

OKLAHOMA INDIAN CHILD WELFARE ASSOCIATION, INCORPORATED

BYLAWS

PREAMBLE

We, members of the Oklahoma Indian Child Welfare Association, Incorporated, subscribe to the finding of the Congress of these United States in its enactment of the Indian Child Welfare Act of 1978; to wit, there being no resource more vital to the continued existence and integrity of Indian tribes than their children.

We further subscribe to the declaration of national policy by Congress in the said enactment, that, best interests of Indian children is to be protected and stability and security of Indian tribes and their families is to be promoted by provisions of the enactment thereof.

We, by our associated membership, shall adhere to the stated subscription and shall maintain collective effort thereto; consistent with the Association's Articles of Incorporation and these Bylaws.

ARTICLE I

NAME

Section 1. The name of the organization shall be Oklahoma Indian Child Welfare Association, Incorporated, as formally stated by the Articles of Incorporation.

Section 2. Provided the identity of the organization is clearly discernible within the context used, there may be informal references applied in a manner which conforms to generally accepted business practice such as Oklahoma Indian Child Welfare Association, Inc.; OICWA; Association or Corporation.

ARTICLE II

PURPOSE

Section 1. The purpose of this Association is as stated by the Articles of Incorporation.

Section 2. The purpose of this Association is as further stated by the Preamble to these Bylaws consistent with the Articles of Incorporation.

ARTICLE III

POWERS

Section 1. The powers of this Association are as provided by the Articles of Incorporation.

Section 2. The powers of this Association are as further provided within these Bylaws consistent with the Articles of Incorporation.

ARTICLE IV

MEMBERSHIP

The Association (OICWA) consists of three (3) types of memberships:

- A. INDIAN GROUP MEMBERSHIP. Tribal, urban, and other Indian organizations located within the State of Oklahoma.
 - 1. This membership has full voting rights for one designated delegate of each member organization.

- B. INDIVIDUAL INDIAN MEMBERSHIP. Any person, no less than eighteen (18) years of age, who is a member of and is so recognized by an Indian Tribe or Alaskan Native group.
 - 1. This membership has full voting rights for each individual member.

- C. ASSOCIATE MEMBER. Any organization or any person who is no less than eighteen (18) years of age, not otherwise eligible for membership and whose participation is compatible with the purpose and interest of the Association.
 - 1. This membership has limited voting rights restricted to subordinate bodies of the Association.
 - a. May be further restricted by the Association for particular subordinate bodies.
 - b. Within the limitations, exercise of voting privilege shall occur in the same manner specified for Indian Group Membership/Individual Indian Membership.

ARTICLE V

AUTHORITY

Section 1. Unless otherwise specified by the Articles of Incorporation and these Bylaws, the principal and emanating authority for all activities of the Association is vested in the general assembly, constituted by its membership.

Section 2. The Association general assembly, acting within the Constitutional authority of the Association, may delegate authority to subordinate bodies, standing committees, and/or individuals for the engagement of particular activities; such bodies may act on any matters in the representation of the Association within the authorities as delegated to the body, granted at time of inception of the body, or subsequent, as may be directed by the governing authority of the Association.

ARTICLE VI

OFFICERS

Section 1. Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. Officers of the Association shall concurrently be the Board of Directors for matters relating to incorporation.

Section 3. Requisite eligibility to be an officer of the Association is accorded any member in good standing, meeting the eligibility of membership definition A or B, which promotes the welfare of children and the goals of the Association.

Section 4. The term of office for each officer shall be two years from the time of election in August to each even numbered year.

Section 5. Duties and responsibilities of the officers shall be as follows:

- A. PRESIDENT. Responsible for organizing and presiding at all meetings of the Association and for the coordination of all activities of the Association. Serves as principal spokesperson for the Association within the scope of established policy or other direction thereof. Submits reports of activities as President to the Association in accordance with established policy or other direction thereof. Performs other functions as may be specified elsewhere within the Bylaws or in accordance with established policy or other direction of the Association.
- B. VICE PRESIDENT. Responsible for assuming the duties and responsibilities of the President when the President is not available to perform the functions of that office. Assist the President with the duties and responsibilities of the President's office. Submits reports of activities as Vice President to the Association in accordance with established policy or other direction thereof. Performs other functions as may be specified elsewhere within the Bylaws or in accordance with established policy or other direction of the Association.
- C. SECRETARY. Responsible for the recording of official minutes for all meetings of the Association in general assembly and their subsequent presentation for approval. Responsible for the maintenance and security of all official records of the Association. Submits reports of activities as Secretary to the Association in accordance with established policy or other direction thereof. Performs other functions as may be specified elsewhere within the Bylaws or in accordance with established policy or other direction of the Association.
- D. TREASURER. Responsible for the receipt and accounting of all funds of the Association and their disposition in accordance with fiscal policies of the Association. Responsible for audits and submissions of financial reports to the Association. Submits reports of activities as Treasurer of the Association in accordance with established policy or other direction thereof. Performs other functions as may be specified elsewhere within the Bylaws or in accordance with established policy or other direction of the Association. Ensures copies of financial statements are available to all voting members as requested.
- E. MEMBER AT LARGE. Responsible for carrying out tasks assigned by Officers of the Board.

Section 6. Vacancies of officers shall be considered to exist under one of the following conditions:

- A. RESIGNATION. Officer resigns for any reason.
- B. REMOVAL. Officer is removed from office by impeachment or recall proceedings which have been instituted by an independent petition signed by fifteen (15) members of the Association and by a subsequent two-thirds (2/3) majority in general assembly of the Association.

- C. PHYSICAL DISABILITY OR DEATH. Officer is unable to perform duties and responsibilities of office because of physical disability or death.
- D. INCAPACITATED. Officer is unable to perform duties and responsibilities of office for reasons other than as previously stated.

Section 7. Filling of vacancies shall occur as follows:

- A. PRESIDENT. The Vice President shall automatically become President; upon which a vacancy shall exist within the Office of Vice President.
- B. OTHER OFFICERS. Upon existence of a vacancy, the President may temporarily appoint an eligible Association member in good standing to the office; to serve until a special or regular election is conducted by the Association to fill the vacancy.

ARTICLE VII

ELECTIONS

Section 1. Regular elections of officers shall be conducted in August of each even numbered year, during the annual meeting of the Association.

Section 2. Special elections of officers may occur in regular or special meetings of the Association.

ARTICLE VIII

COMMITTEE

Section 1. The establishment of standing or special committees to engage in designated activities shall be one of the major means for accomplishing Association business.

Section 2. The Association may establish standing or special committees at its discretion, with such establishment being recorded in the official minutes of the Association.

Section 3. Standing committees shall be specified within the Bylaws.

Section 4. Committee membership shall be appointed from the Association membership at large, and may also include volunteers from outside the Association.

Section 5. Unless otherwise specified, appointments to committee memberships shall be accomplished by the Association in general assembly; such shall include term of appointment.

Section 6. Unless otherwise specified, the Association in general assembly shall at a minimum specify size, quorum requirements, responsibility and authority in establishing any particular committee.

Section 7. Unless otherwise specified, each committee shall designate its own respective committee chairperson.

Section 8. Standing committees shall be as follows:

- A. EXECUTIVE COMMITTEE. Shall be comprised of the officers (President, Vice President, Secretary and Treasurer) of the Association and one (1) member at large from the general membership. It shall be chaired by the President of the Association and shall have a quorum requirement of three (3). The principal function of the Executive Committee shall be to transact routine business as necessary between meetings of the Association and it shall be empowered to act in emergencies. It may provide for telephonic or electronic communications in transacting business. Actions of the Executive Committee may be amended or rescinded by the Association in general assembly.

The Executive Committee shall advise and assist the Secretary with duties and responsibilities of the Secretary's Office; monitor and review matters of corporate compliance with State Corporation law and formulate and present recommendations to the Association as necessary concerning the Articles of Incorporation.

The Executive Committee shall advise and assist the Treasurer with duties and responsibilities of the Treasurer's Office, monitor and review fundraising activities and other finance-related matters of the Association, formulate and present related recommendations to the Association and assist with implementation upon approval. It shall routinely report its activities at regular or special meetings of the Association.

- B. PUBLIC RELATIONS COMMITTEE. Shall be comprised of the Vice President of the Association and a minimum of two (2) other persons from the Association membership. It shall be chaired by the Vice President of the Association. The principal function of the Public Relations Committee shall be to monitor and review public relations activities of the Association, formulate and present public relations programs recommendations to the Association and assist with implementation upon approval. It shall routinely report its activities at regular or special meetings of the Association.
- C. LEGISLATION COMMITTEE. Shall be comprised of a minimum of three (3) persons from the Association membership. It shall be chaired as designated by the Association. The principal functions of the Legislative Committee shall be to monitor and review activities of the Association in relation to compliance with Bylaws, coordinate and supervise matters of the Association relating to membership, formulate and present related recommendations to the Association and assist with implementation upon approval. The Legislative Committee shall also monitor and review legal and legislative developments which relate to the Association interests, derive assessments of legal and legislative development impacting upon Association interests, formulate and present related recommendations to the Association and assist with implementation upon approval. It shall routinely report its activities at regular and special meetings of the Association.
- D. NOMINATING COMMITTEE. Shall be comprised of a minimum of three (3) persons from the Association membership. It shall be chaired as designated by the Association. The principal functions of the Nominating Committee shall be to plan and conduct regular and special elections of the Association, monitor and review election processes of the Association, formulate and present related recommendations of the Association and assist with implementation upon approval. It shall routinely report its activities at regular and special meetings of the Association.
- E. TRAINING COMMITTEE. Shall be comprised of a minimum of three (3) persons from the Association membership. It shall be chaired as designated by the Association. The

principal functions of the Training Committee shall be to monitor and review Indian Child Welfare issues and concerns in relation to training needs within the Association and outside the Association as practical, formulate and present related recommendations to the Association and assist with implementation upon approval. It shall routinely report its activities at regular and special meetings of the Association.

- F. **SUBSTITUTE CARE COMMITTEE.** Shall be comprised of a minimum of three (3) persons from the Association membership. It shall be chaired as designated by the Association. The principal functions of the Substitute Care Committee shall be to monitor and review issues and concerns of substitute care such as foster care, relative placement, adoption, etc., as they relate to the Association and assist with implementation upon approval. It shall routinely report its activities at regular and special meetings of the Association.
- G. **SPECIAL PROJECTS COMMITTEE.** Special projects committees shall be established at the discretion of the Association to address particular items of interest and concern which may not be within the scope of activity engaged by a standing committee and shall be temporary in nature. Shall be comprised of a minimum of three (3) persons from the Association membership. It shall be chaired as designated by the Association. It shall report its activities at regular and special meetings of the Association.

Section 9. All committees shall coordinate activities among themselves especially where particular subjects may coincide.

ARTICLE IX

MEETINGS

Section 1. There shall be regular meetings and special meetings, as necessary, of the Association, for purposes of conducting Association business.

Section 2. There shall be regular quarterly meetings to be convened by the President within each calendar quarter; the 3rd quarterly meeting is designated as the annual meeting.

Section 3. Special meetings may be convened at the discretion of the President, Executive Committee or by request of fifteen (15) members who are in good standing.

Section 4. The date, time and place of regular or special meetings shall be scheduled by the President with the Association prior to the adjournment of regular meetings.

Section 5. The quorum requirements for both regular and special meetings of the Association shall be established by the presence of two (2) officers and eight (8) members who are in good standing.

Section 6. All committees may meet at their discretion, with at least one meeting between regular quarterly meetings of the Association for those with active matters.

Section 7. There shall be an annual meeting of the Association convened by the President each year, for the purpose of hearing an annual State of the Association report by the President and hearing an annual financial report by the Treasurer and to act upon related matters accordingly. In August of each even numbered year, this meeting will be for the purpose of electing officers. The date, time and place

of the annual meeting shall be established by the President with the Association prior to the adjournment of the regular meeting.

Section 8. Any particular meeting of the Association, once called, may be rescheduled once at the discretion of the Executive Committee; provided the meeting is convened within thirty (30) days of the originally scheduled date.

ARTICLE X

ADMINISTRATION

Section 1. The fiscal year of the Association shall begin with the first of July of each year and shall end on the last day of June in the following year.

Section 2. The principal business location for the Association shall be designated by the Association in general assembly at any regular or special meeting; such may be changed at the discretion of the Association.

Section 3. In the event the Association acquires funds for such purposes, an administrative or special projects component may be established by the Association in general assembly; such component shall be the principal subordinate body of the Association which will constitute employee operations. The Executive Committee shall be the governing entity for the employee operations and as such, shall be responsible for promulgating management, personnel and fiscal policies and procedure appropriately.

ARTICLE XI

TERMINATION OF MEMBERSHIP

Section 1. Any member may terminate respective membership with the Association by any reasonable form of notice.

Section 2. Any membership may be terminated for cause by the Association in general assembly; within provisions for such action which shall be developed by the Legislative Committee and approved by the Association prior to its being in effect.

Section 3. Any membership may be terminated by the Association for non-participation by non-payment of dues for a period of three (3) years or more.

ARTICLE XII

AMENDMENTS

Section 1. The Articles of Incorporation and these Bylaws may be amended by two-thirds (2/3) vote of those present at any duly constituted meeting of the Association provided there has been at least a sixty (60) days notice to the membership.

ARTICLE XIII

DATE OF EFFECT

Section 1. These Bylaws shall be in effect as acted upon and designated by the Association in duly constituted meetings.

Approved by the Association on August 11, 2006