**Tribal Nations Into Medicine**

**BY-LAWS**

ARTICLE I - CORPORATION

SECTION 1.1 Corporate Name. The name of the corporation shall be Tribal Nations Into Medicine, a North Dakota nonprofit corporation (sometimes referred to herein as the "corporation").

SECTION 1.2 Corporate Purposes. The purposes for which this corporation is organized are exclusively charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and, in furtherance of those purposes, the corporation may:

a. Establish, develop, sponsor, promote, and/or conduct charitable, educational and scientific activities devoted to improving and protecting the health and welfare of American Indians, providing access to Federal, State, Tribal and community resources aimed at promoting life and health, and providing assistance to residents of the Member Tribes through the INMED program with the aim of leading full and meaningful lives.

b. Solicit support for the corporation’s activities from the public generally and through a Board of Directors, which is broadly representative of the public and the community served by the corporation.

c. Promote by donation, loan or otherwise, the interests of any nonprofit and federally tax-exempt organizations which are affiliated with the corporation or that have similar purposes not inconsistent with those of the corporation.

d. Own, lease, or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

e. Contract with other organizations, for profit and not for profit, with individuals and with tribal and governmental agencies in furtherance of these purposes.

f. Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of the Code, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Code.

(iii) Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) under 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (c) the Indian Self-Determination and Education Assistance Act (P.L. 93-638) (as amended).

SECTION 1.3 Corporate Offices. The corporation shall have and continuously maintain in this state a registered office and registered agent whose office address is identical with such registered office, and may have other offices within or without the state of North Dakota as the Board of Directors may from time to time determine.

SECTION 1.4 Corporate Dissolution. In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute in any proportions thought wise, all of the assets of the corporation to organizations which are organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II - MEMBERS

SECTION 2.1 MEMBERSHIP

The Corporation shall be comprised of the following Member Tribes:

**Black Feet Tribe**

**Crow Tribe**

**Fort Belknap Reservation**

**Fort Peck Assiniboine/Sioux Tribe**

**Northern Cheyenne Tribe**

**Rocky Boy Chippewa Cree Tribe**

**Salish/Kootenai Flathead Nation**

**Mandan, Hidatsa, & Arikara Tribes**

**Spirit Lake Tribe**

**Standing Rock Sioux Tribe**

**Turtle Mountain Band of Chippewa Tribe**

**Omaha Tribe of Nebraska**

**Santee Sioux Tribe**

**Winnebago Tribe of Nebraska**

**Cheyenne River Sioux Tribe**

**Crow Creek Sioux Tribe**

**Flandreau Santee Sioux Tribe**

**Lower Brule Sioux Tribe**

**Oglala Lakota Tribe**

**Rosebud Sioux Tribe**

**Sisseton-Wahpeton Oyaté**

**Yankton Sioux Tribe**

**Eastern Shoshone Tribe**

**Northern Arapaho Tribe**

SECTION 2.2 Annual Meeting. The shall be no annual meeting of the Member Tribes.

SECTION 2.3 Voting Rights of Members. Member Tribes are limited to the selection of a member to serve on the Board of Directors of the corporation.

ARTICLE III - BOARD OF DIRECTORS

SECTION 3.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board of Directors shall initially consist of 12 (twelve) members, who are representatives of the Federally recognized Indian Tribes listed above and who are also representatives of the INMED Program Advisory Board. For the purposes of the initial Board of Directors, any individual who is already serving on the INMED Advisory Board as a representative of a Member Tribe, and who was at the initial meeting at which these by-laws were adopted, other than Charter members of the INMED Advisory Board, shall be considered the representative of the Member Tribe for this corporation. The number of members of the Board of Directors shall increase as individual Member Tribes appoint representatives to sit on the Board of Directors in accordance with these By-laws. The Executive Director of the INMED Program shall also serve as an ex-officio, non-voting member of the Board of Directors.

The individuals comprising the Board of Directors of the Corporation shall be individuals of good reputation and high integrity with an interest in the purposes of the corporation. All directors shall be at least eighteen (18) years of age. A director must be a bona fide member of the Member Tribe chosen in the manner that such Tribe shall determine.

It shall be the responsibility of each director who is a representative of a Member Tribe to communicate with the governing body of his or her Member tribe as to the activities of the corporation not less than annually. More frequent communication is encouraged.

SECTION 3.2 Powers of Board of Directors. The policy making powers of the corporation shall be vested in the board, which shall have charge, control, and management of the policies, property, affairs, and funds of the corporation and shall alone determine compliance with the corporation’s stated purposes; shall fill vacancies among the officers which are appointed by the board; and shall have the power and authority to do and perform all acts or functions consistent with these Bylaws or the corporation’s articles of incorporation. The Board of Directors has the power to delegate certain of its authority to other bodies by resolution of the Board of Directors.

SECTION 3.3 Election; Vacancies; Term; Term Limitations; Qualifications.

 Each Member Tribe not already represented on the initial Board of Directors may choose one (1) individual to serve on the Board of Directors. Each Member Tribe may fill any vacancy on the Board of Directors, including those who are representatives of the Member Tribe on the INMED Advisory Board or who are Charter members of the INMED Advisory Board and who are members of a Member Tribe, due to death, resignation or other cause in the manner chosen by the Member Tribe.

SECTION 3.4 Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors. Additionally, if a director, other than an ex-officio director, has an unexcused absence from three (3) consecutive meetings of the board, including regularly scheduled meetings and special meetings duly called and noticed, he or she shall be deemed to have submitted a resignation to the Board of Directors which the board may, in its discretion, accept or reject.

SECTION 3.5 Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such place as may be designated in the notice for the purposes of electing the officers for the coming year as hereinafter provided and transacting such other business as shall be desirable. The officers begin their term immediately following the meeting at which they were elected.

SECTION 3.6 Regular Meetings of the Board. In addition to the annual meeting described in Section 3.5, the Board of Directors shall hold at least one meeting in each quarter of each year at the principal address of the corporation or such other convenient place as may be designated by the board chairperson.

SECTION 3.7 Special Meetings. Special meetings may be called by the chairperson and also shall be called within fourteen days of receipt of a written request by one-third of the members of the board. Written or facsimile notice and telephonic notice of special meetings shall be mailed, telephoned, faxed or delivered to each member of the board at least 24 hours before the date of such special meeting. This notice shall state the business for the transaction of which this special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting.

SECTION 3.8 Notice of Board Meeting. Written or facsimile notice or telephonic notice of regular board meetings shall be mailed by first class mail or delivered to each director at least three (3) days before the date of the meeting.

SECTION 3.9 Consent Action by Board. Waiver of notice of any board meeting or of any board action by written consent shall be valid if executed as required by the North Dakota Nonprofit Corporation Act.

SECTION 3.10 Quorum at Board Meetings. For all meetings of the Board of Directors, a total of one-third (1/3) of the total number of directors who have been properly appointed to serve on the Board of Directors shall constitute a quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the board of directors may be held by means of telephone conferences or equipment of similar communications by means of which all directors participating in the meeting can hear each other. Participating in a meeting by telephone or similar communications equipment shall constitute presence in person at a meeting, except where a director participates in a meeting for the sole purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully convened or called.

SECTION 3.11 Procedure at Meetings. Robert’s Rules of Order Revised (latest edition) shall govern procedure at all meetings of the Board of Directors and its committees where not covered expressly by these bylaws, unless another set of procedures is approved by a majority vote of the Board or committee for any particular meeting.

ARTICLE IV - OFFICERS OF THE CORPORATION

SECTION 4.1 Designation of Corporate Officers. The officers of the corporation shall be a Chairperson, Vice Chairperson, a Secretary and a Treasurer selected from the membership of the Board of Directors. The Board of Directors may elect such other officers as it may from time to time decide. All officers shall be elected by the Board of Directors at the board’s annual meeting. The, Chairperson, Vice Chairperson, Secretary and Treasurer shall hold office for a period of three years or until successors shall have been duly elected and qualified. All officers shall be eligible to serve successive terms without limitation. Any officer of the corporation may be removed at any time. The position of the Secretary and Treasurer may be combined by majority vote of the Board of Directors.

 SECTION 4.2 Duties of the Chairperson. The Chairperson shall be the principal officer and have general supervision of the corporation. Working within the directives of the Board, the Chairperson shall have all the duties and authority that such position would customarily require, including, but not limited to the following:

a. Carrying out the requirements of the corporate mission, vision, values and all policies established by the Board.

b. Advising the Board in the formulation corporate policies.

c. Reviewing and reporting to the Board on plans for the achievement of the corporation's specific objectives, and monitoring progress on such plans.

d. Representing the corporation to the community and external agencies.

SECTION 4.3 Duties of the Secretary. The Secretary shall act as secretary of the corporation and the Board of Directors and shall send or cause to be sent appropriate notices or waivers of notice regarding board meetings, shall prepare or cause to be prepared agendas and other materials for all meetings of the board and shall act as official custodian of all records, reports and minutes of the corporation, the Board of Directors, and committees, shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors, and shall perform or cause to be performed such other duties as are customarily performed by or required of corporate secretaries.

 SECTION 4.4 Duties of the Treasurer. The Treasurer shall be responsible for a true and accurate accounting of the financial transactions of the corporation, that reports thereof are presented to such representatives as the board may designate for authorization of payment. He/she shall have such powers and shall perform such other duties as may from time to time be prescribed.

ARTICLE V - COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 5.1 Committees Generally. Committees of the board shall be standing or special. The standing committees shall be the Nominating Committee, the Audit Committee, the Investment Committee, the Compensation Committee, and such other standing committees as the Board may authorize by amendment of these bylaws. Special committees may be created or terminated at any time by resolution of the Board. Every committee shall consist of two or more directors and such other persons as may be appointed. All committee chairpersons and committee members shall be appointed by the board Chairperson. At a committee meeting, a quorum shall be one-half the number of the voting members of the committee present in person. Each committee shall submit brief minutes of its meetings to the corporate secretary or his/her designee. Committee membership shall begin June 1 of each year and end on May 31 of each year.

SECTION 5.2 Executive Committee. The Executive Committee shall consist of the elected officers of the Board. It shall have the power to transact emergency business between normal Board meetings subject to prohibition imposed by laws and to prior limitations placed on it by the Board of Directors.

SECTION 5.3 Special Committees and Advisory Boards. Special committees and advisory boards may be appointed by the Chairperson with the concurrence of the board, for special tasks or purposes as circumstances warrant. A special committee shall limit its activities to the accomplishment of the tasks or purposes for which it is appointed and shall have no power to act except as specifically conferred by action of the board. Upon completion of the tasks for which created, a special committee shall stand discharged.

SECTION 5.4 Committee Procedures Generally. Each committee shall record minutes of its deliberations, recommendations, and conclusions and shall promptly cause a copy of such minutes to be delivered to the office of the Chairperson of the corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof and the Chairperson, all of whom shall have the right to attend and participate in the deliberations of the committee. The Chairperson may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. At least 50 percent of the members of each committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee. Each committee may operate through the establishment of one or more subcommittees to be composed of such responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations of its subcommittees not inconsistent with these bylaws or the policies of the Board of Directors.

ARTICLE VI - FISCAL MATTERS

SECTION 6.1 Fiscal Year. The fiscal year of the corporation shall commence on January 1 of each year and shall end on December 31 of each year.

SECTION 6.2 Contracts. The Chairperson and his/her express designee shall be authorized to execute contracts on behalf of the corporation. In addition, the board may authorize other officers or agents to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, with such authority being general or confined to specific instances.

SECTION 6.3 Loans. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director with the corporation.

SECTION 6.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation or to the corporation, shall be signed or endorsed by such officer or officers, agent or agents in the corporation and in such manner as shall from time to time be determined by resolution of the board.

SECTION 6.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

SECTION 6.6 Maintenance of Records. The corporation shall keep correct and complete books and records of account and other records of the activities of the corporation as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Directors.

SECTION 6.7 Audit. An audit of the corporation’s financial records shall be conducted annually by a competent auditor, at the direction of the Board of Directors, at at such time as there are sufficient funds to justify an audit.

ARTICLE VII – CONFLICTS OF INTEREST

 SECTION 7.1 Conflicts of Interest.The corporation’s affirmative policy shall be to require that all actual or potential conflicts be discussed promptly and disclosed fully to the Board of Directors and all other necessary parties. Any director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Directors may from time to tme establish such rules and regulations in furtherance of this policy, as deemed appropriate.

ARTICLE VIII - INDEMNIFICATION

SECTION 8.1 Basic Indemnification. The corporation shall have power to indemnify any director or officer or former director or officer, for expenses and costs (including attorney’s fees) actually and necessarily incurred by him/her in connection with the defense or settlement of any pending or threatened action, suit, or proceeding to which he/she is made a party by reason of his/her being or having been such official, except in relation to matters as to which he/she shall be finally adjudged to have been guilty of actual negligence or misconduct in the performance of his/her duties as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement or vote of the board or the Executive Committee, or insurance purchased by the corporation of otherwise.

SECTION 8.2 Insurance Risk. The corporation’s management shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former officers and directors and employees, against any liability or settlement based on liability asserted to have been incurred by them in reason of being or having been officers and directors of the corporation.

ARTICLE IX – STATUS OF MEMBER TRIBES

SECTION 9.1 No Obligation. Status as a member in this corporation shall not, in any way, cause any Tribe who appoints a representative to the Board of Directors of the corporation to incur any liability or responsibility for the actions, inactions, negligence or financial obligations of the corporation. A Member Tribe has no financial or contractual obligation to the corporation.

SECTION 9.2 Soverign Immunity. Membership in this corporation shall not, in any way, be construed as a waiver or renunciation of the Tribal sovereign immunity enjoyed by a Member Tribe.

ARTICLE X - AMENDMENTS

SECTION 10.1 Amendment Procedure. Amendments to these bylaws shall require approval by a vote of a majority of the total number of directors. Amendments may be considered at the annual meeting or any regular or special meeting of the board, provided that a description of the proposed amendment(s) shall have been published in or with the notice of the meeting. Notice of any proposed amendment may be waived by a two-thirds vote of those present at any meeting at which a majority of the total number of directors is present. Notwithstanding the above, the initial set of by-laws may be approved by a majority vote of directors present at the first meeting of the Board of Directors.

BYLAWS FIRST ADOPTED by the Board on July 23, 2009, at Grand Forks, North Dakota.

Secretary

Board of Directors

ATTEST:

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Chairman

Board of Directors