BYLAWS OF Mahkato Revitalization Project

ARTICLE I — NAME AND PURPOSE

Section 1: Name: The name of the organization shall be Mahkato Revitalization Project (MRP). It shall be a nonprofit 501c3 organization incorporated under the laws of the State of Minnesota.

Section 2: Purpose: Mahkato Revitalization Project is organized exclusively for arts, cultural, and education purposes.

The purpose of MRP is:

• Revitalization Indigenous History and Culture in the Southern Minnesota area, more specifically Mankato, MN.

• To share Lakota / Dakota history and culture through educational events, art classes, and through support of cultural events and practices.

• To bring the Mankato community together.

Explanation: The Board of Directors will act as a support and advisory board of the Executive Director. The board shall have the power to make decisions provided ED is unable. The Board of Directors shall have the power to promote, network, assist in decision making, fundraise, and participate in any and all parts of Mahkato Revitalization. Should the ED become unable to fulfill duties due to prolonged illness (more than 6 weeks), injury, and or death, it will fall upon the Board of Directors to fill the role of the ED until a suitable replacement is found.

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the Board of Directors (Elders) and Community Advisory Committee.

ARTICLE III — MEMBERSHIP TO BOARD OF DIRECTORS (Board of Elders)

Section 1 – Board role, size and compensation: The board is responsible for the overall policy and direction of Mahkato Revitalization Project, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 5, but not fewer than 3 members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2 – Terms: All board members shall serve three-year terms, and are eligible for re-election for up to three consecutive terms.

Section 3 – Meetings and notice: The board shall meat at least once a year, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least three weeks in advance.

Section 4 – Board elections: During the last quarter of each fiscal year, the board shall elect directors to replace those whose terms will expire at the end of the fiscal year. The election shall take place during a regular meeting of the directors, called in accordance with the provision of these bylaws.

Section 5 – Election procedures: New directors shall be elected by a majority of directors present at such meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 – Quorum: A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

Section 7 – Officers and Duties: There shall be three officers of the board, consisting of the chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member’s term.

Section 9 - Resignation, termination and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a majority vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least three weeks in advance.

Section 11 - Remote communication for meetings: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12 - Action without a meeting: Upon initiative of the board chair, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

ARTICLE III — MEMBERSHIP TO Community Advisory Committee

Section 1 - Number. The membership of the Community Advisory Committee (CAC) shall consist of up to 13.

2. Eligibility. Individuals shall be appointed to the CAC by the Executive Director and Board of Elders . In appointing members to the CAC, the Executive Director and Elders Board shall act in good faith and shall use its best efforts to achieve a composite CAC which reasonably reflects the diverse needs and interests of the communities serviced by Mahkato Revitalization Project. At the time they are seated on the CAC, the members shall be members of Mahkato Revitalization Project. No individual member of the public or representative of any particular organization, community, or group shall have any enforceable right to membership on the CAC. This position is by appointment only.

3. Term. Subject to the provisions relating to resignation and removal of a member, members of the CAC shall be appointed to two-year terms. Re-appointment is possible through Elders Board and Executive Director. The members shall be divided into two groups for the purpose of staggering the terms of the members. The number of directors in each group and the expiration date of the initial terms of directors of each group are set forth below.

NUMBER OF INITIAL MEMBERS

GROUP DIRECTORS TERM ENDING

Group A 4 2023

Group B 5 2026

Subsequent terms for each group shall be the successive two-year period following the expiration of the initial term as set forth above.

4. Appointment. The Elders Board and Executive Directorshall appoint members of the CAC to fill any vacancies. The Elders Board shall designate the two-year term group to which each appointee shall belong.

5. Number of Terms. Each member of the CAC may serve a maximum of three consecutive terms and as many terms non-consecutively as shall be determined by the Executive Director, subject to provisions of these Bylaws relating to resignation and removal of a member. Any person who has served more than twelve months of an unexpired term shall be deemed to have served a full term.

6. Resignation, Removal.

 (a) Any member may resign at any time from the BOD upon written notice to the Board of Elders and Executive Director. The resignation shall be effective regardless of whether it is accepted by Mahkato Revitalization Project.

 (b) Only the Board of Elders or Executive Director has the power to remove a CAC member. The Board of Elders may, in its absolute discretion, remove any member of the CAC at any time during his or her term upon written notice to such member. The notice shall be effective when given in person or by telephone or upon deposit in the United States mails, postage prepaid, if given by mail.

7. Vacancies. Vacancies on the CAC caused by any reason whatsoever will be filled by the Board of Elders and Executive Director.

8. Compensation. Unless the Board of Elders so resolves, no member of the BOD shall receive compensation reimbursement for expenses incurred in serving on the BOD or any committee thereof.

10. Limitation of Powers. The role of the CAC shall be solely advisory in nature. In no event shall the CAC have any authority to exercise any control over the daily management or operation of Mahkato Revitalization Project or any member thereof have the right to require or to seek a court or governmental agency to order, Mahkato Revitalization Project or its Board of Elders, officers, or employees to take or to refrain from taking any action with respect to programming, services, or policies.

ARTICLE V — OTHER COMMITTEES

Section 1 - Committee formation: The board may create ad hoc committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs. Elders

Article VI – DIRECTOR and STAFF

Section 1 – Executive Director: The executive director is hired by the Board of Eldders. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VII – AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the full Board of Elders. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements

Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on

[MONTH/DAY/YEAR] Secretary \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date \_\_\_\_\_\_\_\_\_\_