



AISES Bylaws

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ARTICLE I - NAME AND PURPOSE

Section 1 - Name

The name of this corporation is Advancing Indigenous Science and Engineering Society, hereafter referred to as AISES.

Section 2 - Purpose

AISES is organized exclusively for charitable and educational purposes as described under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) including but not limited to:

- A. Providing an organization for Indigenous scientists, technologists, engineers, and mathematicians (STEM) which will promote unity and cooperation and will provide a basis from which efforts may be made toward the advancement of the Indigenous people, including substantially increasing the number of scientists, technologists, engineers, and mathematicians of Indigenous descent.
- B. Providing better communication among Indigenous STEM students, and between the students and the Indigenous people and the public.
- C. Providing a basis for the development of professionalism among Indigenous STEM students and members of AISES.
- D. Providing assistance to Indigenous STEM students including but not limited to:
 - 1. Financial assistance during the academic year and summer.
 - 2. Educational opportunities such as curriculum development, research, publication, career counseling, and distribution of educational materials, and educational film production.
 - 3. Mentorship.
- E. Providing a forum for the exploration of STEM problems relating to Indigenous people and their lands.
- F. Promoting the interest of Indigenous people to pursue careers in STEM.
- G. Participating in any grant, program, benefits, or services available under state or local law from any other person or organization or agency.
- H. The establishment of cooperative efforts with other STEM organizations which are concerned with Indigenous people.

ARTICLE II – MEMBERSHIP

Section 1 - Definitions

- A. "Indigenous" shall mean a person who is a member of any of the Indigenous peoples of North America and/or the Pacific Islands, whether through: (1) enrollment in a federally recognized tribe, province-recognized nation, or state recognized tribe; or (2) demonstrated descendancy to a pre-colonial Indigenous people as determined by the AISES Board of Directors, including, but not limited to, an American Indian or Alaska Native tribal entity that is recognized as having a government-to-government relationship with the United States, Native Hawaiians, or members of the First Nations , Inuit, or Metis peoples of Canada.
- B. A Member in Good Standing is defined as meeting all the following criteria: 1) dues currently paid if applicable, 2) contact information current, and 3) not currently subject to any disciplinary action by AISES or an AISES Chapter which explicitly suspends or limits the AISES membership of the individual.
- C. The AISES Board of Directors defines STEM Fields as:
- Coding and computer science degrees/disciplines
 - Engineering degrees/disciplines
 - Health Care degrees/disciplines
 - Math degrees/disciplines
 - Medical degrees/disciplines
 - Scientific degrees/disciplines
- D. General Meeting is defined as any proper meeting of the General and Associate Membership, including the annual AISES meeting.
- E. Quorum is defined as:
1. A quorum of the Board of Directors in regular or special meetings is one more than half of the total members of the Board.
 2. A quorum for action on business presented in the annual meeting of the AISES membership agenda shall be no less than twenty (20) or twenty percent (20%) of the entire current General and Associate Membership, whichever is smaller, whether the vote is held in-person or conducted electronically.

Section 2 - Individual Memberships

There shall be two categories of individual membership:

- A. General Membership shall be open, upon application to AISES, to any Indigenous person with a bachelor's or advanced degree in science, technology, engineering, or math; an associate degree in



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science, technology, engineering, or math; or with substantive scientific, technological, engineering, or mathematic work experience.

B. Associate Membership shall be open to, Upon application to AISES, anyone else interested in AISES membership.

1. Membership, either General or Associate, shall not be transferable or assignable.
2. Each General Member and Associate Member shall be entitled to one vote on each matter submitted to a vote of the General and Associate Membership.
3. Any member, either General or Associate, may resign by contacting membership@aises.org.
4. Disciplinary Action: A member may be suspended or expelled from AISES, or have a monetary fine imposed by AISES against the member, for cause. Cause of suspension, expulsion, and imposition of fines includes (but is not limited to) violations of the AISES Code of Conduct or any other internal laws or rules governing AISES. Any suspension, expulsion, or imposition of a monetary fine may be imposed by: A 2/3 vote of a quorum of the General and Associate Membership acting on a petition motion signed by at least five (5) members in good standing.
5. A majority vote of the Board of Directors. Before any action for suspension or expulsion is taken on this matter, the member subject to potential disciplinary action shall be given a written statement of the charges at least 30 days prior to the General meeting or Board meeting before which the member is to appear and shall be given an opportunity to answer all charges at the designated meeting. The decision of the Board of Directors is subject to appeal at a meeting of the General and Associate Membership. The Authority of the President to suspend a member's involvement with all AISES activities should an immediate issue of contravention of the AISES Code of Conduct occurs. The suspension by authority of the President shall not be greater than 30 days, pending review by the AISES Board and subsequent action in accordance with 1 or 2 above. The Board of Directors has the authority to impose a monetary fine on a General or Associate member or an AISES College, Professional, or Tribal Chapter for any costs or damage caused by the actions of one of its members. The member or chapter subject to the fine shall be given a written statement of the charges at least 30 days prior to the AISES Bboard meeting which will discuss the charges and determine action and shall be given an opportunity to answer all charges at the designated meeting. The decision of the Board of Directors is subject to appeal at a membership meeting of the General and Associate Membership. The Board has the authority to pursue legal action to resolve payment of part or all the fines levied if such legal action is deemed necessary by a majority vote of the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1 – Number and Membership Make-up of Board of Directors

- A. The number of voting Board of Directors shall be no less than seven (7) and no more than twelve (12). Two elected Board of Directors may be from the Associate membership of AISES, the remainder of the seats will be filled with General Members of AISES.

Section 2 – Election of the Board of Directors

- A. The members of the Board of Directors shall be elected by the General and Associate Membership of AISES via electronic ballot, or-paper ballot delivered to AISES Headquarters. Paper ballots are retained by AISES but kept confidential.
- B. Prior to each election, the Board of Directors will set the number of elective Board seats necessary to effectively fulfill Board duties for the next year. There must be one additional candidate nominated over the total number of vacancies. In the case there is not at least one more candidate than vacancies, AISES will not be able to fill all Board seat vacancies and will fill one less seat with an eligible candidate (see voting section below).

Section 3 – Appointment of Board of Directors

- A. Should a gap in expertise and skill sets on the AISES Board of Directors be identified by the Directors, the Board shall appoint Board member(s) to fulfill that need. The number of appointed Board members shall not exceed four (4) at any given time unless an appointment is made due to a vacancy (See Section 8 regarding vacancies).
- B. Given the intricate nature of AISES' operations, it may be deemed necessary to appoint members to the Board, Board member(s) who have the appropriate knowledge, skills, and experience in professional areas that best compliments complement and balance the talents of the current Board makeup and the needs of the organization. While most of AISES' membership is predominately made up of STEM professionals and students studying within the STEM fields, AISES may require Board members with specialized skills that are non-STEM related professions.
- C. Any Board member can recommend a General or Associate Member of AISES that has the appropriate knowledge, skills, and experience to fill a specific need and/or gap in the attributes identified by the Board. The Executive Committee and Governance Committee shall evaluate all candidates and determine which candidate (s) will be put forth to a vote with the specified skill sets needed at the time of the appointments. The Board of Directors will vote at a Board meeting and the recommended candidate(s) with the majority of vote (s) will be presented as a slate to the AISES membership. Presentation of the slate may or may not align with the annual Board of Directors nomination and election processes.

- D. Appointed Board member(s) shall be subjected to the same obligations as elected Board member(s). However, appointed members of the Board may not serve in the officer's roles of Board Chair or Vice Chair.

Section 4 – Nominations Process

- A. No earlier than May 1, the Governance Committee shall call for nominations to fill the open AISES Board of Directors positions. The notice will be sent out to all AISES members via e-mail and posted on the AISES website. Any Associate or General member in good standing may nominate members in good standing to the Board of Directors. Self-nomination is also acceptable. Each nomination to the Board of Directors shall be accompanied by two endorsements by other members in good standing. The nominations process opening and closing dates may vary annually, however, the minimum amount of time to submit nomination packets shall be no less than three (3) weeks.
- B. Nominations to fill AISES Board of Directors open seat(s) will be submitted through an online form available on the AISES website. Nomination packets submitted via other methods, such as mail, or email will not be accepted. No later than August 1, the Governance Committee Chair will verify the completed nomination packets and communicate with the AISES staff to prepare ballots for a vote of the AISES Membership. For AISES members who do not have an e-mail address, AISES staff will send out a notification of the election via mail. If a member is unable to vote electronically, they can request a ballot by contacting AISES for a ballot which can be returned by U.S. Mail or Canadian Post (contact information will be in the notification). All ballots must be postmarked, or electronically submitted by September 1, or as otherwise directed by the Governance Committee. The nomination packets and ballots will be available to members on the AISES website.

Section 5 – Election Voting and Notification Process

- A. To be eligible to vote in AISES elections, individuals must be a member in good standing as confirmed by AISES staff. Each voting member is allowed to cast one vote for each open Board position. A member may only cast one vote for each nominated Board member, i.e., a member may not cast multiple votes for a nominated Board member.
- B. At the completion of the voting period, the duly assigned AISES Representative will retrieve the vote tabulations from the confidential AISES website platform. The AISES representative shall share the tabulations with the President, and they shall jointly send a message to the Governance Committee within ten working days of the retrieval of the vote. The communication will identify the candidates who received the largest number of votes for the open Board seats. Should a tie occur, the General and Associate Membership of AISES shall resolve the tie by confidential ballot vote at the next General Meeting of the AISES Membership.
- C. The Board nominees receiving the most votes will be elected to the open Board of Directors positions. Two (2) of the open positions may be filled by Associate member nominees. Should the

number of General member nominees with the greatest number of votes not be enough to fill the remaining open position (s) designated for General member, these positions won't be filled during the current election cycle. Once the election is certified by the Governance Committee Chair, the elected nominees will be contacted by the President on or before October 1 to share the outcome of the election. All nominated and/or write-in candidates shall have agreed, in advance, to serve if elected. The election winners will remain confidential to the AISES Board and Staff until notification and acceptance occurs. Should an elected nominee not be able to accept the position, the recipient who received the next highest number of votes will be offered the position.

Section 6 – Board of Director Terms

- A. Board members' terms are three years. Members shall not be eligible for election to the Board for more than two consecutive terms (i.e., 6 years). AISES will endeavor to stagger Board Terms, when possible, to avoid loss of institutional knowledge and allow smooth board functioning. The elected candidates' terms of office shall commence at the next winter Board of Directors meeting.

Section 7 – National Student Representatives and the AISES Board of Directors

- A. Four students shall be selected by the AISES Board of Directors from amongst the AISES Student Chapters to be seated as advisory, non-voting members on the AISES Board of Directors and will be known as the National Student Representatives.
- B. Eligible candidates must be an AISES Student Member in good standing and in school (either undergraduate or Graduate) through the spring semester of their final two-year term.
- C. A representative from the Programs Department leadership is authorized to determine other qualifications for the National Student Representatives.
- D. The National Student Representatives shall have staggered two-year terms.
- E. If a vacancy occurs, The AISES Board of Directors is authorized to select a replacement to fill the vacancy until the next meeting of the AISES Student Members.

Section 8 - Board of Director Officers

- F. Four (4) Directors from the General Membership shall be officers elected by the Board of Directors to serve as the Chair, Vice Chair, Secretary, and Treasurer. AISES Board Members shall be eligible to serve for any of the four (4) positions.
- G. All officers shall serve two-year terms unless: (1) removed from that office for cause, (2) removed from the membership of AISES for other reasons stated in these Bylaws, (3) the officer resigns the position due to inability to satisfactorily perform the duties of said position, or (4) the officer resigns the position to pursue another officer position.



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- H. Board Members shall not be eligible for election to more than one office during the two-year term as an officer.
- I. An officer of the AISES Board of Directors shall not serve as an officer on any other corporation or enterprise that is operated wholly or partially by AISES. They may serve as a Board member no more than one other AISES corporation or enterprise that is operated wholly or partially by AISES. The Chair of AISES Board of Directors, may serve as a member of the Board of any AISES corporation or enterprise as an ex-officio member only and shall not serve as an officer on that Board.

Section 9 - Duties and Powers

- A. The regular business and internal affairs of AISES shall be managed by its Board of Directors. Directors must be members in good standing from amongst the AISES Membership.
- B. The Board of Directors shall meet no less than four times annually including the annual General Meeting and shall additionally meet no less than once per quarter.
- C. All meetings of the Board of Directors shall be open to the General and Associate Membership, except for closed executive sessions which contain agenda items that, in the best interest of AISES and in the discretion of the Board of Directors, should be acted on by the Board and Executive officers only. The Board of Directors shall determine by majority vote whether a whole meeting or part of a meeting of the Board of Directors shall be placed into closed executive session.
- D. Any Director may be removed and relieved of duties for cause by a vote of 2/3 of the Board membership present, if a quorum exists. Any vote to remove a Director can only be performed after an appropriate hearing, to be held at the next scheduled Board meeting. The removal of a Board Member includes (but is not limited to) violations of the AISES Code of Conduct or any other internal laws or rules governing AISES. Any Director who is the subject of removal proceedings will be excused from duties pending the outcome of the vote.
- E. All Directors shall serve until the commencement of the term of their successor.
The Chair of the Board shall give notice of any special meeting of the Board of Directors at least twenty (20) days previous thereto by written notice delivered personally or sent by mail or any electronic means to each Director's address as shown by AISES records. If notice is given by email, such notice shall be deemed to be delivered when the email is delivered to the sender's server. If mailed, such notice shall be deemed delivered when deposited in the United States Postal Service mail in a sealed envelope so addressed with postage thereon prepaid.
- F. An emergency meeting-of the Board of Directors may be called as needed upon presentation to the Chair that a majority of the Board members request such a meeting.
- G. Neither the business to be transacted, nor the purpose of any regular or special meetings of the Board need be specified in the notice or waiver of notice of such meeting, unless specially required by law or by these Bylaws.



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- H. Any Director may object to the transaction of any business at any meeting of the Board on the grounds that the meeting is not lawfully called or convened. The Chair may conduct meetings of the Board by conference call or other electronic means on emergency issues requiring immediate actions by the Board if waiver of notice be given orally by a majority of Board Members prior to other action being taken at the meeting, to be immediately followed by written waiver to the Secretary. Notice of Board decisions shall be sent to the General Membership via electronic means.
- I. All Board decisions must be made by a majority vote of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise the act of a greater number is required by applicable law or these Bylaws.
- J. The Board of Directors shall have the authority to change the name of AISES to fit the organization's social and/or legal needs upon a three-fourths (3/4) vote to approve a new name. If approved by the Board, the name change shall be ratified at the next General Meeting by the General and Associate Members. If a quorum of members is not present at the next General Meeting, then the name change shall be deemed approved.
- K. **Vacancies**
 - 1. When a vacancy occurs on the Board of Directors, the Board may fill the vacancy with a temporary appointment by a majority vote of the remaining Directors, even if less than a quorum may exist.
 - 2. If a vacancy occurs in the office of the Chair, that office shall be assumed by the Vice Chair. The Board shall then elect a succeeding Vice Chair through a majority vote at the next Board meeting.
- L. Directors shall not receive any compensation in any form for their services as a member of the Board of Directors. However, nothing herein contained shall be construed to prevent any Director from serving AISES in any other capacity and receiving compensation, therefrom.
- M. Duties of the Board and Staff - The Board of Directors shall carry out the functions of AISES and perform the acts required under the terms of these Bylaws and shall carry out faithfully the purposes and policies of AISES. Any action of the Board of Directors shall be effective for all purposes like the act or authorization of AISES, provided that the Board of Directors shall have no authority to repeal, rescind, veto, or repudiate any action taken at any General meeting of AISES, or at any special meeting held thereafter.
 - A. The Chair shall:
 - 1. Preside at all meetings of the Board of Directors and of the General Membership.
 - 2. Assume other duties as prescribed in these Bylaws.
 - 3. Undertake other duties as added or defined at the discretion of the Board of Directors or General Membership.
 - B. The Vice Chair shall:
 - 1. Presiding at all meetings in the absence of the Chair.
 - 2. Assume other duties as prescribed in these Bylaws.
 - 3. Undertake other duties as added or defined at the discretion of the Board of Directors.

- C. The Secretary is responsible to perform or ensure the following:
1. Complete and accurate records of all meetings of the Board of Directors are maintained.
 2. Maintain other documents belonging to the AISES Board of Directors.
 3. Undertake other duties as added or defined at the discretion of the Board of Directors.
- D. The Treasurer is responsible for performing or ensuring the following:
1. An accurate accounting for all monies, credit, or property of AISES received and disbursed is maintained with proper documentation and approval.
 2. AISES Funds are collected, kept, and disbursed in the manner prescribed by AISES and the Board of Directors subject to withdrawal or transfer in such a manner as may from time to time be directed by the Board of Directors.
 3. Chair the Board of Directors Finance Committee.
 4. Undertake other duties as added or defined at the discretion of the Board of Directors.
- E. Staff - To fulfill the stated purposes and objectives of AISES and to be responsible for the day-to-day operations of AISES, a President shall be employed by AISES.
- F. Reporting structure - The President reports directly to the Board of Directors. The Board of Directors shall have the power to hire and discharge the President. The President is granted the power by the Board of Directors to hire, supervise and discharge AISES staff in accordance with the AISES Employee Handbook. The AISES Employee Handbook governs AISES personnel matters. Approval of the AISES Employee Handbook and subsequent Amendments require a majority vote of the AISES Board of Directors.
- G. The Board of Directors delegates to the President the authority to accept and amend grants, awards, contracts, and/or agreements granted to AISES from any source. As outlined in the AISES Finance and Accounting Policies, the President has delegated the authority to sign approved grants, awards, contracts, and/or agreements to the Senior Vice President.
1. Qualifications. A candidate for the office of President must meet the following criteria:
 - Demonstrated fundraising abilities
 - Any other appropriate administrative experience as determined by the AISES Board of Directors
 2. The duties of the President shall include:
 - Developing resources sufficient to ensure:
 - The financial health of the organization; and.
 - The mission of AISES is fulfilled.
 - Directing and participating in fundraising for AISES
 - Ensuring the operations of the organization are appropriate to meet the mission of AISES.
 3. Responsibility for managing the following aspects and functions of AISES unless otherwise noted by these Bylaws:

Administration
Operations
Programs
Strategic planning
Fundraising
Marketing
Events
Finance
Public relations

ARTICLE IV – COMMITTEES

Section 1 – Committee Definitions

There will be two types of Board Committees: Standing Committees and Special Committees. The purpose of each type is described below:

A. Standing Committees

Standing Committees are required to fulfill the duties and obligations assigned to them by the Board of Directors. The term of the Standing Committee is perpetual unless otherwise determined by the Board of Directors, and the structure and descriptions of Standing Committees may be modified by the majority of the Board of Directors.

B. Special Committees

Special Committees are formed by the Board to address specific questions or needs of the organization, as identified by the Board of Directors, which do not fall within the parameters of a Standing Committee. The Board of Directors shall issue a charter of objectives when forming a Special Committee. The names of the Committees and records of their work will be retained in the Board archives and managed by the Special Committee staff liaison, and the work of Special Committees will be noted in Board of Directors meeting minutes and Committee meeting minutes and reports. The Board Chair can create a Special Committee when the need arises.

Section 2 – Standing Committees

1. AISES Management and Scientific Advisory Committee (AMSAC)

- A. An AISES Management and Scientific Advisory Committee (AMSAC) shall be recognized and shall have the duty of reviewing requests from the AISES Financial Conflict of Interest (FCOI) Administrator. The FCOI Administrator will review the annual disclosures of the Principal Investigator (PI). Should the Administrator identify that the disclosure indicates a significant financial interest by the PI(s) (and/or their spouse and/or their dependent children) in a United States Public Health Service (PHS) or National Institutes of Health (NIH) sponsored

project or program proposed or awarded to AISES, the Administrator shall bring the matter to the AMSAC to determine if a financial conflict of interest exists with the Principal Investigator (s) by considering the following:

- Impact on integrity of research data.
- Risks to rights and safety of animal and/or human research subjects.
- Risks to the rights of students and trainees participating in research; and
- Appearance of conflict of interest.

- B. The AMSAC will be comprised of three AISES Board members who are not involved or associated with decisions the AMSAC will address nor have any immediate family involved or associated with decisions the AMSAC will address.
- C. For purposes of this section, the term “immediate family” shall include a spouse, children, parents, and members of the household of the AMSAC member.
- D. If a financial conflict of interest is identified, the AMSAC will determine whether the research can be undertaken or whether management of the conflict must occur. Management of a conflict would include a plan of action that is outlined in the AISES Financial Conflict of Interest Policy which is available on the AISES website in the About Us/Board section.

2. Executive Committee

The Executive Committee of AISES shall be recognized, and be comprised of the officers of the AISES Board of Directors (Chair, Vice Chair, Treasurer, and Secretary) along with any others the Committee members deem appropriate, and have the following duties:

- A. Where a Board vote is required, to support, create, and/or weigh options and put a recommendation (s) to the Board for a vote.
- B. Collaborate with the AISES leadership and staff to ensure decision making is aligned with the desired speed of implementation.

3. Finance Committee

The Finance Committee shall be recognized and have the following duties:

- A. Establish policies to solicit, develop, and distribute funds in compliance with the stated goals, objectives, and mission of AISES.
- B. Ensure AISES’ financial audits are completed and the organization is following applicable laws and regulations.
- C. Keep the AISES Board of Directors updated regarding AISES’ finances, including no less than a quarterly written report to the Board of Directors.
- D. Other assignments as given by the Board of Directors.

4. Governance Committee

The Governance Committee shall be recognized and have the duties of:

- A. Reviewing, revising, approving, and offering recommendations to the AISES Board of Directors on all AISES entity governing documents, including the AISES Bylaws, and policies required by various regulatory bodies.
- B. Oversee and certify the nomination and election and/or appointment processes for the Board of Directors as defined in the AISES Bylaws.
- C. Other assignments as given by the Board of Directors.

Section 3 - Formation of Standing Committees

- A. The Chair of the Board of Directors will appoint the Chair of each committee from the members of the Board of Directors.
- B. The Chair of each committee shall appoint members to the committee.
- C. The terms of the Chair of each committee shall be for the duration of their Board term. The term of the committee members' appointment shall be for one year but there shall be no term limits for committee members. or at the discretion of the committee Chair.
- D. The committee shall meet at the discretion of each committee Chair, but no less than quarterly, and shall report at regular Board of Directors meetings as the Board determines necessary.

ARTICLE V – ADVISORY COUNCILS

Advisory Councils are formed by the AISES Board of Directors. The Board will create charters and policies to guide the development, use, and dissolution of Councils.

Article VI - CHAPTERS & AFFILIATES

Section 1 – PK-12 Affiliate Schools

- A. Purpose – The purpose of PK-12 Affiliate Schools, is to engage and inspire PK-12 students, educators, and future education professional in the STEM fields. Additionally, the purpose is to support PK-12 educators with STEM curriculum and other AISES programming resources.
- B. Authorization - AISES' PK-12 Schools, is open to all PK-12 students, educators, and future education professionals in the STEM and other fields of study serving Indigenous peoples of North America and the Pacific Islands.
- C. Terms and provisions – The Board of Directors shall approve and maintain a policy describing the mandate, duties, and terms of PK-12 Affiliate Schools, provided that all PK-12 Affiliate Schools, shall be

subject to the terms and provisions of the Articles of Incorporation and Bylaws of AISES. All terms and conditions for the formation of Affiliates will also be included in the AISES PK-12 Affiliate Application Form.

Section 2 - College Chapters

- A. Purpose – The purpose of College Chapters is to support the success of Indigenous people of North America and the Pacific Islands in their intellectual, academic, social, and professional pursuits in STEM and related disciplines.
- B. Authorization – A representative of AISES may authorize the formation of College Chapters(s) upon the submission of an application noting the participation of three or more student Members of good standing, the signature of a Chapter Advisory acknowledging that all involved have read, understood, and accepted the duties and responsibilities set forth in the AISES Safe Camp Policy, the AISES Code of Conduct, and the AISES Code Governing Student Chapters. Each College Chapter must also submit a letter from its college or university certifying that the Chapter is a duly recognized student organization.
Terms and provisions – Any College Chapter formed under this Bylaw shall be organized and operated as an unincorporated affiliate of AISES and shall be subject to the terms and provisions of the Articles of Incorporation and Bylaws of AISES and applicable laws governing the duties, obligations and functions of organizations exempt from general income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any action taken by a College Chapter which violates the AISES Articles of Incorporation, AISES Bylaws, any College Chapter or affiliation agreements with AISES, or any other applicable laws or AISES policies shall be solely liable for its independent action and shall not be construed as having taken any such unlawful action on behalf of AISES. The AISES Board of its designee shall have the right to examine the books and records of any such Chapter.
- C. Officers -The officers of each College Chapter shall consist of a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be elected by the members of each Chapter for a one-year term.
- D. Rules / Bylaws for governance – Chapters may adopt Bylaws, subject to the prior approval of the AISES Board of Directors-AISES Board of Directors. Any such Bylaws shall comply and be consistent with the AISES Articles of Incorporation, AISES Bylaws and all other laws applicable to AISES. The AISES Board of Directors may rescind or revoke any Chapter's authorization with or without cause. Chapters may make recommendations to the AISES Programs-Department concerning proposed future programs, activities, or functions for AISES. Any such recommendations shall be non-binding.
- E. Meeting & Reporting Requirements – The Chapters will meet at a minimum of once per year. The Annual Chapter Report from the Chapter is due to the AISES Programs Department (chapters@aises.org) by May 31 and must include descriptions of Chapter activities, member demographics, and financial status. College Chapters are requested to update their contact and/or member information on October 31 annually by sending this information to

chapters@aises.org. College Chapters may not have a bank account outside of their college or university.

Section 3 - Professional Chapters

- A. Purpose – The purpose of Professional Chapters is to promote the mission of AISES, provide AISES Professionals opportunities to engage in the mission of AISES, and provide professional development for their members.
- B. Authorization - The Board of Directors of AISES may authorize the formation of Professional Chapters upon the filing of a written petition of five or more Members of good standing resident in the area where the proposed Chapter would be located, of which three shall be General Members. The geographic boundary for any Chapter shall be established by the Board of Directors of AISES. The Board of Directors of AISES shall establish the procedures to be followed in the formation of and any conditions imposed upon the Professional Chapters.
- C. Terms and Conditions - Any Chapter formed under these Bylaws shall be organized and operated as an unincorporated affiliate of AISES and shall be subject to the terms and provisions of the Articles of Incorporation and Bylaws of AISES and applicable laws governing the duties, obligations and functions of organizations exempt from general income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any action taken by a Professional Chapter which violates the AISES Articles of Incorporation, AISES Bylaws, any Professional Chapter affiliation agreements with AISES, or any other applicable laws or AISES policies, shall be solely liable for its independent action and shall not be construed as having taken any such unlawful action on behalf of AISES. AISES shall have the right to examine the financials, bank accounts, and books of any such Chapter.
- D. Chapter Officers - The officers of each Professional Chapter shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be elected by the members of each Chapter. The elected officers of each Chapter may be General or Associate Members. All Professional Chapter members must be members of AISES.
- E. Rules / Bylaws for Governance –Professional Chapters may adopt Bylaws, subject to the prior approval of the Board of Directors of AISES. Any such Bylaws shall comply and be consistent with the AISES Articles of Incorporation, AISES Bylaws and all other laws applicable to AISES. The Board of Directors of AISES may rescind or revoke any Chapter's authorization, with or without cause, upon the affirmative vote of two-thirds (2/3) of the Board of Directors of AISES present at any meeting at which a quorum is present. Chapters may make recommendations to the Board of Directors of AISES concerning proposed future programs, activities, or functions for AISES. Any such recommendations shall be non-binding.
 - 1. Meeting and reporting requirements – Professional Chapters shall conduct an annual meeting for the election of officers and the conduct of such other matters as may properly come before the membership of each Chapter. Written notice of such annual meetings shall be given to the

members of such Chapter at least ten (10) days in advance of the meeting. The Chapter secretary shall (1) request approval of the AISES Board of Directors to proposed changes in Chapter Bylaws, if any, Report names of newly elected officers by no later than two (2) weeks after the Chapter's annual meeting or two (2) weeks after the election of the officer if performed at any time other than the annual meeting, and file annual financial and activities reports, and a membership roster, with the AISES Programs Department by no later than January 20 of each year at chapters@aises.org.

Section 4 - Tribal Chapters

- A. Purpose – The purpose of AISES Tribal Chapters is to promote the mission of AISES, provide AISES Tribal Chapters opportunities to engage in the mission of AISES, and provide an avenue of input regarding Tribal issues.
- B. Authorization - The Board of Directors of AISES may authorize the formation of Tribal Chapters upon the filing of a written petition of at least one AISES Member of good standing, and an enrolled member of the tribe, along with written authorization of the Chapter from the Tribe. The Board of Directors of AISES shall establish the procedures to be followed in the formation of any Tribal Chapters and any conditions imposed upon the Tribal Chapters.
- C. Terms and Conditions - Any Chapter formed under these Bylaws shall be organized and operated as an unincorporated affiliate of AISES and shall be subject to the terms and provisions of the Articles of Incorporation and Bylaws of AISES and applicable laws governing the duties, obligations and functions of organizations exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any action taken by a Professional Chapter which violates the AISES Articles of Incorporation, AISES Bylaws, any Tribal Chapter affiliation agreements with AISES, or any other applicable laws or AISES policies, shall be solely liable for its independent action and shall not be construed as having taken any such unlawful action on behalf of AISES. AISES shall have the right to examine the financials, bank accounts, and books of any such Chapter
- D. Chapter Officers - The officers of each Tribal Chapter shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as may be elected by the members of each Chapter. The officers and members of each Chapter must be Members of AISES.
- E. Rules / Bylaws for Governance – Tribal Chapters may adopt Bylaws, subject to the prior approval of the Board of Directors of AISES. Any such Bylaws shall comply and be consistent with the AISES Articles of Incorporation, AISES Bylaws, and all other laws applicable to AISES. The Board of Directors of AISES may rescind or revoke any Chapter's authorization, with or without cause, upon the affirmative vote of two-thirds (2/3) of the Board of Directors of AISES present at any meeting at which a quorum is present. Chapters may make recommendations to the Board of Directors of AISES concerning proposed future programs, activities, or functions for AISES. Any such recommendations shall be non-binding.



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- F. Meeting and reporting requirements – Tribal Chapters shall conduct an annual meeting for the election of officers and the conduct of such other matters as may properly come before the membership of each Chapter. Written notice of such annual meetings shall be given to the members of such Chapter at least ten (10) days in advance of the meeting. The Chapter secretary shall perform the following duties following the Chapter’s annual meeting:
1. Request approval of the AISES Board of Directors to propose changes in Chapter Bylaws, if any,
 2. Report names of newly elected officers by no later than two (2) weeks after the Chapter’s annual meeting or two (2) weeks after the election of the officer if performed at any time other than the annual meeting, and
 3. File annual financial and activities reports, and a membership roster, with the AISES President by no later than January 20 of each year.

ARTICLE VII - GENERAL BUSINESS

Section 1 - Fiscal Year

The fiscal year of AISES shall begin on the first day of January and end on the last day of December each year.

Section 2 – Incorporation, Office(s), Agent(s)

AISES may have its principal office within or outside of the State of Oklahoma, as the Board of Directors may determine or as the affairs of AISES may require from time to time. AISES shall have and continuously maintain a registered office and a registered agent in the State of Oklahoma. The address of the registered office may be changed from time to time by the Board of Directors.

Section 3 - Bonding, Contracts, Checks, and Accepting Funds

- A. The Board of Directors may authorize any Officer or Officers, Representative, or Representatives of AISES, in addition to the Officers so authorized by these Bylaws, to enter any contract, or execute and deliver any instrument in the name of and on behalf of AISES and such authority may be general or confined to specific instances.
- B. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of AISES shall be signed by such Officers, Representative, or Representatives of AISES and in such manner as shall from time to time be determined by the applicable AISES policy or by resolution of the Board of Directors.
- C. The Board of Directors may accept on behalf of AISES any contribution, gift, bequest, or devise for the general purpose or for any special purpose of AISES so long as such contribution, gift, bequest, or devise is intended for the AISES organization and not an individual or a group of individuals.



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Section 4 – Meetings

- A. There shall be no less than one General meeting each year of the General and Associate Membership of AISES. The Board of Directors shall have the power to specify the day, time, and place these meetings are to be held, provided that no less than thirty (30) days of proper notice of such meetings be given.
- B. The Chair of the Board must call a special meeting upon the presentation of a petition containing the signatures of a simple majority of the General and Associate Membership to address the terms or issues associated with such petition.
- C. If a special meeting of the membership is needed, a written notice stating the place, day, and hour of any meeting of members (besides the General meeting) shall be delivered, by mail, or by email, to each General or Associate member not less than two (2) weeks before the date of such meeting. Notice shall be provided at the direction of the Chair of the Board in accordance with the requirements of these AISES Bylaws. In the case of a special meeting, or when required by law or by these Bylaws, the purpose(s), for which the meeting is called, shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the record of AISES.
- D. All meetings are to be conducted by Robert's Rules of Order, Newly Revised.
- E. The Chair of the Board shall appoint a parliamentarian who will rule on the points of procedure at General meetings and board meetings and assure adherence to these Bylaws during such meetings.

Section 5 – Voting

- A. A majority of the vote entitled to be cast by the General and Associate Membership present at a meeting at which a quorum is present shall be necessary for the passage of any business requiring a vote. This subsection does not apply to Bylaw's amendments, board elections, or any vote that requires a greater proportion specified by law or these Bylaws. Voting by proxy shall not be allowed.

Section 6 - Waivers of Notice

Whenever any notice is required to be given under the provisions of the Oklahoma General Corporation Act of Oklahoma, if applicable, any applicable state or federal law, or under the provisions of the AISES Articles of Incorporation or Bylaws of AISES, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII – AMENDMENTS

Section 1 – Amending Articles of Incorporation

The Articles of Incorporation of AISES are subject to amendment by 2/3 vote of the General and Associate Membership at a General meeting when a quorum is met. Voting will be done by electronic ballot. The Board of

Directors will appoint three inspectors to oversee the counting and reporting of votes cast for any proposed amendment to the AISES Articles of Incorporation.

Section 2 – Amending or Approving Bylaws

The Bylaws of AISES may be approved or amended by simple majority vote of the General and Associate Membership at a General meeting when a quorum is met. Voting on resolutions to amend or approve the Bylaws will be conducted by electronic ballot after the General Meeting. The Board of Directors will appoint three inspectors to oversee the counting and reporting of votes.

Section 3 – Bylaw Change Process

The following process shall be followed regarding proposed changes to the AISES Bylaws:

1. The AISES Board of Directors directs the Governance Committee to address a perceived issue with the Bylaws, or the Governance Committee identifies an issue within the Bylaws which needs to be addressed.
2. The Governance Committee will form a written recommendation for the Board of Directors consideration with revised language to the Bylaws. This may or may not be in the form of a resolution. Depending on the significance of the change, a legal review is at the discretion of the Board of Directors.

If the proposed change is in the form of a recommendation which isn't a resolution, the Board of Directors can perform the following:

- a. Accept the recommendation and request the Governance Committee develop the new proposed language into a resolution for consideration,
- b. Reject the recommended change and,
Remand the recommendation to the-Governance Committee for modifications and resubmission.

If the proposed change is in the form of a resolution, the Board of Directors can:

- a. Approve the proposed change to be sent to the membership for review and for a vote to approve or reject the resolution, or
- b. Reject the recommended change.

3. No less than two (2) weeks prior to the membership meeting, the resolution(s) with the proposed change to the Bylaws will be made available to the membership for review. The resolution will then be presented to the membership at its annual General meeting. Resolutions can be presented and action taken in one of two different manners pursuant to the decision of the Board of Directors:



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a. Following normal order of business, in which the resolution is presented and after discussion, the membership can:

- Approve, or
- Reject, no further action needed.

4. The membership may be given an additional time-period (until no later than the penultimate day of the annual General meeting) to comment on the resolution(s). The Governance Committee will discuss the feedback from the membership and determine if modification (s) of the resolution (s) are warranted. If so, the modified resolution (s) shall be presented goes to the Board of Directors for approval. If approved by the Board of Directors, the membership shall then vote to approve or reject the resolution at that same annual General meeting.

4. The resolution naming nomenclature is “Resolution #MMDDYY – n - AISES”, where YYMMDD is the year month day of the expected membership approval, and -n is the alpha designation if there is more than one resolution being voted upon by the membership.

5. The AISES Governance Committee is authorized to correct clerical or typographical errors in the Bylaws and approved resolutions if the modification (s) does not change the intent of the Bylaw or the resolutions.