BYLAWS OF THE AMERICAN INDIAN SCIENCE AND ENGINEERING SOCIETY

(Last updated on November 20, 2015 per Board Resolution # 112015AAISES and # 112015BAISES)

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 and scientists 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 and engineering students, and between the students and the American Indian people and the general public.
C. Providing a basis for the development of professionalism among the American Indian science and engineering students and members of AISES.
D. Providing assistance to American Indian science and engineering 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 and engineering 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 any federal, state, or local law from any other person or organization or agency.

H. The establishment of cooperative efforts with other engineering and scientific organizations which are concerned with the under representation of minorities in the scientific and engineering fields.

ARTICLE II - MEMBERSHIP

Section 1 - Definition

"American Indian" shall mean a person who is a member of any of the indigenous peoples of North America. American Indians, Alaska Natives, Native Hawaiians, Pacific Islanders and First Nations are among those included.

Section 2 - Individual Membership

There shall be two categories of individual membership:

A. General Membership shall be open, upon application to AISES, to any American Indian (as determined above) having a bachelor's or advanced degree in engineering or science; having an associate's degree in engineering or science with engineering or scientific work experience; having a bachelor's degree in engineering technology with engineering work experience.

B. Associate Membership shall be open to any American Indian (as determined above) currently enrolled in any accredited college or university offering an engineering or engineering technology curriculum; or any scientists, 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 Membership Committee.

F. Disciplinary Action: A member may be suspended or expelled from AISES for cause by 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 (i.e. membership dues paid up-to-date). A member also may be suspended or expelled from AISES for cause by 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 against him or her 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 any and 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.

A monetary fine may be imposed on an individual member for cause by a majority vote of the Board of Directors. A Student Chapter or a Professional Chapter may be held accountable by the Board of Directors for any costs or damages caused by the actions of one of its members. Before any action for imposition of a fine or financial responsibility is taken in this matter, such member or chapter shall be given a written statement of the charges at least 30 days prior to the Board meeting before which the member or chapter is to appear and shall be given an opportunity to answer any and all charges at

the designated meeting. The decision of the Board of Directors is subject to appeal at a meeting of the General Membership.

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.

Section 3 - Corporate Membership

Corporate Memberships shall be granted to those corporations that financially support AISES.

Section 4 - Tribal Membership

1. Tribal memberships shall be granted to the American Indian tribes, Alaska Native regional or village corporations, and Native Hawaiian governing entities that financially support AISES.

ARTICLE III - MEETINGS

Section 1 - 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. Quorum: a quorum for action on business tabulated on the Agenda of the annual meeting shall be twenty (20) General and Associate Members or 20 percent of the entire current General and Associate Membership, whichever is smaller.

F. All meetings are to be conducted by Robert's Rules of Order, revised.

G. 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 2 - 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 bylaws 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 3 - 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 IV - BOARD OF DIRECTORS

Section 1 – Election to Board of Directors

A. The members of the Board of Directors shall be elected by the General and Associate Membership of AISES via secret letter ballot or by electronic ballot at the AISES website.

B. The Nomination Committee shall call for nominations no later than May 1. The Nominating Committee Chair shall prepare and forward to each General and Associate Member of AISES, no later than August 1, a ballot containing the nominations made by the Nominating Committee. Ballots must be postmarked or electronically submitted by September 1, or as otherwise directed by the Nominating Committee. Elected nominee notifications will be completed on or before October 1. Terms will begin November (Winter Board Meeting).

C. For each elective office position, at least two candidates shall be named by the Nominating Committee. All nominated and/or write-in candidates shall have agreed, in advance, to serve if elected.

D. Secret letter ballots shall be mailed to the office of the Executive Director of AISES for the determination of the eligibility of the Voter and counting of the ballots by the appointed election inspectors.

E. Three inspectors of the election shall be appointed from the General and/or Associate Membership by the Nominating Committee Chair. If three General and/or Associate Members are not available to serve as inspectors, then other persons may be appointed by the Nominating Committee Chair to bring the total number of inspectors to three. The inspectors cannot be current members of the Board of Directors nor can they be nominees for the offices up for election.

F. The inspectors shall report the results of the election to the Nominating Committee Chair within ten working days, who shall then declare the candidates receiving the largest number of votes for the offices. Should a tie occur - the General and Associate Membership of AISES shall resolve the tie by secret ballot vote at the next General meeting of AISES.

G. The elected candidates shall be installed, and their terms of office shall commence at the next winter Board of Directors meeting.

H. 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). The duration of an elected Board Member's term to the Board shall be determined such that no more than one third (1/3) of all Board Members terms terminate at any one time.

I. The number of Board of Director Members shall be no less than seven (7) and no more than twelve (12). The Board of Director Membership shall be comprised of no less than five (5) General Members.

J. Two Board of Director members may be from the Associate membership of AISES.

K. Any member (Associate or General) in good standing may nominate fellow members in good standing to the Board of Directors.

L. Self-nomination to the Board of Directors is acceptable.

M. Each nomination to the Board of Directors shall be accompanied by two endorsements by members in good standing (i.e., membership dues paid up-to-date).

N. Each nominee on the ballot shall be identified as Associate or General Member.

O. The information in AISES Membership Database, at the time of nomination, will be used to define membership status.

P. The membership status (Associate or General) of a nominee will not be reviewed or revised at February 1 of the nominee's election year.

Q. Two students shall be selected by the AISES Student Chapters to be seated as Advisory, nonvoting members on the AISES Board of Directors. The students shall have staggered two year terms. The students must be in school through the spring semester of their final two year term. Financing of this placement will be administered by the AISES Executive Director.

Section 2 - Board of Director Officers

A. The number of Directors shall be no less than seven (7) or more than twelve (12). Two (2) Directors may be from the Associate Members of AISES and these two positions are not eligible to be an Officer. 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. Board Members shall not be eligible for election to more than one office.

C. 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 By-Laws 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.

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 3 - 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 his or her 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 his/her administrative duties pending the outcome of the vote.

E. All Directors shall serve until the commencement of the term of their successor.

F. The 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 telegram or any electronic means to each Director at his or her 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. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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 meeting 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. 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.

H. 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, provided 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.

I. 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.

J. 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.

K. 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. In the event that 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.

L. 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.

M. 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 preside at all meetings of the Board of Directors and of the General Membership; he or she shall assume other duties as prescribed in these bylaws, and he or she shall undertake other duties as added or defined at the discretion of the Board of Directors or the General Membership.

2. The Vice-Chair shall preside at all meetings in the absence or disability of the Chair, and shall undertake all other duties as added or defined at the discretion of the Board of Directors.

3. The Secretary shall maintain a complete and accurate record of all meetings of AISES and the Board of Directors, safely and systematically keep all papers,

records, and other documents belonging to AISES or pertaining to the business thereof; he or she shall send to each new member a copy of the Articles of Incorporation and Bylaws of AISES when the applicant becomes eligible for membership; and perform such acts as may be assigned to him or her from time to time.

4. The Treasurer shall keep and maintain an account for all monies, credit, or property of AISES of any and every nature which shall come into his or her hands and shall keep and maintain an accurate account of all money received and disbursed, and proper vouchers for money so disbursed. He or she shall require that the funds of AISES be collected and disbursed in the manner prescribed by AISES and the Board of Directors. He or she shall keep all the funds in a bank or banks or invest the amounts as the Educational Fund as authorized by the Board of Directors and in the name of AISES, subject to withdrawal or transfer in such a manner as may from time to time be directed by the Board of Directors. He or she shall render such accounts, statements, and inventories of monies received and disbursed and of money and property in hand and generally of all matters pertaining to his or her office as shall be required by AISES or the Board of Directors. He or she shall perform such duties as may be assigned to him or her from time to time.

N. Staff - To fulfill the stated purposes and objectives of AISES an Executive Director shall be employed.

1. The Board of Directors shall have the power to hire and fire the Executive Director.

2. The Executive Director shall be granted the power by the Board of Directors to hire, supervise and discharge the supportive staff in accordance with AISES Human Resources Manual implemented in 2001. AISES Human Resources Manual, approved by a majority of the Board Members, governs AISES personnel matters. Amendments to AISES Human Resources Manual require a majority vote by the Board of Directors.

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

O. Duties of Executive Director

1. To seek out and obtain funding to support students who are deemed eligible to receive such support by the Board of Directors.

2. To seek out and obtain funding to support the educational institutions by including, but not limited to, producing educational films, literature, and brochures to be disseminated to American Indian high school and post-secondary students, and American Indian communities in conjunction with the established guidelines of the Board of Directors.

3. Oversee the coordination and implementation of the activities of the AISES General Membership, as prescribed by the Board of Directors.

4. Be responsible to carry out other functions and duties so specified by the Board of Directors of AISES.

ARTICLE V - COMMITTEES

Section 1 - Standing Committees

A. A Finance Committee shall be recognized and shall have the duty of establishing policy for the gathering, use and distribution of funds in compliance with the stated goals and objectives of AISES.

B. A Membership Committee shall be recognized and shall have the duty of determining eligibility of individuals for admission to this AISES, including the reviewing of all applicants for General and Associate Membership. This Committee shall also have the responsibility for advertising the advantages of AISES Membership to potential candidates for either General or Associate Membership.

C. An Education Committee shall be recognized and shall have the duty of (1) planning and promoting means of producing and disseminating information on, including but not limited to, science, engineering, and engineering technology to junior and senior high schools; (2) assisting those organizations whose concern is the improvement of educational opportunities for American Indians; and (3) assisting the educational institutions with, including but not limited to, the development of curriculum for American Indian students.

D. A Governance Committee shall be recognized and shall have the duty of reviewing the governing documents and policy of AISES, including all AISES entities, and propose revisions and amendments to the Board of Directors to promote the proper and effective governance of AISES.

Section 2 - Formation of 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 subject to the majority approval of the Board of Directors.

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 and at regular General Membership meetings.

Section 3 - Special Committees

A majority of the Board of Directors in meetings of the Board or the General Membership shall have the power to create any special committee when necessary and establish guidelines thereof.

ARTICLE VI - 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 - Offices

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, Deposits, and 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 into 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 - Regional/State Section (Reserved)

Section 5 - Professional Chapters

A. The Board of Directors of AISES may authorize the formation of professional chapters upon the filing of a written petition of five or more General Members of good standing resident in the area where the proposed chapter would be located. 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.

B. 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.

C. 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 Chief Executive Officer of such chapter, a Secretary and a Treasurer, and such other officers as may be elected by the members of each chapter. The president of each chapter must be a General Member of AISES. Other officers may be General or Associate Members. All professional chapter members must be members of AISES.

D. 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.

E. 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 1, report names of newly elected officers, and (3) by January 1, file annual financial and activities reports and a membership roster with the AISES Executive Director.

F. Upon request, AISES shall assist chapters by providing administrative assistance, mailing labels, stationery, membership rosters and such other assistance as AISES may deem necessary or appropriate.

ARTICLE VII – 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 as a whole. 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 (Reserved)

Section 3 – Government Relations Council (Reserved)

Section 4 – Tribal Government Advisory Council (Reserved)

ARTICLE VIII - AMENDMENTS

Section 1

The Articles of Incorporation of AISES are subject to amendment by 2/3 vote of the General and Associate Membership.

Section 2

The bylaws of AISES may be approved or amended by simple majority vote of the General and Associate Membership via secret letter ballot or by electronic ballot at the AISES website. The Board of Directors will appoint three inspectors to oversee the counting and reporting of votes.