

NON-PROFIT BYLAWS OF Metis Eastern Tribal Indian Society of Maine

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Maine and the Articles of Incorporation of Metis Eastern Tribal Indian Society of Maine. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Maine, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

The legal name of the Non-Profit Corporation/Organization shall be known as Metis Eastern Tribal Indian Society of Maine, and shall herein be referred to as the "Corporation/Organization."

The principal office of the Corporation/Organization shall be located at 105 Gould Rd., Dayton, Maine 04005.

The fiscal year for this Corporation/Organization shall end on December 31 each year.

Article 1. Membership Qualifications:

Members must have indigenous North American Indian ancestry. Applicants are required to show a genealogical lineage to an American Indian ancestry. Because of blocked or lost information a persons genealogical paper trail can stop. Due to this lack of information, a persons handed-down oral family history and traditions can be presented to the Grand Council for decision in providing temporary associate status to the band. This associate status shall be until one has proven through genealogy their Indian bloodline for a full band membership. Temporary associate status excludes one from voting and due process of band government. See Amendment 3.

Article 2. Grand Council of Elders:

Grand Council of Elders will be an elected body of five members for a term of five years. A Head Elder shall be elected from their own membership for a term of one year. The Grand Council of Elders shall be the final arbitrators and mediators of all disputes or of any situation which cannot be resolved by the Grand Council. Two alternates will also be elected to fill in for a council member if that one is unavailable for a Grand Council meeting. Alternate will be notified in advance by the Head Elder. In a decision, the majority rules. See Amendment 4.

Article 3. Grand Council:

Grand Council will be an elected body of five members for a term of two years. A Head Council shall be elected from their own membership for a term of one year. The Grand Council shall be the arbitrators and mediators of all disputes or of any situation that occur within the band. In the event that such matters cannot be resolved, such matters will be presented to the Grand Council of Elders for final decision. Two alternates shall also be elected for two years to fill in for a council member if that one is unavailable for a council meeting. Alternate will be notified in advance by the Head Council. See Amendment 5.

Article 4. Grand Chief:

Grand Chief shall be elected by the people for a term of two years. The Grand Chief shall preside over all meetings, elections and to be the primary spokes person of the band, political and otherwise. As a leader he exercises delegated mandates, authority, responsibilities and duties and has a sacred political trust to comply in every respect with the direction of the band.

Article 5. First Chief:

First Chief shall be elected by the people for a term of two years. The First Chief shall assume all duties of the Grand Chief when he/she is not present. He/She also will be in charge of all committees, all committees will report directly to the First Chief.

Article 6. Secretary:

The Secretary shall be elected for a term of one year. The secretary will keep the minutes of all band meetings and report them at the next meeting. The Secretary shall keep and organize a current list of all members and their addresses and issue notices of all meetings. Secretary shall receive and answer all correspondences as directed by council and chiefs. Copies of all genealogies of members are to be retained and kept on file by secretary.

Article 7. Treasurer:

The Treasurer shall be elected for a term of one year. The treasurer shall keep a proper accounting system and report on a regular basis the financial condition of the Métis Eastern Tribal Indian Society of Maine. The financial report will be read at all band meetings and recorded in the minutes of the meetings. The Treasurer will be accountable to the Grand Council, the Grand Chief and the First Chief. The treasurer will be responsible for the writing and depositing of all checks and money into the account of the Métis Eastern Tribal Indian Society of Maine. The treasurer will be responsible for paying all financial debts Incurred by the Band from the bank account of the Métis Eastern Tribal Indian Society of Maine upon approval of the Grand Council, the Grand Chief or the First Chief or as approved at a general Band meeting.

Article 8. Committees:

Committees for various functions, such as raising money, gatherings, Pow-wows or any other function shall be voluntary or appointed and will report to The First Chief and then at a general meeting of the Band.

Article 9. Band General Meetings:

There will be four general meetings a year, with the first meeting of the year set for the second Sunday of January, following three meetings dates to be set for each consecutive meeting at this time. Special meetings can be called for upon notification to the Band. This is subject to change as the Band grows.

Article 10. Election of Office:

Election of Offices will be held at the general meeting on the second Sunday of January. Offices will be by nomination and voting will be by show of hands unless a secret ballot is requested. Majority rules (Majority means the majority of members present at a meeting and not total members of the Band.)

Article 11. Officer Vacancies:

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office.

Article 12. Removal of Elected Officials:

If any elected official is found to abuse powers of office, abuse alcohol or drugs, misuse Band funds or in any immoral manner goes against the Bylaws of the Band will be brought before the Grand Council for review and may constitute removal from office. An elected official may appeal any decision of removal to the Grand Council of Elders for a final decision.

Article 13. Amendments to Bylaws:

Amendments to the Bylaws may be proposed by any member of the Band with a three months advance notice of proposed amendment. A vote of two thirds of the total membership of the Band in this case constitutes a majority vote to approve amendment change. All members of the Band will be notified by the Secretary in writing three months in advance of the meeting for the voting of proposed amendment. See Amendment 2.

Article 13. Expenses:

The expenses of traveling for a delegated official to and from a meeting with other Tribes, Nations, States or other tribal business will not be borne by that person, but will be paid for by the Band. All receipts will be kept by that person and turned over to the treasurer for reimbursement or if given a certain amount of money in advance for travel expenses, will upon return, return all money not spent along with receipts of expenses. If there is a loss of wages by person sent as a delegated official, that person should be compensated for such loss.

Article 14. Spouses who are not of Indigenous North American Indian ancestry (Métis):

Spouses who are not Métis are welcome to attend functions of Métis Eastern Tribal Indian Society of Maine and are welcome to participate in many if not all of our activities, but have no voting rights and cannot become members. Spouses can participate on most committees along with regular members.

We are family oriented and enjoy family participation.

Article 15. Resignation of Elected Official:

Any Elected Official can resign his/her position by presenting a written resignation thirty days in advance prior to termination. A new election will take place to fill that vacancy for the remainder of that persons term.

Article 16. Definition of majority rules:

A majority rules constitutes a majority of the members at a meeting and not a majority of total membership of the Band, with exception of Article 12 on amendments of bylaws.

Article 17. Fee for Issuing Membership Card:

A Fee for issuing a membership card at this time will be \$10.00 and can be changed at a later time by a majority vote at a general meeting. If a person loses their card, wants a change of a picture or change of address, a new card can be issued for half of the present fee being charged at that time. Fees charged are for cost of material and processing of card.

Article 18. Signing of Important Documents:

The Grand Chief will sign all important documents and will sign all membership cards except his own. The Head Chairperson of the Grand Council of Elders, The First Chief or The Head Chairperson of the Grand Council will be the signer of documents or membership card when a conflict of interest is present.

Article 19. Dissolution of property and monies should The Métis Eastern Tribal Indian Society of Maine have cause to disband:

The dissolution of Society monies and property shall be as follows: The Grand Chief shall (with the advice and counsel of the Society's Grand Council, First Chief and Treasurer) see that all outstanding debts and obligations of the Society are satisfied. The Society has use of the property located at 105 Gould Road in Dayton Maine per the Warranty Deed dated November 14, 2007. The warranty Deed states all property is returned to Deborah Bean if the Metis ever dissolves. All other assets need to be given to another Non-Profit or Municipal or State Organization per Federal IRS rules governing Non-Profits.

Bylaws Amendments Follow:

Amendment 1. Dereliction of duties:

Any official in an elected position who continually neglects his/her duties will be notified by written notice from the Grand Council of Elders of his/her dereliction of duties and will hold council with this person as to why he/she should or should not be removed from office. If the person refuses or ignores to appear before the council, the council will then meet on that situation and notify that person by written notice as to their final decision. If expulsion is the decision, then a new election will take place within 30 days to fill that vacancy for the remainder of that term. In the case of Grand Council of Elders member, the situation would be heard by the Grand Council and the Grand Chief or the First Chief. Any decision made against an elected official is by no means meant to discredit that persons character, but only means dereliction of ones duty as an elected official. Also this amendment doesn't mean that a person can never run for office again, but after a penalty of one year can run for an elected position again.

Amendment 2. To Amend Article # 12 Amendment to Bylaws:

Amendment(s) to the bylaws can be proposed by any member of the Band. The proposal will be brought to the Grand Chief and /or the First Chief to bring (within 30 days of request) to the By-Laws committee for review and proof reading. (in no way can the meaning of the proposal be changed) (The By-Laws committee to be made up of 3 to 5 members appointed by Grand Chief). The proposal will then be presented to the membership at the next monthly meeting for discussion and voted on (to send or not send) it to the Grand Council and Grand Council of Elders, where it will be discussed and then voted on by them to approve or disapprove (if voted not to send, it dies at that monthly meeting). (If sent) and both Councils vote for approval of proposed amendment it will be passed as an amendment to the bylaws. If both Councils vote against proposed amendment it will not pass.

If one Council votes against proposed amendment and one Council votes for proposed amendment, it will then be presented to the members at the next monthly meeting (along with both Councils decision) for a final deciding vote. If majority of members (SEE ARTICLE 16) vote for proposed amendment it is added as an amendment to By-Laws. If majority of members vote against proposed amendment it will not be added to By-Laws. It takes a two to one vote for or against of the three governing bodies to pass or not pass an amendment to the By-Laws.

Amendment 3. To Amend Article # 1 Membership Qualifications:

Members must have Indigenous American Indian Ancestry. Applicants are required to show a genealogical lineage to American Indian Ancestry. Because of blocked or lost information in a persons paper trail a persons DNA report showing American Indian ancestry will be accepted as documented proof and acceptance to the Métis of Maine. This amendment also strikes out any oral history and associate status to the Band as written in Article #1.

Amendment 4. To Amend Article # 2 Grand Council of Elders:

To amend the length of holding office for a term of five years as written in Article # 2 to an elected term of three years.

Amendment 5. To Amend Article # 3 Grand Council:

To amend the length of holding office for a term of two years as written in Article # 3 to an elected term of three years.

Amendment 6. Removal from the band:

If a band member is found to have brought disrespect to the Metis of Maine , misrepresentation of his/her status in the Metis of Maine and /or used the Metis of Maine for personal gain , they may be removed from the band. The alleged Metis of Maine member in question will be notified in writing by the Grand Council chair person and offered the opportunity to present his/her side of the circumstances surrounding this by-law infraction. The Grand Council will meet to discuss and consider all evidence and pass a decision on the status of the member in question. The matter can be elevated to the Gand Council of Elders for review upon receiving a written disagreement letter concerning the Grand Councils judgement against the member in question . After review by both Councils and co-ordination with the Grand Chief , the decision becomes final and the Member is notified of his/her dismissal of his/her membership to the Metis of Maine.

Amendment 7. Board of Directors:

The Metis will have five (5) Members listed on the Annual Report that is Electronically Filed with the State of Maine. The names and addresses will be provided to our Registered Agent by the current Grand Chief so they can be included on the report. They will include the four (4) elected positions of Grand Chief, First Chief, Secretary, Treasurer and a member selected by a member vote. This report, to our Registered Agent, is submitted yearly.

AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Maine. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Board Elections

The Governance Committee shall present nomination for new and renewing Board members 2nd Sunday in January. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by two-thirds majority of those Board members at a Board meeting at which a quorum is present.

Term of Board

All appointments to the Board shall be for a term consistent with the current Metis election process listed in the Bylaws except any non elected individual may only serve for one year. This person shall serve no more than one consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to additional year(s).

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed two consecutive meetings of the Board of Directors, or a total of two meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Any vacancy on the Board may be filled by vote of two-thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of two-thirds majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any three regular Board members may call a special meeting of the Board with 7 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting.

The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 7 business days after the close of each Board meeting.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;

- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation/Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Voting

Each Board member shall only have one vote.

Proxy

Board members shall not be allowed to vote by written proxy

Amendment 9. Records and Reports:

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Reports

The Treasurer shall ensure an annual report is sent to all directors within 14 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.
- b) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

Amendment 8. To Article 2 - Grand Council of Elders:

To become a member of the Grand Council of Elders you must be 55 years old or older.

Amendment 9. Absentee Ballot:

Any member who is active in public service (ie: military, police, firemen) automatically can use an absentee ballot. All others will be taken into consideration, on a case by case basis, and determined by the Grand Chief.

Amendment 10. Member Voting Qualification:

Members shall attend at least three (3) meetings during the year prior to be able to vote. Members voting eligibility will be verified prior to receiving a ballot. In order to nominate a member for a position, the member doing the nominating shall be an actively participating member. The nominee shall be an Actively Participating member during the year prior to being nominated for any position. The definition of a Actively Participating Member is a member who has attended at least three (3) of the monthly meetings and helped at one or more METIS Events (ie: working on a committee, working at the Pow Wow, working at a cleanup day and work on the Yellow Feather Cultural Center. All others will be taken into consideration on a case by case basis and determined by the Grand Chief.

Amendment 11. Outside Events:

Members who organize outside events (schools, scouts, etc) shall first ask permission from the Grand Chief to represent the METIS to the public. If permission is granted the member must present an agenda of planned activities and a list of members who are participating. If any donations are made the full amount will be given to the METIS. There is no personal monetary gain for such events. If permission is not given and the member chooses to continue, action will be taken. See Amendment # 6 – Removal from the band. The Grand Chief will keep a record of all requests (denied or approved) and presented at the next monthly meeting.

Nominations Procedure Follows:

Amendment 12. Nominations Procedures.

Metis Of Maine Nomination Procedures

Nominations are to be submitted in writing by using the designated nomination form.

All nominations must be given to the nominating committee chair person on or before the October membership meeting.

The person who is already in the position that is up for election may choose to run again for the same position. If this person does wish to run again, his or her name will be added to the ballot.

The nominating committee will review all nominations to make sure the person being nominated is qualified for the position. No one will be given a reason for a name not qualifying other than the nominating committee doing the screening, the acting arbitrators, and the person who was being nominated (If he or she asks).

Someone on the nominating committee will be appointed to call chosen qualified candidates to see if they wish to run for a specific position. If a qualified candidate agrees to run his or her name will be placed on the ballot.

Qualified candidates will be announced at the November meeting. Campaigning can begin at this time.

Chosen candidates who wish to run for a specific position will be given the opportunity to do their own campaigning in order to reveal why he or she would be the best choice for the position. Candidates running for a position may only promote themselves. Any candidate running for a position who says anything negative about someone else running for the same position will be automatically disqualified.

Some ways a person might choose to do campaigning are; handing out flyers, asking the Grand Chief for time to speak during a meeting (no more than 5 minutes), having something written up and added to the Turtle Island newsletter, talking to members after the meeting, etc.

The nominating committee will consist of two people from the Grand Council of Elders, two people from the Grand Council, the nominating committee chair person, and the acting arbitrators.

The Grand Chief and First Chief will act as the arbitrators for the nominating committee.

At any time the nominating procedures and nominating form may be brought before the house and a vote can take place to make any changes to the nominating procedures and nominating form if deemed necessary.

CERTIFICATE OF SECRETARY

I, Stormie Hendrickson, certify that I am the current elected and acting Secretary of the benefit Corporation/Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on 1/26/2020, and that they have not been amended or modified since the above.

EXECUTED on this day of 1/26/2020, in the County of York in the State of Maine.

Stormie Hendrickson
(Duly Elected Secretary)