



Kansas City Indian Center
600 W 39th Street
Kansas City, MO 64111
(816) 421-7608

www.kcindiancenter.org
information@kcindiancenter.org

Dear Prospective Board Member:

Thank you for your interest in serving on the Board of Directors of the Kansas City Indian Center (KCIC). Our organization is a 501(c)3 non-profit corporation that is a mission and community driven organization governed by a volunteer Board of Directors.

Our History

The Heart of America Indian Center d/b/a. Kansas City Indian Center operates as the Kansas City area's only multi-purpose social service agency for American Indians.

Following World War II, with government relocation and training programs, and a formal policy in the early 1950's of reservation termination, American Indians began relocating to urban areas. To help sustain the cultural and spirit beliefs of their tribes, local elders began a social club; The Council Fires of Greater Kansas City. The center was founded as a formal, tax-exempt, 501(c)3 organization in 1971 to accept Federal, state and private funds for poverty-oriented social programs.

The Board of Directors should be made up of exemplary individuals who possess a passion and commitment to our mission. Our expectations of our Board Members are:

- The term is three years' service.
- You must be a resident of the following counties:
 - Missouri Counties: Cass, Clay, Jackson, Lafayette, Platte, Ray
 - Kansas Counties: Wyandotte, Johnson, Miami, Leavenworth
- You must not be serving on any other similar board.
- Attend Board meetings; the third Monday of each month at 6:00 p.m. to 8:00 p.m.
- Time commitment of 88 hours per year in meetings, preparation, events; including the Annual General Membership Meeting in the spring of each year.
- Attend and volunteer for at least two fundraising events per year.
- Acceptance of the Policies and Board Requirements.
- Checking KCIC email regularly.

If you are interested in becoming a member of our Board, we invite you to submit the following to the Board for consideration:

- Resume
- Letter of Intent - Please include in body of letter what three things you would hope to gain personally from serving on our board and three things you would like to help the center achieve during your term.
- 3 References (2 should be Professional References)
- Volunteer Criminal Background Check Release and Waiver Form.
- Photocopy of Driver's License
- You must be a member of KCIC or submit your application of membership with your board submission.

The mission of the Kansas City Indian Center is to encourage social, educational, and economic advancement of the American Indian community by promoting traditional and cultural values.



Kansas City Indian Center
600 W 39th Street
Kansas City, MO 64111
(816) 421-7608

www.kcindiancenter.org
information@kcindiancenter.org

If you have any questions or would like to request more information, please feel free to contact us.

We look forward to hearing from you soon!

Board of Directors
Kansas City Indian Center

The mission of the Kansas City Indian Center is to encourage social, educational, and economic advancement of the American Indian community by promoting traditional and cultural values.

Kansas City Indian Center
Board Member Annual Affirmation of Service

1. I will continue to be fully supportive of our mission, vision, purpose, goals, and values.
2. I will continue to have legal and fiduciary responsibility for this organization.
3. I understand that board membership requires the equivalent of 88 hours per year of my time, including preparation and meetings. I am able to give that time during the twelve months ahead, and I expect to attend all board and committee meetings unless I give the respective board chair advance notice of my need to be absent for good cause.
4. I intend to contribute financially to the work of our organization during the year and will help open doors to friends who may be interested in contributing to our work.
5. I have reviewed, signed, and intend to comply with our board's conflict of interest policy.
6. I have access to email and will check and respond to it on a regular basis.
7. I will keep in mind that while serving on this board, my personal statements and opinions may be interpreted as "KCIC opinions". While representing KCIC, I will abide by the purposes and policies of KCIC.
8. I will observe non-partisan conduct while serving within the KCIC governance structure.
9. I will exercise discretion, sensitivity, and sound judgement in discussing all KCIC matters and keep confidential matters confidential.
10. I will not exercise authority as a board member except when acting in a meeting with the full board or as I am delegated by the board.
11. I will support, in a positive manner, all actions taken by the Board of Directors even when I am in a minority position on such actions.
12. If anything should occur during the year that would not allow me to keep these intentions of being a positive contributor to our board, I will take the initiative to talk to the other officers about a voluntary resignation to allow another to serve who is able to be fully involved.
13. In addition to membership, board members are expected to contribute their time, expertise, resources, and in-kind, in a manner they consider generous.
14. Be willing to provide a background check release upon request.

Signed _____

Date _____

Print _____



Kansas City Indian Center
600 W 39th Street
Kansas City, MO 64111
(816) 421-7608

www.kcindiancenter.org

Volunteer Background Check Release and Volunteer Waiver Form

Volunteer Background Check Release

In order to provide a safe and healthy environment for families, please understand we will review relevant public documents regarding criminal activity. If the background check indicates you have had any charges, these charges will be reviewed by the Board of Directors to determine whether you will not be considered as a volunteer; in addition, the Kansas City Indian Center reserves the right to deny a volunteer position at any time, for any reason or no reason at all.

Name (Print): _____
(Last) (First) (Middle Initial) –Required

Other Names Used: _____

Address (street, city, state, zip): _____

Home Phone: _____ Cell Phone: _____

E-mail Address: _____

Date of Birth: _____ - Sex: _____

I authorize the Kansas City Indian Center to process my application for serving as a volunteer by reviewing my criminal background. I hereby release the Kansas City Indian Center, its employees, representatives and such individuals or organizations from all liability for any damage whatsoever incurred in obtaining or furnishing such information.

By signing your name and dating this authorization, you are hereby confirming the accuracy of the information provided above and granting the Kansas City Indian Center permission to do a background check, as it deems necessary.

Signature: _____ Date: _____

Volunteer Waiver

It is my desire to perform volunteer services for the benefit of the Kansas City Indian Center. I understand that the Kansas City Indian Center is allowing me to perform these volunteer services subject to my complete understanding that the Kansas City Indian Center will not provide me with any type of insurance or other loss coverage.

Volunteers on the Board of Directors may have Board and Officer coverage as deemed by the Board of Directors. Based upon the above, I agree to indemnify, defend and hold harmless and release the Kansas City Indian Center and its elected and appointed officials, officers, employees and authorized representatives from and against any and all liability, loss, damage, expenses, costs (including attorney's fees) arising out of or in any way attributed to the activities performed at Kansas City Indian Center.

By Signing this agreement, I acknowledge that I have read it in its entirety, have given the terms due consideration, understand the terms and understand that I am freely and voluntarily giving up certain rights. I further intend that this agreement shall be binding upon all of my successors, heirs, assigns, receivers and the like.

Today's Date: _____

Signature of Volunteer: _____



SOCIAL MEDIA AND CONFIDENTIALITY POLICY

The following policy regarding the official and non-official/personal use of social media and social networking services and tools is effective immediately. It is critical that social media tools be used in a responsible manner. As with e-mail and other electronic means of communication, the use of social media applications to communicate and engage with the public must be in accordance with all the applicable policies as stated in the Kansas City Indian Center Policies and Code of Ethics.

The following principles should be employed when using public-facing social media services in an official capacity within Kansas City Indian Center:

- Do not discuss any KCIC related information that is not considered public information. The discussion of sensitive, proprietary, or classified information is strictly prohibited. This rule applies even in circumstances where password or other privacy controls are implemented. Failure to comply may result in disciplinary action and/or dismissal.
- Third-party social media Web sites should never be the only place in which the public can view KCIC information. Any information posted to a third-party social media Web site must also be provided in another publicly available format such as the organizations' Web site.
- When you are representing KCIC in an official capacity, KCIC is responsible for the content you publish on blogs, wikis, social networking Web sites, Facebook or other forms of social media. Assume that any content you post may be considered in the public domain, will be available for a long period of time and can be published or discussed in the media.
- Know and follow the KCIC Policies, Standards of Conduct and Code of Ethics. Do not engage in vulgar or abusive language, personal attacks of any kind, or offensive terms targeting individuals or groups.

The following principles should be employed when using public-facing social media services in a Non-official/Personal Use of Social Media and Social Networking:

- KCIC recognizes that these types of tools can sometimes blur the line between professional and personal lives and interactions. Therefore, employees and board members are reminded that, as representatives of KCIC, the above rules and guidelines must be taken into consideration when participating in these services at any time, but particularly when identifying themselves as employees or board members of KCIC or when context might lead to that conclusion. By exercising discretion and common sense when employing social media for professional or personal purposes, you will help assure that their great potential is fully realized without inadvertently compromising our professional, legal, or ethical standards.

- Employees and Board Members should remember that the Policies and Code of Ethics are applicable.
- Be aware of your KCIC association in online social networks. If you identify yourself as a KCIC employee, or board member, or have a public facing position for which your KCIC association is known to the general public, ensure your profile and related content (even if it is of a personal and not an official nature) is consistent with how you wish to present yourself as a KCIC professional, appropriate with the public trust associated with your position, and conform to existing standards, such as the Code of Ethics. Employees and Board Members should have no expectation of privacy when using social media tools.
- When in doubt, stop. Don't post until you're free of doubt.
- All posts should go through the Executive Director for proof reading before being posted on the KCIC website, Facebook, flyers, events, notices, community events, etc.
- In a publicly accessible forum, do not discuss any KCIC related information that is not already considered public information. The discussion of sensitive, proprietary, or classified information is strictly prohibited. This rule applies even in circumstances wherein password or other privacy controls are implemented. Failure to comply may result in disciplinary action or dismissal.

KCIC SOCIAL MEDIA AND CONFIDENTIALITY POLICY ACKNOWLEDGEMENT

As an employee or Board member of the Kansas City Indian Center, I understand that the organization endeavors to abide by the highest professional, ethical standards and demands as much of its employees and Board Members.

Those standards, as outlined in this document, have been made known to me and I understand my responsibility to follow them as they pertain to the functions of my job.

I understand that failure to comply with the terms set forth within this document will result in disciplinary action up to and including termination or dismissal.

I specifically acknowledge the responsibility for compliance with the contents of this document that applies to my duties when representing KCIC.

Name: _____

Signature: _____

Date: _____

Purpose, Rights, and Responsibilities of the Heart of America Indian Center Board of Directors

Heart of America Indian Center Statement of Purposes

"The purpose for which the Corporation is formed is to provide health, welfare and cultural services to Native American individuals and families of our community; to promote the organization, to establish and operate an Indian Center; to promote fellowship among the American Indian people of all tribes living in the Kansas City area; to stimulate the natural integration of the American Indian into the community life of the Indian people; to encourage artistic and vocational pursuits by American Indian people; and to preserve and foster American Indian arts, crafts and cultural values."

Bylaws of the Heart of America Indian Center, Inc., adopted 5/17/2003 (originally from 1971 Articles of Incorporation.)

Heart of America Indian Center Mission Statement

Our Mission: "Heart of America Indian Center will serve as the Greater Kansas City Native American Cultural Center and will foster unity and empowerment by promoting traditional and cultural values."

Purpose of the Board of Directors of Heart of America Indian Center

- The purpose of the Board of Directors is to provide leadership and overall management of the center while assuring that the center is working within the purpose of the organization. The Board represents the voice of the community. The Board develops policies, structure, comprehensive plans and conveys the same to the individuals responsible for implementing them. The Board has ultimate responsibility for Center operations and all accountability issues.

Board Responsibilities

- Represent community perspective
- Leadership and policy development
- Develop operating plans and policies
- Hiring and evaluating senior staff
- Assuring that accounting practices meet the best business practices & Cost Accounting Standards
- Management of organizational assets
- Guiding the Center productively through change

- Assuring that the Center operates within the scope and meets the current needs of the community
- Governance over due process

Board Member Rights

- To receive timely communication regarding matters of board and Center business
- To be comfortable offering information, opinions, or suggestions to the board and to have the same give due consideration
- To be kept informed of any potential problems or concerns regarding the Center and its programs
- To be treated with honor, dignity and respect by community, other board members and staff
- To be given an opportunity to have input and ask questions for the process of making informed decisions
- To fully participate in all planning processes
- To be provided current information on a regularly scheduled basis about the programs and services provided at the Center

Board Collective Liabilities and Protections

- Liability – collectively the Board can be held accountable for actions occurring as part of their standard operations or outside the operating parameters of the organization. This accountability can be demanded from the government, funding sources, community members and persons receiving services through the Center.
- Protection – the development and adherence to formal operating policies and procedures. The documents must be developed to assure that no prejudice or unequal treatment in the board's functions or the operations of the center. These documents should be reviewed bi-annually by the board and a qualified consultant to assure that they remain current. Such procedures after being accepted formally by the board must govern all actions of the board thereby insuring due process and providing protection from legal action. All Board Members and employees of the Center should be required to review these documents and sign a statement that they have read and understood them as presented.

Individual Board Member Liabilities and Protections

- Liability – individuals can be held accountable for actions or lack of actions which are attributed to the personally. The protection of the organization does not automatically insulate individuals from being sued personally or if appropriate, charged in criminal court.
- Protection – the adherence to the approved policies and practices of the board minimizes personal exposure. The maximum protection is realized when all activities occur within those policies and practices with appropriate documentation and due process. Individual board members must not act on behalf of the board without being authorized by the board to do so. Individuals who act on their own should be subject to disciplinary action as determined appropriate by the board after following due process.

Acknowledged on this _____ day of _____, 20____.

Sign_____

Print_____



Heart of America Indian Center

Conflict of Interest Policy

The purpose of the following policy and procedures is to complement Organization () bylaws to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to , or result in personal financial, professional, or political gain on the part of such persons at the expense of or its Members, supporters, and other stakeholders.

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of . *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person -- other than a board member -- who does not receive compensation for services and expertise provided to and retains a significant independent decision-making authority to commit resources of the organization. *Staff Member* means a person who receives all or part of her/his income from the payroll of . *Member* means a Member of which shall be a state association of nonprofit organizations that represent a statewide and multi-sector or subsector 501 (c)(3) constituency with a diverse range of corporate identities, or a regional association of nonprofit organizations that represent a specific region within a state or multi-state geographic area and a multi-sector or subsector constituency with a diverse range of corporate identities. *Supporter* means corporations, foundations, individuals, 501 (c)(3) nonprofits, and other nonprofit organizations who contribute to HAIC.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - a. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - b. A board member or their organization stands to benefit from an transaction or staff member of such organization receives payment from for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
 - c. A board member's organization receives grant funding from .
 - d. A board member or staff member is a member of the governing body of a contributor to .
 - e. A volunteer working on behalf of who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect 's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.

3. A Board member or Committee member who is formally considering employment with must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with must submit a written request for a temporary leave of absence to the Secretary of the Board, c/o the office, indicating the time period of the leave. The Secretary of will inform the Chair of the Board of such a request. The Chair will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the Board meeting.
4. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
5. Anyone in a position to make decisions about spending 's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all specified parties.

Signature

Date

Adopted by the HAIC Board on 5-18-09

BYLAWS OF THE
HEART OF AMERICA INDIAN CENTER, INC., d/b/a
KANSAS CITY INDIAN CENTER

ARTICLE I
OFFICE AND REGISTERED AGENT

Section 1. Principal Office.

The principal office of the Heart of America Indian Center shall be in the State of Missouri.

Section 2. Registered Office and Agent.

The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Missouri, as required by the State of Missouri Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State. The corporation may have other offices within or out of the State of Missouri, as the Board of Directors may determine.

ARTICLE II
PURPOSES

The purpose for which the Corporation is formed is to operate an Indian Center that provides educational, civic and cultural services to the Greater Kansas City community; promotes fellowship among people of all tribes and bonds of understanding and fellowship with all cultures in the Kansas City community; stimulates the natural integration of the American Indians into the community; fosters the educational and economic development of the American Indian people; encourages artistic and vocational pursuits of American Indian people; and preserves and fosters American Indian arts, crafts and cultural values.

ARTICLE III
MEMBERSHIP

Section 1. Classes and Qualifications.

The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. Membership in the Heart of America Indian Center shall be open to both Indians and non-Indians. There shall be the following classes of members:

- a. Individuals: Individual members shall consist of those individuals who agree to abide by the rules and regulations of the Heart of America Indian Center and who meet any additional requirements for individual membership as may be imposed by the Board of Directors from time to time.
- b. Corporate (or "Associate"): Corporate members shall consist of any corporation that agree to abide by the rules and regulations of the Heart of America Indian Center and that meets any additional requirements for corporate membership as may be imposed by the Board of Directors from time to time.
- c. Honorary Members: The Board of Directors may designate individuals who do not qualify under the foregoing categories as honorary members, using such criteria as the Board may develop.

Section 2. Dues and Requirements.

- a. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member.
- b. Memberships become effective at the time membership applications and dues are received at the main office of the Center, and are effective for the term specified by the Board of Directors, unless the member requests to be removed from the membership rolls or is removed in accordance with the procedure included in these bylaws.

Section 3. Voting Rights.

- a. Only individual members in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 4 (below), as well as to vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings, but may not vote.
- b. Each member, sixteen years of age or over, whom has been a member for more than 30 days prior to the meeting date, shall be entitled to cast one (1) vote on each matter coming before the meeting.
- c. No proxies and/or absentee ballots shall be allowed at any meeting of the general membership.

Section 4. Membership Meetings.

- a. There shall be an annual Membership Meeting in the Spring of each year after March 1, but not later than May 30, upon such date, time and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the following matters: election of the Board of Directors, approval of any amendments to the bylaws that may be proposed by the Board, and other business as appropriate in a membership meeting. Voting on all other matters is expressly reserved for the Board of Directors.
- b. Special meetings of the members may be called by the Chair of the Board or the Board of Directors, or request of 10 percent of the voting members. Members shall receive the statutorily required written notice of special meetings.

Section 5. Quorum and Voting.

Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of the total number of voting members present. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 6. Removal.

- a. Any member may be suspended or removed from membership by a two-thirds vote of the Board of Directors only for cause, which is defined as the failure to abide by the rules and regulations of the Heart of American Indian Center.
- b. A member must be given not less than fifteen days' prior written notice of the expulsion, suspension or termination action and the reasons therefor. The suspended or expelled member may appeal the matter to the Board of Directors within 30 days after notification of the action taken by the Board.
- c. Any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of expulsion, suspension, or termination.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers.

There shall be a Board of Directors of the Corporation, which shall supervise manage, and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these bylaws. The Directors shall hire an Executive Director to handle the day to day operations of the Indian Center and carry out policy directives as adopted by the Directors.

Section 2. Board Composition.

The Board of Directors shall at all times be comprised of at least fifty-one (51) percent of American Indians enrolled in a federally recognized tribe. Indian members of the board must produce a certification of enrollment from such tribe as proof of tribal membership to the Corporate Secretary of the Heart of America Indian Center, Inc., a copy of which shall be kept with the corporate records.

Section 3. Number and Qualifications.

a. The Board of Directors of the Corporation shall consist of no less than the State of Missouri statutory minimum and up to eleven (11) voting members.

b. Board members must live within the Kansas City metropolitan area specified below.

Missouri Counties: Cass, Clay, Jackson, Lafayette, Platte, Ray

Kansas Counties: Wyandotte, Johnson, Miami, Leavenworth

c. Employees of the Heart of America Indian Center, Inc. are excluded from serving on the Board of Directors.

d. Candidates for election to the Board of Directors are required to sign a consent form for a background check prior to election at the Annual Membership meeting, or in the event of a vacancy on the Board, prior to election by the Board of Directors. Results of the background check may preclude eligibility for service on the Board of Directors. Such instances include, but are not limited to, being the subject of criminal, civil or administrative proceedings for crimes involving children as victims, or instances of fraud, forgery, theft, breach of fiduciary duty, or any other instance as specified in any contractual obligation of KCIC.

e. If a Board Member is suspended or removed from membership under Section 6, they automatically vacate their position on the Board.

f. Vacancies occurring in this section shall be filled under the provisions of Section 7 (below) of this article.

Section 4. Election and Term of Office.

Candidates for the Board of Directors must complete an application for approval by the Board of Directors. The Board of Directors shall present a slate of qualified candidates for election by the membership at the annual meeting of the members.

Members of the Board of Directors shall be elected by the voting members at each annual meeting of the members, except in the event of vacancy as described in Section 7. Directors on the Board of Directors shall serve for a term of three (3) years unless they are serving a partial term due to a vacancy.

Section 5. Resignation.

Any director may resign at any time by giving written notice to the Chair of the Board, through letter, fax, or electronic mail. Such resignation shall only take effect immediately provided the letter contains the date it was written, date the resignation is to take effect, as well as the person's name. Resignations not adhering to these guidelines shall be subject to a vote for acceptance of the resignation by a majority of directors present at a monthly meeting of the board of directors.

a. All resignees shall have a 48-hour cooling off period to rescind their resignation. This too must be in writing in accordance with the provisions in Article IV Section 5.

Section 6. Removal.

The members may remove one or more directors elected by them only with appropriate cause.

a. A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

i. Except as provided in subsection b of this section, a director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

ii. An entire board of directors may be removed under the provisions of this section.

b. Duly elected board members who miss three (3) or more regular monthly meetings in a membership year, unexcused, may be removed from the Board if a majority of the directors then in office vote for the removal. Removal may be done by a vote of the constituted quorum of board members at a regularly scheduled meeting.

c. A director elected by the board to fill the vacancy of a director elected by the members may be removed only with appropriate cause.

Section 7. Vacancies.

Vacancies will be announced by the Chairman at the first available monthly Board meeting and may be filled at any of the following monthly Board meetings, by majority vote of the remaining members of the Board of Directors. The appointment shall be for remainder of the unexpired term. If a vacancy occurs within 60 days of the annual meeting, then the membership will elect the Director to fill the vacancy, with partial terms filled by candidates with the subsequent highest number of winning votes.

Section 8. Regular Meetings.

The Board of Directors of the Corporation shall hold regular monthly meetings at such time and place as designated by the Board. All meetings, except executive sessions (for the purpose of handling Legal, Real Estate, and Personnel matters) are open to the general membership.

Section 9. Special Meetings.

Special meetings of the Board of Directors may be called at the direction of the Chair or by the request of any three (3) members of the Board Person(s) calling such special meeting may designate any location for such meeting, within reasonable distance, within or out of the State of Missouri. The notice of the meeting shall designate the time, day, and place for such special meeting.

Section 10. Notice.

Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least two (2) business days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and anticipation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 11. Quorum.

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 12. Manner of Acting.

Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 13. Unanimous Written Consent In Lieu of a Meeting.

The Board may take action without a meeting if written consent to the action is signed by all of the directors. This includes written consent sent via email.

Section 14. Telephone Meeting.

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 15. Director's Compensation.

Directors shall not receive compensation for their services on the Board. By resolution of the Board, directors may be allowed a fixed sum and expense of attendance for their attendance at regular and special meetings of the Board.

Section 16. Conflicts of Interest.

a. In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. "Conflict of interest" as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

b No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter.

The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the refusal of the interested director.

ARTICLE V OFFICERS

Section 1. Officers.

The officers of the Corporation shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. Other than the offices of Chair and Secretary, the same individual may simultaneously hold more than one office in a corporation.

Section 2. Election of Officers.

The officers of the Corporation shall be elected annually by the Board of Directors immediately following the annual meeting of the members.

Section 3. Term of Office.

The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected.

Section 4. Resignation.

Any officer may resign at any time by giving written notice to the Chair of the Board, through letter, fax or electronic mail. Such resignation shall only take effect immediately provided the letter contains the date it was written, date the resignation is to take effect, and the person's name. Resignations not adhering to these guidelines shall be subject to a vote for acceptance of the resignation by a majority of directors present at a monthly meeting of the Board of Directors.

Section 5. Removal.

Any officer may be removed from such office, only with appropriate cause, by a two-thirds vote of the voting members at any regular or special meeting of the Board of Directors.

Section 6. Vacancies.

A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. Chair.

The Chair shall give active direction and have control of the business and affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors.

Section 8. Vice Chair.

The Vice Chair shall perform the duties of the Chair in the absence of the Chair or in the event of his/her inability or refusal to act. When so acting, the Vice Chair shall have all the powers and be subject to all restrictions upon the Chair. The Vice Chair shall perform other duties as, from time to time, may be assigned to by the Chair or by the Board of Directors.

Section 9. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 10. Treasurer.

The Treasurer shall be responsible for and oversee the financial administration of the Corporation, and shall ensure that the financial policies and procedures as adopted by the Board of Directors, are enforced, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 11. Bonding.

If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of at least two members, one of which must be a director. The committee(s) shall have and exercise the authority of the Board of Directors in the governance of the Corporation to the extent provided for in said resolution. However, no committee shall have the authority to amend or repeal these bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee.

Between meetings of the Board of Directors, the day-to-day affairs of the Corporation may be conducted by the Executive Committee, the membership of which shall be the Chair, the Vice Chair, the Secretary, and the Treasurer.

Section 3. Other Committees and Task Forces.

The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Term of Office.

Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5. Vacancies.

Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 6. Quorum.

Unless otherwise provided in the resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum.

Section 7. Rules.

Each committee and task force may adopt rules for its meetings not inconsistent with these bylaws or with any rules adopted by the Board of Directors.

**ARTICLE VII
MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year.

The fiscal year of the Corporation shall run January 1st to December 31st.

Section 2. Notice.

Whenever under the provisions of these bylaws notice is required to be given to a director, officer, or committee member, such notice may be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received

**ARTICLE VII
INDEMNIFICATION**

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article. The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

These bylaws may be amended or new bylaws adopted upon the affirmative vote of a majority of the voting members at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.

**ARTICLE X
RULES OF ORDER**

The order of business at general membership meetings, Board of Directors Meetings, and committee meetings shall be governed by Robert's Rules of Order.

**ARTICLE XI
ADOPTION**

These bylaws were adopted for the Heart of America Indian Center at the Spring Membership Meeting held on April 27, 2007, amended on April 30, 2011, and amended April 4, 2018, by a majority vote of the members present. These bylaws replace all prior versions of the bylaws.