



# Wisdom Steps By-laws

## **Mission Statement**

The mission of Wisdom Steps is to foster community partnerships and coordinate resources to provide for the increased advocacy, health education, health screenings and healthy living activities and offers an incentive plan to encourage participation in preventive health programs that will improve the health of American Indian Elders.

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**ARTICLE I**

**Name of Organization**

The name of this organization shall be Wisdom Steps.

**ARTICLE II**

**General Purpose**

**Wisdom Steps fosters community partnerships and coordinates resources to provide increased advocacy, health education, health screenings, and healthy living activities and offers incentive plans to encourage participation in preventive health programs that will improve the health of American Indian elders.**

**Section 1: Wisdom Steps Responsibilities**

It shall be the responsibility of Wisdom Steps to develop, implement and monitor activities in pursuit of a preventive health program for Indian elders.

**Section 2: Wisdom Steps Objectives**

The objectives of Wisdom Steps shall, but not be limited to the following:

1. Provide leadership in identifying problems and health care needs of the elderly;
2. Prioritize actions to be taken to achieve success for a preventive health plan;
3. Seek funding by developing applications or financial assistance;
4. Designate task forces if any are deemed necessary to focus on specific issues;
5. Maintain effective relationships with persons in the health profession and in the aging network to benefit the elderly.

**ARTICLE III**

**Composition of Board of Director and Advisory Committee**

**Section 1: Wisdom Steps Board of Directors**

The Wisdom Steps Board of Directors shall be comprised of persons appointed by each of the following Tribal Councils:

Bois Forte	Leech Lake	Prairie Island	Upper Sioux
Fond du Lac	Lower Sioux	Red Lake	White Earth
Grand Portage	Mille Lacs		

Each of those Tribal Councils shall also appoint an alternate director.

The Wisdom Steps Board of Directors shall appoint one additional director and alternate for each of the following urban areas: Bemidji, Minneapolis, and St. Paul. Duluth

## **Section 2: Wisdom Steps Advisory Committee**

The membership of the Wisdom Steps Advisory Committee shall be comprised of representation of interested health personnel, Indian elders, and other interested persons from the reservations and the Indian communities within the urban areas.

## **ARTICLE IV**

The purpose of this corporation shall be for charitable or educational purposes, including for such purposes, to improve the health and provisions of services to American Indian Elders, who by statute are those who are over the age of 55; as well the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law. All funds whether income or principle and whether acquired by gifts or contributions, or otherwise, shall be devoted to said purposes.

## **ARTICLE V**

### **Duties**

#### **Section 1: Advisory Committee Function**

The Wisdom Steps Advisory Committee shall be the direct link to elder health care in the participating communities. The Committee shall make recommendations to the Wisdom Steps Board of Directors on issues related to the preventive health plan. The Advisory Committee shall promote communication and cooperation between programs, agencies and interested persons in the promotion of health concerns of the elders.

#### **Section 2: Duties of the Board of Directors**

The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of Wisdom Steps. They may engage in such acts and do such things as are not prohibited by a law or these bylaws. In the absence of the director of a reservation and urban area communities the alternate shall inherit the power and duties of the director from their area.

No compensation shall be paid to directors for their services to Wisdom Steps. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

The Board of Directors shall be the policy making authority and the delegation of powers. The Board shall be an active advocate for elder health care for American Indians.

The Board shall conduct business in the best interest of the Wisdom Steps preventive health plan.

The Board shall make recommendations on behalf of elder health care and concerns to local, state, tribal and national organizations.

The Board shall maintain linkages with the Advisory Committee, local health staff, elders, the Tribal Council leadership and other persons who are in positions of assisting in the preventive health plan.

The Board shall have approval authority for all Wisdom Steps finances. All other funds raised for Wisdom Steps will be under authority of the Board of Directors and funds raised locally shall be under authority of that local Wisdom Steps entity.

## ARTICLE VI

### Terms

**Section 1:** The terms for Wisdom Steps Advisory Committee members shall be for any duration period and shall be at the discretion of each respective member.

**Section 2:** The terms for the Wisdom Steps Board of Directors shall be at the discretion of the appointing authority.

## ARTICLE VII

### Committees

**Section 1. Authority.** The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.

**Section 2. Executive Committee.** The Board of Directors, by resolution adopted by a majority of the entire Board of Directors may establish an Executive Committee of the Officers. The Chair of the Board of Directors will be the Chair of the Executive Committee. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it. No individual shall continue to be a member of the Executive Committee after he or she ceases to be Director of Wisdom Steps. The Board of Directors shall have the power at any time to change the number of members of the Executive Committee to fill vacancies thereon, to change any member thereof, to change the functions of the Committee or to terminate the existence of it.

**Section 3. Powers.** During the intervals between meetings of the Board of Directors, and subject to any resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of Wisdom Steps. The Executive Committee shall make a full report of all actions at the next meeting of the Board of Directors.

**Section 4. Meetings.** Regular meetings of the Executive Committee may be held at such time and place as may be determined by the Executive Committee or the Board of Directors. Special meetings may be determined by the Chair of the Executive Committee or the Board of Directors. When such special meetings are deemed to be necessary, members of the Executive Committee will be notified in person, by mail, email, or by telephone, at least five (5) working days in advance.

**Section 5. Quorum.** A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business. Acts of the majority of the members present at such meeting at which a quorum exists shall be the acts of the Executive Committee.

**Section 6. Standing Committees.** The Board of Directors may, by resolution passed by a majority of the Board as a whole, designate one or more standing committees in addition to the Executive Committee. The chair shall appoint all members of the standing committees and designate a Chair for each. The Chairs of the standing committees shall be members of the Board of Directors. Any committee so established shall have and may exercise such power as provided in the resolution which established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of a majority of the entire Board of Director

**Section 7. Types of Committees.** In general the types of standing committees may include, but not be restricted to Nominating, Finance, and Personnel.

**Section 8. Meetings.** Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

**Section 9. Other Committees.** Other committees may be established by the Chair of the Board of Directors or by a motion passed in an appropriately constituted meeting of the Board of Directors. Advisory Committee Members may serve on other committees.

## ARTICLE VIII

### Vacancies

**Section 1:** Vacancies occurring due to resignation of an Advisory Committee member shall be filled through recruitment of interested persons who are from the same local advisory area as the retiring member.

**Section 2:** The replacement for any member of the Board of Directors shall be through appointment made by the respective Tribal Council or the Urban Indian Advisory Council.

**Section 3:** Any Board Member missing three (3) three meetings within a one year period shall be deemed a voluntary resignation, barring extenuating circumstances, such as illness, family issues, or emergencies.

## ARTICLE IX

### Election of Officers

**Section 1:** The Wisdom Steps Board of Directors shall elect from within their Board membership a Chairperson, Vice-Chairperson, Secretary and a Treasurer, Election of officers shall be held at the annual meeting in October and shall be the first order of business. Terms for these elected officers shall be for the duration of two (2) years.

For purposes of the first election, the Chairperson and the Treasurer shall be elected for a two year (2000-2002) term and the Vice-Chairperson and the Secretary shall be elected for a one year (2000-2001) term.

Thereafter the terms shall be for the duration of two years for each office with the Chairperson and the Treasurer being elected in even numbered years and the Vice-Chairperson and the Secretary being elected in odd number years. Elections to be held in the month of October.

**Section 2:** The elected officers of the Board of Directors shall be identified as the Wisdom Steps Executive Committee.

## ARTICLE X

### Fiscal Management

**Section 1: Fiscal Year.** The fiscal year for Wisdom Steps shall begin on the first day of January of each year.

**Section 2: Books and Accounts.** Books and accounts of Wisdom Steps shall be kept under the direction of the Treasurer of Wisdom Steps.

**Section 3: Execution of Wisdom Steps Documents.** The Board of Directors may authorize any Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of Wisdom Steps. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these bylaws.

**Section 4: Loans.** No loans shall be contracted on behalf of Wisdom Steps nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

**Section 5: Deposits.** All funds of Wisdom Steps not otherwise employed shall be deposited from time to time to the credit of Wisdom Steps in such bank or banks or other depositories as the Board of Directors may elect.

**Section 6: Conflict of Interest.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might 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 organizations.

**a) Definitions.** An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in Articles IX, section 6, subsection (b), part (2), that board shall determine whether a conflict exists.

The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of Wisdom Steps is a director, officer or legal representative, or in some other way has a material financial interest unless:

### **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **Procedures for Addressing the Conflict of Interest**

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **Violations of the Conflict of Interest Policy**

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

**Compensation.** This subsection shall govern when compensation from this Organization is being determined.

- 1) A voting member of the governing board who receives compensation, directly or indirectly, from Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 7. Checks, Drafts, Etc.** All checks, drafts and other orders for payment of funds will be signed by such Officers or such other person as the Board of Directors shall designate in its approved financial policies.

**Section 8. Indemnity.** Wisdom Steps shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute (MS 317A.521). Wisdom Steps shall have the power to purchase or procure insurance for such purposes.

**Section 9. Examination by Directors.** Every Director of Wisdom Steps shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place, or places, where usually kept, all books and records of Wisdom Steps and make extracts or copies there from.

## **ARTICLE XI**

### **Meetings**

**Section 1:** The Board of Directors shall meet quarterly on the second Thursday in the months of October, January, April and July.

**Section 2:** The Board of Directors shall meet concurrently with the Advisory Committee quarterly on the second Thursday in the months of October, January, April and July.

**Section 3:** Special meetings may be held when notice has been provided to membership at least five days prior to such meeting date.

**Section 4:** A Quorum for the Board of Directors shall be determined as 51% of membership at a meeting.

**Section 5:** Voting shall be by majority rule of the Wisdom Steps Board of Directors. If a director is absent from a meeting, the director's alternate shall be entitled to vote.

**Section 6:** Roberts Rules of Order shall apply. The order of business for the Board of Directors shall be formally set at:

- a. Call meeting to order by Chairperson
- b. Invocation
- c. Roll Call
- d. Agenda approval and review
- e. Reading and approval of minutes
- f. Financial Report
- g. Reports of committees and officers
- h. Tabled business
- i. Old business
- j. New business
- k. Open forum
- l. Next meeting date and adjourn

## **ARTICLE XII**

### **Duties of Officers**

**Section 1: Chairperson:** The Chairperson of the Wisdom Steps Board of Directors shall preside at all meetings of the Board. He/she shall have the power to call special meetings as he/she deems necessary for the purposes of the Board, and as Chief Executive Officer of the Board shall generally do and perform all acts incident to the office of Chairperson that are authorized and/or required. In conjunction with the Treasurer, the Chairperson shall have the power to authorize by signature all expenditures of finances under ownership of Wisdom Steps.

**Section 2: Vice-Chairperson:** The Vice-Chairperson of the Board shall preside over the meetings of the Board in the absence of the Chairperson, and shall perform other duties as may be authorized from time to time by resolution of the Board.

**Section 3: Secretary:** The Secretary of the Board shall record and keep the minutes of the meetings and shall have custody of the original minute books, shall prepare minutes for distribution to Board members, shall sign documents in conjunction with the Chairperson of the Board and shall perform other duties which are usual to the office of Secretary.

**Section 4: Treasurer:** The Treasurer shall perform duties customary to the office of Treasurer and shall have custody of the funds which are under ownership and authority of Wisdom Steps. The Treasurer shall have general supervision of the account books and in conjunction with the Chairperson shall have the power to authorize by signature all expenditures of finances owned by Wisdom Steps.

## **ARTICLE XIII**

### **Executive Director**

**Section 1. Designation.** The Board of Directors may select and employ a Executive Director.

**Section 2. Duties.** The Program Director shall be the chief executive officer of the corporation. As such, the chief executive officer shall be responsible for providing professional advice and assistance to the Board of Directors and shall administer the work delegated to the staff; shall hire and release staff members; and shall have such other powers to perform other duties as may be assigned by the Board of Directors.

**Section 3. Other Staff.** The Executive Director may hire and discharge such employed staff as may be necessary to support the organization. The employed staff shall report directly to and be accountable to the Program Director or his or her designees.

**Section 4. Checks, Drafts, Petty Cash Fund.** The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment of funds for Wisdom Steps. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

## **ARTICLE XIV**

### **Amendments**

**Section 1: Amendments:** These By-Laws may be amended by the Wisdom Steps Board of Directors upon three-fourths (3/4) majority vote of all members in good standing of the Board. Written notification and description of the proposed amendment must be submitted to all members of the Wisdom Steps Advisory Committee and the Wisdom Steps Board of Directors at least sixty (60) days prior to the tabulation of the vote. A majority vote is required before amendments may be implemented.

## **ARTICLE XV**

### **Dissolution**

**Section 1: Dissolution:** At the time of the dissolution of the corporation, the board shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 c (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the board shall determine. Any such remaining funds, property or other assets not so distributed shall be disposed of by petition or application to district court, according to state law, for such purposes or to such organization(s) as the court may decree, which are organized or operated exclusively for the same purposes.