

**ARTICLES OF ASSOCIATION  
OF  
CALIFORNIA INDIAN CHILD WELFARE ASSOCIATION**

**ARTICLE I**

The name of this association is California Indian Child Welfare Association (CAL-ICWA).

**ARTICLE II**

This association is a nonprofit public benefit association and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Association Law of California for charitable purposes.

A. The specific charitable purposes of this association are:

1. Promote county compliance with the Federal Indian Child Welfare Act;
2. Organize Indian child welfare advocates into a pro-active association to advocate for the welfare of American Indian children living in the state of California;
3. Provide education and training in matters relevant to the Indian Child Welfare Act and other areas relevant to Indian child welfare;
4. Establish standards and guidelines for Indian child welfare practice in the state of California;
5. Gather and disseminate information relevant to Indian child welfare
6. Assist California American Indian tribes in developing social service systems of care.
7. Support development of partnerships between county social service agencies and tribal governments.

B. The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit public benefit associations under the laws of California, provided, however, that this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this association.

**ARTICLE III**

The name and address in the State of California of this association's initial agent for service of process is Indian Dispute Resolution Services, 1632 Executive Court, Sacramento, California, 95864. Phone: (916)-447-4800 Fax: (916)-482-5808.

**ARTICLE IV**

A. This association is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (i) by a association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986

(or the corresponding provision of any future United States Internal Revenue Law).

- B. No substantial part of the activities of this association shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this association participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### **ARTICLE V**

The property of this association is irrevocably dedicated to charitable purposes and no part of the net income or assets of this association shall ever be provided to the benefit of any committee member, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed to a nonprofit fund, foundation or association which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Dated:

\_\_\_\_\_

I hereby declare that I am the person who executed the foregoing Articles of Association, which execution is my act and deed.

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**BYLAWS**  
**OF**  
**CALIFORNIA INDIAN CHILD WELFARE ASSOCIATION**

**PREAMBLE**

Until CAL-ICWA incorporates as a non-profit association these Bylaws will serve to guide the activities of the Steering Committee made up of volunteers committed to carrying out the mission and purposes of the association.

**ARTICLE 1: NAME**

The name of this association shall be the California Indian Child Welfare Association, herein referred to as CAL-ICWA.

**ARTICLE 2: OFFICES**

Section 2.01. Principal Executive Office. The principal executive office of the association shall be located in Sacramento, California. The Steering Committee may change the location of this office. Any such change shall be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2.02. Other Offices. Other offices may at any time be established at any place or places specified by the Steering Committee.

**ARTICLE 3: OBJECTIVES AND PURPOSES**

The association shall be dedicated primarily to organizing Indian child welfare advocates into a proactive association; providing education and training in matters and activities related to Indian child welfare; establishing standards and guidelines for Indian Child Welfare practice in the state of California; gathering and disseminating information relevant to Indian Child Welfare; supporting development of partnerships between county social service agencies and tribal governments; and, assisting California American Indian tribes in developing social service systems of care for the purpose of promoting county and state compliance with the federal Indian Child Welfare Act (ICWA).

This association has been formed under the California Nonprofit Public Benefit Association Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the association shall consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

The association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in the article of in association.

#### **ARTICLE 4: DEDICATION OF ASSETS**

The properties and assets of this nonprofit association are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, committee member or officer of this association. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Internal Revenue Code Section Code 501 (c)(3).

#### **ARTICLE 5: MEMBERSHIP**

Section 5.01. Members. The association shall accept as members anyone who completes an application for membership, who supports the mission and purposes of CAL-ICWA, and who meets one or more of the following criteria:

- A descendent of any American Indian Tribe or Alaskan Indian Village.
- Any individual or organization that provides behavioral or social services to American Indian children and families.
- Any American Indian organization.
- Any American Indian tribal organization.

#### **ARTICLE 6: STEERING COMMITTEE**

.Section 6.01. Powers. The Steering Committee may advise the management of the day-to-day operation of the business of the association to working committees (however composed), provided that the activities and affairs of the association shall be managed. The Steering Committee will maintain ongoing communication with CAL-ICWA staff.

Section 6.02. Number of Steering Committee. The authorized number of committee members of the association shall not be less than six (6) nor more than eleven (11).

Section 6.03. Qualification of Steering Committee. Each committee member shall be a person, not a corporation, at least 21 years of age and have a documented history of interest and involvement in American Indian child welfare. Each shall be dedicated to promoting compliance with the federal Indian Child Welfare Act in the state of California.

The members of the Steering Committee shall be appointed by Steering Committee in the following manner:

1. Applicants shall undergo an application process approved by the Steering Committee,
2. The Steering Committee shall select and recommend applicants to fill vacant positions and present a slate of nominees for voting by the general membership,

3. Voting shall take place at the annual membership meeting that will be held at the time of the annual California ICWA conference, usually held in June of each year.
4. The steering committee shall be comprised of 51% American Indian representation.

It is the intent of the association that the composition of the Steering Committee shall represent a diversity of technical skills to enable the Steering Committee to make informed, well-balanced decisions on the economic viability and social impact of its activities. In designing the composition of the steering committee the Steering Committee will consider the following criteria; the ability to provide skill sets that are conducive to the mission and purposes of the association, geographical representation, and mixed organizational and individual representation.

All other members shall be considered "members at large."

Section 6.04. Alternate Steering Committee. Members may designate an alternate to serve on the committee in order to ensure consistent representation and participation in committee activities and decision-making.

Section 6.05. Terms of Service. Steering Committee shall serve for a term of three years, with one third of terms expiring in any given year, with the following exception: In the year of start-up, one third of committee members shall serve for one year; one third, for two years; and one third for three years. The term of office of each committee member of the association shall be three (3) years and until his or her successor has been selected and seated. There is no maximum number of consecutive terms that an individual can serve as a steering committee member.

Section 6.06: Steering Committee Officers. Steering Committee shall vote for the following offices on a yearly basis: Chairperson, Vice-Chairperson, Secretary, and Treasurer.

Section 6.07. Officers. All officers shall be Steering Committee. The Steering Committee shall designate one officer as the chief financial officer of the association. In the absence of such designation, the Treasurer shall be the chief financial officer. Any two or more offices may be held by the same person, except that neither the Secretary nor the chief financial officer may serve concurrently as the Chairperson of the Steering Committee. The Steering Committee may appoint, and may empower the Chairperson of the Steering Committee, the Executive Committee member or another officer to appoint, such other officers as the activities of the association may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Steering Committee may from time to time determine.

All officers of the association shall hold office from the date appointed to the date of the next succeeding annual meeting of the Steering Committee, and until the successors to such officers are elected and qualified; provided that all officers, as well as any other employee or agent of the association, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the association, be removed at any time at the pleasure of the Steering Committee, or, except in the case of an officer chosen by the Steering Committee by any officer upon whom such

power of removal may be conferred by the Steering Committee, and upon the removal, resignation, death, or incapacity of any officer, the Steering Committee, the Chairperson of the Steering Committee, the Executive Committee member or another officer in cases where the Chairperson of the Committee, the Executive Committee member or the other officer has been vested by the Steering Committee with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Steering Committee, the Chairperson of the Steering Committee, the Executive Committee member, or the Secretary of the association, without prejudice, however, to the rights, if any, of the association under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

The salary and other compensation of the officers shall be fixed from time to time by resolution of or in the manner determined by the Steering Committee.

Section 6.08. Duties of the Chairperson of the Committee. The Chairperson of the Committee shall, when present, preside at all meetings of the Steering Committee and Executive Committee and shall perform all the duties commonly incident to that office. The Chairperson of the Committee shall preside over all member and Steering Committee meetings of the association and shall serve as the primary point of contact with the Steering Committee, all association members, and any staff assigned to work with the association.

Section 6.09. Duties of the Vice-Chairperson of the Committee. The Vice-Chairperson of the Committee shall possess the powers and discharge the duties of the Chairperson in the latter's absence or disability.

Section 6.10. Duties of the Secretary of the Committee The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office, and such other place as the Steering Committee may order, a book of minutes of actions taken at all meetings of committee members and sub-committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at the such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the Steering Committee and of the sub-committees of this association required by these Bylaws or by law to be given, shall keep the seal of the association (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Steering Committee or by these Bylaws.

Section 6.11. Duties of the Treasurer The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters

customarily included in financial statements. The Treasurer shall arrange for an annual audit of the association's financial accounts by an independent Certified Public Accountant.

The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the association with such depositories as may be designated by the Steering Committee. The Treasurer shall disburse or cause to be disbursed the funds of the association as may be ordered by the Steering Committee, shall render to the Executive Committee member and sub-committee members, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the association, and shall have such other powers and perform such other duties as may be prescribed by the Steering Committee or these Bylaws.

If required by the Steering Committee, the Treasurer shall give the association a bond in the amount and with the surety or sureties specified by the Committee for faithful performance of the duties of the Treasurer's office and for the restoration to the association of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office. The association shall pay the cost of such bond.

Section 6.12. Restriction on Interested Committee Members. Not more than forty-nine percent (49%) of the persons serving on the Steering Committee at any time may be interested persons. An interested person is (1) any person being compensated by Indian Dispute Resolution Services for services rendered to the association within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a steering committee or sub-committee member as committee member; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the association.

Section 6.13. Election: The appointing authority shall rest solely with the CAL-ICWA Steering Committee of Indian Dispute Resolution Services, Inc. CAL-ICWA will strive to eventually become a separate financially self-sufficient association. At that time CAL-ICWA will formalize the association by incorporating as a non-profit corporation with the California Secretary of State, revise it's Bylaws, create a Board of Directors, and file for it's own federal and state tax exempt status as a 501(C) (3) corporation.

Members shall be drawn from important areas of Native American Indian advocacy (e.g. public interest Indian law, tribal courts, and Indian housing, health, child welfare, employment, education, business, etc.), and from the field of alternative dispute resolution (ADR). The composition of the Steering Committee shall reflect a national representation.

If any annual meeting is not held or the Steering Committee members are not appointed at the annual meeting, the Steering Committee members may be appointed at any meeting of the Committee. A Steering Committee member may succeed himself or herself in office, and there shall be no limit to the number of consecutive terms a committee member may serve.

Section 6.14. Vacancies and Removal. A vacancy in the Steering Committee shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any committee member; (ii) the declaration by the Steering Committee of a vacancy in the office of a committee member who has been declared of unsound mind by a final order of court, or convicted of a felony.

The Steering Committee, by affirmative vote of a majority of the committee members then in office, may remove any committee member without cause at any regular or special meeting; provided that the committee member to be removed has been notified in writing in the manner set forth in Section 6.10 of this Article 6 that such action would be considered at the meeting.

All vacancies may be filled by vote of a majority of the Steering Committee members then in office. Each Steering Committee member so appointed shall hold office until his or her successor is appointed at an annual or other meeting of the Committee.

Section 6.15. Place of Meetings; Meetings by Telephone. Regular meetings of the Steering Committee may be held at any place within the State of California that has been designated from time to time by the committee. In the absence of such designation, regular meetings shall be held at the principal executive office of the association. Special meetings of the committee shall be held at any place within the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the association. Notwithstanding the above provisions of this Section 7, a regular or special meeting of the Steering Committee may be held at any place consented to in writing, including e-mail communication, by a majority of the Committee members, either before or after the meeting. Meeting notice will be given 10 days in advance of the meeting date. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all committee members participating in the meeting can hear one another, and all such committee members shall be deemed to be present in person at such meeting.

Section 6.16. Annual Meeting – ICWA Conference/Membership Meeting. The Steering Committee shall hold a regular meeting in June of each year, for the purpose of appointing steering committee members and officers of the association, and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth in Section 6.14 of Article 6.

Section 6.17. Emergency Meetings. Emergency meetings of the committee for any purpose may be called at any time by the chairperson of the committee, the secretary, or any two (2) committee members. Notice of the date, time, and place of meetings shall be delivered to each committee member or communicated to each committee member by telephone (including a voice messaging system that records and

communicates messages), facsimile, or electronic mail at least forty-eight (48) hours prior to the meeting.

Section 6.18. Action at a Meeting: Quorum and Required Vote. Presence of a majority of the Steering Committee members at a meeting of the Steering Committee constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Steering Committee, unless a greater number, or the same number after disqualifying one or more committee members from voting, is required by the Articles of the association. Adoption or revocation of a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the association otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/3) of the authorized number of committee members of the association.

## **ARTICLE 7: SUB-COMMITTEES**

Section 7.01. Sub-Committees. The Steering Committee may, by resolution adopt by a majority of the Steering Committee members then in office, provided that a quorum is present, designate one or more sub-committees, each of which shall consist of two or more committee members and may also include members who are not on the Steering Committee, to serve at the pleasure of the sub-committee. The Steering Committee may designate one or more alternate members of any sub-committee, who may replace any absent member at any meeting of the sub-committee. The appointment of members or alternate members of a sub-committee requires the vote of a majority of the Steering Committee members then in office, provided that a quorum is present. Any sub-committee that includes voting members who are not on the Steering Committee may not be delegated the authority or power of the Steering Committee. Any sub-committee whose voting members consist only of committee members, to the extent of the powers specifically delegated in the resolution of the Steering Committee or in these Bylaws, may have all or a portion of the authority of the Steering Committee.

Section 7.02. Meetings and Actions of Sub-Committees. Meeting and actions of all sub-committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these Bylaws, concerning meetings and actions of sub-committee members, with such changes in the context of those Bylaws as are necessary to substitute the sub-committee and its members for the Steering Committee and its members, except that the time for regular meetings of sub-committees may be determined either by resolution of the Steering Committee or by resolution of the sub-committee. Sub-committees are intended to support the Steering Committee and are expected to report to the Steering Committee for recommendation and action. Sub-committees may form for any purpose at any time.

## **ARTICLE 8: MAINTENANCE AND INSPECTION OF ASSOCIATION RECORDS**

Section 12.01. Maintenance and Inspection of Articles and Bylaws. The association shall keep at its principal executive office at its principal business office in California, the original or a copy of its association Bylaws as amended to date, which shall be open to

inspection by the Steering Committee members at all reasonable times during office hours. The association shall also keep, in its principal executive office, an original copy of the following:

1. All steering committee and sub-committee minutes.
2. CAL-ICWA membership list.
3. All association inquiries received from outside parties.
4. Updated Steering Committee list.

Every Steering Committee member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the association and each of its subsidiary associations. The inspections may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

## CERTIFICATION OF STEERING COMMITTEE CHAIRPERSON

I, the undersigned, certify that I am the currently acting Chairperson of the California Indian Child Welfare Association and, the above Bylaws, consisting of 10 pages, are the Bylaws of this association as adopted at a meeting of the Steering Committee held on June, 2006.

Dated: June, 2006

Executed at 1621 Executive Court, Sacramento, California. 95814

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Steering Committee Chairperson

(Committee of Committee Members) Bylaws, May 2003