

WHITE BUFFALO CALF WOMEN'S SOCIETY, INC.
BY-LAWS

ARTICLE 1 - CORPORATE OFFICERS

SECTION 1 - BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three, nor more than seven persons. The Board shall consist of the Executive Committee, two seats-at-large, and one seat to represent the elders.

SECTION 2 - QUALIFICATIONS

All persons who are to sit on the Board of Directors must be a member of, and evidence an interest in and commitment to, the White Buffalo Calf Women's Society, Inc.. The Board of Directors as a group shall reflect the population served by our organization and its purposes as provided for in the Articles of Incorporation.

SECTION 3 - OFFICERS

A board member shall be appointed by the Board of Directors of the organization to serve as an officer. The directors will serve three-year terms with the exception of an elder director, who will serve for life.

Removal. Any director may be removed at any time, either for or without cause, by a two-thirds consensus of the Board of Directors then in office during any meeting. The reasons for removal shall be specified in a written notice that shall be provided to all directors not less than three (3) days before the meeting. The director subject to removal shall not participate in the consensus.

Resignation. Any director may resign at any time by delivering a written resignation to the Chair of the Board of Directors. The acceptance of any such resignation shall not be necessary to make the same effective.

Vacancies. The Board of Directors may fill any vacancy of any Board position through an appointment by consensus of the Board of Directors.

Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of any business except as otherwise provided in these By-Laws.

Meetings. The Board of Directors shall hold quarterly meetings. Such meetings may be held without notice. The Chair has the power to call special meetings. By consensus, the Board may go into executive session. Board of Directors may attend any meeting by teleconference or via web meetings.

Decision-Making. The Board of Directors shall make decisions by consensus unless otherwise designated by these By-Laws.

Committees. The Board of Directors may from time to time establish a committee which shall have such duties and responsibilities and shall hold office for such period as determined by the Board of Directors. Committees shall consist of at least one director and any other members and Board appointed interested individuals and volunteers.

The Board of Directors shall establish a Whistle Blowing Committee that shall consist of two directors whose purpose is to receive complaints or reports about financial mismanagement of the organizations funds.

Annual Board of Directors Meeting. An annual meeting shall be held in January to appoint directors that have completed their terms. The Board of Directors shall set the date, time, and place for the meeting and shall serve notice a minimum of seven (7) days prior to the annual meeting.

Powers. The Board of Directors shall determine corporate policy and shall have the responsibility for all management of the corporation.

SECTION 4 - EXECUTIVE COMMITTEE

Chair. There shall be an elected Chair of the Board of Directors and the Chair shall preside at all meetings of the Board and Chair shall have such other powers and duties not inconsistent with these By-Laws, including, but not limited to the following:

- A. The duty to coordinate all meetings of the Board of Directors;

- B. The power to appoint members of all committees, with the exception of the Executive Committee;
- C. The duty to participate as an ex-officio member of all committees;
- D. The duty to approve all transactions made in the name of the corporation.
- E. The duty to act as a supervisor of staff if the need arises.

If the Chair cannot preside over the meetings the Secretary shall have such powers and duties as the Chair.

Secretary. The secretary shall keep the records of the minutes of any meetings of the Board of Directors, the Executive Committee, and all other committees, with the time and place of the holding of the meeting, how they were called or authorized, the notice given thereof, the names of those present, and the proceedings thereof. The secretary shall see that all notices are given in accordance with the provisions of the By-Laws, shall be the custodian of all the records, documents, and seal of the corporation and shall see that the seal of the corporation is affixed to all documents when required, and in general, shall perform all other duties not inconsistent with these By-Laws as are incident to the office of secretary, or as may be assigned from time to time by the Board of Directors.

Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation. The treasurer is responsible for monitoring the disbursement of all funds available to the corporation and for reporting of the financial status of the corporation to the Board of Directors.

Pipekeeper. The Board of Directors shall designate a member who will be responsible for caring for the Society's canupa (pipe) and conducting rites on behalf of White Buffalo Calf Woman Society, Inc. The pipekeeper shall be available to the Board of Directors and membership

for consultation pertaining to spiritual matters. This pipekeeper shall be affirmed annually at the annual Board of Directors meeting.

Herstorian. The Board of Directors shall appoint a member to be the herstorian. The herstorian shall be responsible for maintaining news clippings and any other written material about or by the Society that recounts the herstory of the Society.

ARTICLE 111 - DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

SECTION 1 - DEPOSIT OF FUNDS, LOANS, CONTRACTS, ETC.

Deposits. All funds of the organization not otherwise employed, shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors may from time to time determine. All members of the Executive Committee shall have their names on the signature card. Primary check signers shall be designated by the Board of Directors.

Loans. Any loans or advances contracted on behalf of the corporation must be authorized by the Board of Directors. Any such authorization may be general or confined to specific instances so authorized, any and all securities and other personal property at any time held by the corporation.

Contracts. The Board of Directors may enter into contracts in the name of and on behalf of the corporation. Any authorization may be general or confined to specific instances. With such authorization, no agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

ARTICLE IV - COMPENSATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall serve as such without salary, but the Board of Directors may authorize payment by the corporation of reasonable expenses incurred by the directors or officers in the performance of their duties.

ARTICLE V - AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and a new by-law or new by-laws may be enacted using the modified consensus process of decision-making by the Board of Directors present at an annual meeting or special meeting with written notice pertaining to specific amendments.

ARTICLE VI - INDEMNIFICATION OF BOARD OF DIRECTORS OR DIRECTOR

Indemnification. Any person (heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that she or he is or was a director of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expense, including attorney's fees and disbursements, incurred by her or him (or by heirs, executors, or administrators) in connection with the defense of settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director is liable for negligence or misconduct in the performance of her or his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director (or such heirs, executors, or administrators) may be entitled apart from this Article.

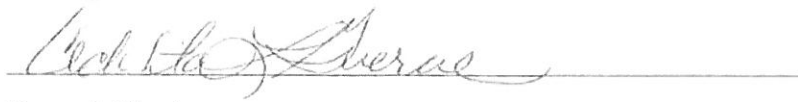
ARTICLE - MISCELLANEOUS

Inspection of Corporate Records. The financial records, membership list, and all other corporate records shall be kept at the principal office of the corporation and shall be open to inspection upon the written request of the public, at reasonable times, and for the purpose reasonably related to her or his interest as a member of the community. A request to inspect the records of the corporation shall be delivered in writing to the Chair of the Board of Directors no less than five (5) days before the date specified in such written request for the inspection of such corporate records. With the exception of any confidential employee records.

Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

Adopted by the Board of Trustees on November 2, 2015

Signed:

A handwritten signature in cursive script, appearing to read "Bob LaSerna", written over a horizontal line.

Board Chair
Board Chair

A handwritten signature in cursive script, appearing to read "Dorothy Maddell", written over a horizontal line.

Board Member
Board Member