the prior approval of the Board of Directors of AISES. Any such Bylaws shall comply and be consistent with the Articles of Incorporation, Bylaws and Laws applicable to AISES. The Board of Directors of AISES may rescind or revoke any chapter's authorization upon the affirmative vote of 2/3 of the Board of Directors of AISES present at any meeting at which a quorum is present, without cause. Chapters may make recommendations to the Board of Directors of AISES concerning proposed future programs, activities, or functions for AISES. Any such recommendations shall be non-binding.
- F. Meeting and reporting requirements - Chapters shall conduct annual meetings for the election of officers and the conduct of such other matters as may properly come before the membership of each chapter. Written notice of such annual meetings shall be given to the members of such chapter



at least ten (10) days in advance of the meeting. The chapter secretary shall (1) request approval of the AISES Board of Directors to proposed changes in chapter Bylaws, (2) by January 20, report names of newly elected officers, and (3) by January 20, file annual financial and activities reports and a membership roster with the AISES President.

#### **Section 4 - Tribal Chapters**

- A. Purpose – The purpose of AISES Tribal Chapters is to promote the mission of AISES, provide AISES Tribal Chapters opportunities to engage in the mission of AISES, and provide an avenue of input regarding Tribal issues.
- B. Authorization - The Board of Directors of AISES may authorize the formation of Tribal Chapters upon the filing of a written petition of at least one AISES Member of good standing and member of the tribe. The Board of Directors of AISES shall establish the procedures to be followed in the formation of and any conditions imposed upon the tribal chapters.
- C. Terms and Conditions - Any chapter formed under these Bylaws shall be organized and operated as an unincorporated or incorporated affiliate of AISES and shall be subject to the terms and provisions of the Articles of Incorporation and Bylaws of AISES and applicable laws governing the duties, obligations and functions of organizations exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. AISES shall have the right to examine the books and records of any such chapter upon reasonable notice.
- D. Chapter Officers - Each chapter shall operate under and in accordance with the Bylaws of AISES. The officers of each chapter shall consist of a Chair, who shall serve as the President and President of such chapter, a Secretary, and a Treasurer, and such other officers as may be elected by the members of each chapter. The officers and members of each chapter must be Members of AISES.
- E. Rules / Bylaws for governance Chapters may adopt Bylaws, subject to the prior approval of the Board of Directors of AISES. Any such Bylaws shall comply and be consistent with the Articles of Incorporation, Bylaws, and laws applicable to AISES. The Board of Directors of AISES may rescind or revoke any chapter’s authorization upon the affirmative vote of 2/3 of the Board of Directors of AISES present at any meeting at which a quorum is present, without cause. Chapters may make recommendations to the Board of Directors of AISES concerning proposed future programs, activities, or functions for AISES. Any such recommendations shall be non-binding.
- F. Meeting and reporting requirements - Chapters shall conduct annual meetings for the election of officers and the conduct of such other matters as may properly come before the membership of each chapter. Written notice of such annual meetings shall be given to the members of such chapter at least ten (10) days in advance of the meeting. The chapter secretary shall (1) request approval of the AISES Board of Directors to proposed changes in chapter Bylaws, (2) by January 20, report names of newly elected officers, and (3) by January 20, file annual financial and activities reports and a membership roster with the Managing Director, Engagement and Advocacy.

### **ARTICLE VII - GENERAL BUSINESS**

#### **Section 1 - Fiscal Year**

The fiscal year of AISES shall begin on the first day of January and end on the last day of December each year.

#### **Section 2 – Incorporation, Office(s), Agent(s)**

AISES may have its principal office either within or without the state of Oklahoma, as the Board of Directors may determine or as the affairs of AISES may require from time to time. AISES shall have and continuously maintain in the state of Oklahoma a registered office and a registered agent. The registered office may be, but need not be, identical with the principal office, if the principal office is in the state of Oklahoma, and the address of the registered office may be changed from time to time by the Board of Directors.

### **Section 3 - Bonding, Contracts, Checks, and Accepting Funds**

- A. Bonding: Officers and Employees. The Board of Directors shall require any officer or employee having custody of or handling funds of AISES to give bond with good sufficient surety in an amount and character to be determined by AISES in compliance with regulations and authorize the payment of the premium(s) from the funds of AISES.
- B. The Board of Directors may authorize any officer or officers, agent, or agents of AISES, in addition to the officers so authorized by these Bylaws, to enter any contract, or execute and deliver any instrument in the name of and on behalf of AISES and such authority may be general or confined to specific instances.
- C. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of AISES shall be signed by such officers, agent, or agents of AISES and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- D. The Board of Directors may accept on behalf of AISES any contribution, gift, bequest, or devise for the general purpose or for any special purpose of AISES.

### **Section 4 – Meetings**

- A. There shall be no less than one General meeting each year of the General and Associate Membership of AISES. The Board of Directors shall have the power to specify the day, time, and place these meetings are to be held, provided that proper notice of such meetings be given.
- B. The Chair of the Board must call a special meeting upon presentation of a petition containing the signatures of a simple majority of the General and Associate Membership.
- C. 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, General or Associate, not less than two weeks or more than two months before the date of such meeting, by or at the direction of the Chair of the Board, the officers or persons calling the meeting. In the case of a special meeting or when required by law 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 his or her address as it appears on the record of AISES.
- D. Any action required by law to be taken at a meeting of the General and Associate Members, or any action which is or was planned to be taken at a meeting of the General and Associate Members, may be taken without a meeting if: (1) A written consent is signed by all members entitled to vote, and (2) The consent shall state the action to be taken, and (3) The consent is signed within one month after the written proposed action has been mailed or emailed to the members.
- E. All meetings are to be conducted by Robert’s Rules of Order, revised.
- F. The Chair of the Board shall appoint a parliamentarian who will rule on the points of procedure at

General meetings and board meetings and assure adherence to these Bylaws during such meetings.

### **Section 5 - Voting**

- A. A majority of the vote entitled to be cast by the General and Associate Membership present at a meeting at which a quorum is present shall be necessary for the passage of any business requiring a vote. This subsection does not apply to Bylaw's amendments, board elections, or any vote that requires a greater proportion specified by law or these Bylaws.
- B. Voting by proxy shall not be allowed.

### **Section 6 - Waivers of Notice**

Whenever any notice is required to be given under the provisions of the Non-profit Corporation Act of Oklahoma or under the provisions of the Articles of Incorporation or Bylaws of AISES, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE VIII – AMENDMENTS**

### **Section 1 – Amending Articles of Incorporation**

The Articles of Incorporation of AISES are subject to amendment by 2/3 vote of the General and Associate Membership. when a quorum for AISES membership meeting with agenda action items is met. Voting will be done via secret letter ballot or by electronic ballot. The Board of Directors will appoint three inspectors to oversee the counting and reporting of votes.

### **Section 2 – Amending or Approving Bylaws**

The Bylaws of AISES may be approved or amended by simple majority vote when a quorum for AISES membership meeting agenda action items is met. Voting will be done via secret letter ballot or by electronic ballot. The Board of Directors will appoint three inspectors to oversee the counting and reporting of votes.

### **Section 3 – Bylaw Change Process**

- A. The AISES Board of Directors directs the Governance Committee to address an issue, or the Governance Committee identifies an issue within the Bylaws which needs to be addressed.
- B. The Governance Committee will address the issue and form a recommendation for the Board of Directors consideration. This may or may not be in the form of a resolution. Depending on the significance of the change, a legal review may be in order.
  1. If in the form of a recommendation, not a resolution, the Board of Directors can:
    - Accept, send back to the Governance Committee to be developed into a resolution for consideration,
    - Reject, no further action needed,
    - Or pass a motion to send back to the Governance Committee for modifications and resubmission.
    - If in the form of a resolution, the Board of Directors can Approve to be sent to the membership for review and for a vote to approve or reject the resolution,
    - Reject, no further action needed.
- C. Approximately two weeks prior to the membership meeting, the resolution(s) will be made available to

the membership for review. The resolution will then be presented to the membership at its annual meeting. Resolutions can be presented in one of two different manners:

1. Following normal order of business, the resolution is presented, after discussion, the membership can:
    - Approve,
    - Reject, no further action needed.
  2. If the quantity or complexity warrants, the resolution(s) can be reviewed, and the membership is given an additional time-period to comment on the resolution(s). The Governance Committee will discuss the feedback and determine if modification (s) of the resolution (s) are warranted. If so, the modified resolution (s) goes to the Board of Directors for approval. The membership is then provided an opportunity to review the modified resolution(s) and vote to approve or reject.
- D. The resolution naming nomenclature is “Resolution #MMDDYY – n - AISES”, where YYMMDD is the year month day of the expected membership approval, -n is the alpha designation if there is more than one resolution being voted upon by the membership.
- E. The AISES Governance Committee is authorized to correct clerical or typographical errors in the Bylaws and approved resolutions if the modification (s) does not change the intent of the Bylaw or the resolutions.