



BY LAWS

OF

Indigenous Peyote Conservation Initiative

Adopted: _____
(Date)

TABLE OF CONTENTS

ARTICLE I. PURPOSE

- Section 1. Purpose
- Section 2. Mission
- Section 3. Vision
- Section 4. Scope

ARTICLE II. VOTING MEMBERS

ARTICLE III. BOARD OF DIRECTORS

- Section 1. Duties of the Board
- Section 2. Make up and Qualifications of Directors
- Section 3. Number of Directors
- Section 4. Terms of Directors
- Section 5. Selection of Directors
- Section 6. Filling Vacancies
- Section 7. Removal of Directors
- Section 8. Resignation of Directors
- Section 9. Conduct and Authority of Directors
- Section 10. Nonvoting Members.

ARTICLE IV. DECISION-MAKING

- Section 1. Quorum
- Section 2. Decision-Making Rules
- Section 3. Meetings
- Section 4. Telephonic Meetings
- Section 5. Decisions by Mail or Email

ARTICLE V. OFFICERS, ROLES, AND STAFF

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal
- Section 4. Vacancies
- Section 5. Secretarial Role
- Section 6. Financial Responsibility Role
- Section 7. Executive Director and Staff

ARTICLE VI. COMMITTEES

- Section 1. Establishment
- Section 2. Conservation Committee
- Section 3. Other Committees

ARTICLE VII. MISCELLANEOUS PROVISIONS

- Section 1. Compensation of Directors
- Section 2. Conflicts of Interest
- Section 3. Tax Year
- Section 4. Financial Controls
- Section 5. Annual Financial Assessment
- Section 6. No Discrimination
- Section 7. Assets and Property
- Section 8. Dissolution

ARTICLE VIII. AMENDMENTS

- Section 1. Articles of Incorporation and Bylaws

BYLAWS
OF THE
INDIGENOUS PEYOTE CONSERVATION INITIATIVE

ARTICLE I. PURPOSE

Section 1. Purpose.

The Indigenous Peyote Conservation Initiative (IPCI) is a religious non-profit organization incorporated as a non-profit corporation in the state of Texas.

IPCI an indigenous led, land-based initiative that directly address the spiritual, ecological, cultural, economic, and sustainability issues related to the sacred plant medicine, Peyote, and it's ceremonial use.

This is an international collaborative, supporting tribes and efforts focused on sustainability and indigenous sovereignty of Peyote across the U.S., Mexico, and Canada.

The purposes of the IPCI are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purpose of IPCI is to engage in diverse biocultural strategies for spiritual reconnection and restoration of Peyote including:

- a) land access, pilgrimage, and stewardship,
- b) youth education,
- c) Peyote conservation, and
- d) a system of harvest and distribution that is spiritually and culturally sound.

Section 2. Mission:

Empowering indigenous communities to conserve, regenerate, and reconnect to their sacred Peyote medicine for spiritual use for generations to come.

Section 3. Vision:

IPCI promotes the health, wellbeing, and cultural revitalization of Indigenous communities through reconnection to, sovereign use of, and sustainability of the sacred Peyote and the lands on which it grows.

Section 4. Scope:

- A) IPCI will conduct programs designed to accomplish its stated purpose for indigenous communities in the United States, Canada and Mexico who can legally possess, use, and transport Peyote in their countries. This includes tribes of indigenous peyote peoples of the Native American Churches and enrolled and/or federally recognized tribes of the United States of America, Canada and Mexico.
- B) Land ownership and/or land management rights can be held by IPCI in both the United States of America and Mexico where deemed appropriate to satisfy the purpose and mission of the corporation.

ARTICLE II. VOTING MEMBERS IPCI has no voting members with the right to elect or remove any member of the Board of Directors

ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors must

- A) represent the purpose and culture of IPCI in their communities, work and families
- B) establish the corporation's primary policies and review and change them as necessary,
- C) approve and provide direction to its programs,
- D) appoint or employ and supervise its staff initiative (executive) director,
- E) authorize its expenditures by approving an annual budget and ensure the proper management and use of its assets and property,
- F) ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws.
- G) Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks.
- H) The role of the Board of Directors does not include direct management or conduct of the daily operations of the organization, or the supervision of staff members other than the Initiative Director.
- I) Every ex-officio Board member, as President or designee of their ex-officio organization is responsible for updating and including their membership in the activities and Mission of the Initiative, representing their members to the Board, fundraising and providing strategic guidance to the Initiative.

Section 2. Make-up and Qualifications of the Board of Directors.

- A) The Board of Directors must include the President, or their designee, from each of the four member organizations of the National Council of Native American Churches: Native American Church of North America, Native American Church of Oklahoma, Native American Church of South Dakota and Azee Bee Nahagha of Dine Nation.
- B) The Board of Directors must include, if possible, the President, or their designee, from each of two Mexican indigenous leadership groups: the Wixaritica Regional Council and Nierika or similar organization.
- C) The Board will consist of a majority of indigenous people who have a recognized leadership role in their tribe or community.
- D) Board members will have demonstrated a deep commitment to the Purpose, Mission and Vision and be able to conduct themselves in a collaborative manner within an inter-tribal and diverse decision-making body.
- E) The board may appoint additional board members with knowledge of experience that is helpful to the board. The board may appoint advisors and liaisons with knowledge and experience that is helpful to the board.

Section 3. Number of Directors.

The Board of Directors will consist of no fewer than 7 and no more than 13.

Section 4. Terms of Directors.

- A) Ex-officio:
 - a) The 4 National Council of Native American Church Director positions, namely the President's of Native American Church of South Dakota, Native American Church of Oklahoma, Native American Church of North America and Aze Bee Negaha Dine Nation, will rotate with the President's term in their organization.
 - b) The President(s) or representative member of the Wixratika Regional Council will rotate with President's term in their organization.
 - c) A Board member may extend their term as delegated by their organizational President or as approved by the Board of Directors.
- B) Elected: Board members who are not ex-officio have a term of 3 years unless an extension is approved by the Board of Designee

Section 5. Selection of Directors.

- A) The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.
- B) The ex-officio board members or their designees may elect additional board members as long as the majority of the Board consists of indigenous people in a recognized leadership role in their tribe or community.

Section 6. Filling Vacancies.

- a) Vacancy of ex-officio position: If a vacancy is created by the resignation or removal of an ex-officio or their delegate than the organization they represent shall have the right to fill that vacancy.
- b) Vacancy of elected position: The Board of Directors, may elect new Directors to fill any vacancies on the Board, including vacancies created by the passage of a resolution increasing the total number of Board member positions. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 7. Removal of Directors. A Director may be removed for the causes stated in these bylaws by a consensus of the Directors in office not counting the Director to be removed. The person being considered for removal has no authority in the process of removal. Notice of the meeting must be given that states that the removal of a Director is to be considered at that meeting. A Director may be removed for the following causes: breach of the fiduciary duty of directors, repeated failures to attend Board meetings, failing to perform the duties required of directors, for intentional acts or omissions that would seriously damage the reputation or interests of the corporation. Any Director, including ex-officio and their delegates, may be removed.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board of Directors.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the corporation.

Section 10. Elected Board Members.

- A) The Board of Directors will include a minimum of three positions of the following roles: Legal Advisor, Ecological Conservation Advisor, Philanthropy/Donor Advisor.
- B) Non-indigenous Board members must be approved by all ex-officio directors.
- C) If a motion is supported by the affirmative vote of all of the ex-officio directors and their or their designee, the motion can not be blocked by an elected board members.

Section 11. The Board may designate advisors and liaisons to support the mission of IPCI.

ARTICLE IV. DECISION MAKING

Section 1. Quorum. At all meetings of the Board of Directors, the presence or participation of a majority of the directors in office shall constitute a quorum. Provided however, that at least a seventy percent (70%) majority of the number of Directors in office is required to allow the making of major corporate decisions such as: purchase of lands, approval of new programs, the election of new member to Board of Directors and the hiring or firing of a paid Initiative Director (executive director).

Section 2. Decision-Making Rules.

- A) The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, then an affirmative vote of 80% of the number of Board members currently in office can pass a resolution. Board of Directors agree to consider each decision as they would consider decisions directly impacting their own family.
- B) Decision making will allow each person present to give considered views while respecting the voice of all others present. Each Board member and any present committee members or formal advisors will be given a voice during major corporate decision-making.
- C) Consensus or 80% of all Directors present or participating at any properly called meeting at which a quorum is present is necessary and sufficient to make a decision of the Board of Directors of IPCI unless otherwise delegated to committee or is required by law or by these bylaws.
- D) If a motion is supported by all ex-officio members it may not be blocked by elected Board members.
- E) An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes.
- F) All Board decisions require a clearly stated motion or proposal, a thorough discussion in which all Board members voice their views and a clearly stated decision is recorded in written minutes.

Section 3. Meetings.

- A) The Board of Directors must meet at least four times per year, they shall strive to do this by meeting at least once each quarter of the year. Generally, two and minimum of one meeting per year, will be in-person in the Peyote Gardens.
- B) In addition, the Board of Directors or an assigned committee of the Board must meet for needed planning between formal Board Meetings.

- C) Meeting agendas will allow decision-making processes to be based in prayer and follow a ceremony structure as possible. Organizational meetings will be conducted with the attention and respect provided any prayer meeting.
- D) Notice must be given to every member of the Board of every meeting of the full Board of Directors, stating the date, time, and location of the meeting. The notice must be given not less than thirty-six hours in advance of the meeting to all members of the Board of Directors and designated committees.
- E) Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.
- F) Formal meetings of the Board of Directors will have clearly stated meeting purposes, an agenda, and agreed upon time. Agenda's will be prepared by Initiative Director and a representative of the Board of Directors and approved ahead of time by the Board of Directors.
- G) Formal meetings of the Board will be facilitated by Initiative Director or an agreed upon designee.
- H) Formal meetings of the Board will have minutes recorded and are shared with the Board of Directors.

Section 4. Telephonic Meetings.

Meetings may be held by telephone, video conferencing, internet-based communication or other method, as long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 5. Decisions by Mail or Email.

Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by consensus of all of the members of the Board. A clearly stated motion must be sent to all of the Directors on the Board of Directors by mail or email, with clear instructions that this process requires one hundred percent (100%) of the Directors to approve. If the motion is sent by email then each Director must send their position by email in reply. Motions are adopted and effective on the date that all Directors in office have responded with approval of the motion. If consensus is not reached via email the motion may be revisited during a regularly scheduled meeting of the Board of Directors.

ARTICLE V. OFFICERS, ROLES AND STAFF

Section 1. Officers. The Board of Directors has between 4 and 8 ex-officio positions and two required Officer positions, and may designate additional positions by an addendum to these bylaws. The Board of Directors will also designate a Conservation Chair and a Initiative Secretary, both of whom will also sit on the Conservation Committee. The Conservation Chair and Initiative Secretary will be responsible for providing ongoing guidance to the Initiative Director and overseeing the activities of the Conservation Committee and ensuring every Board member has the information they need to perform their roles. These roles satisfy the Texas state requirement for President and Secretary.

Section 2. Election and Term of Office. The Conservation Chair and Initiative Secretary each serve two-year terms that may be extended by vote of the Board.

Section 3. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining Directors still in office, although less than a quorum, may elect or appoint an Officer to fill such a vacancy. The elected Officer will hold office for the unexpired portion of the term of that office.

Section 5. Secretarial Role. the following duties must be performed or overseen by the Initiative Secretary a) record and keep the minutes of the meetings of the members and of the Board of Directors or any Board committees, b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of each member's mailing address provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion;

Section 6. Financial Responsibility Role. The board must oversee that the following tasks are performed: a) proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all of the income, expenses, and assets of the corporation; c) present reports at meetings of the Board of Directors on the financial affairs of the corporation; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation.

Section 7. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the executive director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes in to Executive Session to meet without the Executive Director present.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board of Directors may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee.

Section 2. Conservation Committee is a Board level committee operating as what is sometimes known as an Executive Committee (as required by law). It consists of at least one Ex-officio

Board member. Other board members may be approved as members as deemed necessary by the Board. Initiative Director and other staff as necessary shall attend all Conservation Committee meetings. This committee, in conjunction with the guidance of the entire Board will provide direct guidance to the Initiative Director in the operations of the organization.

Section 3. Other Committees.

- A. The Board of Directors may establish any other committees it deems appropriate, including a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees.
- B. These are all “non-Board committees” which do not have the power to make Board of Directors level decisions, adopt budgets, set policy, or establish programs. Such committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Financial Responsibility Committee.

As soon as reasonably possible the Board of Directors shall establish a committee responsible for financial oversight of the organization’s income and expenses, which shall be named the Financial Responsibility Committee. The committee must consist of a minimum of two persons, including at least one person with some financial experience or experience with bookkeeping, who is not the organization’s check signer or bookkeeper. The committee shall be responsible for overseeing the organization’s financial transactions and the implementation of the organization’s financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the organization’s expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization’s finances to the Board of Directors. The committee shall also make the necessary arrangements for and oversee the organization’s annual audit or annual financial review, which is described in these bylaws.

Section 4. Committee Members.

The Board of Directors shall appoint the members of committees, or may delegate this task. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Committee Chairs.

One member of each committee will be selected or appointed Committee Chair by the Board of Directors, or if the Board wishes, it may delegate that power to all members of the committee.

Section 6. Limitation on Powers.

No committee may a) elect, appoint, or remove any member of the Board of Directors; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers.

The Board of Directors shall always have the power to amend, alter or repeal the decisions of committees by consensus, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Directors.

- A) No Officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an Officer as defined in these bylaws beyond a standard honorarium for formal Board of Directors meetings.
- B) Standard honorarium is \$200.00/day per formal in-person meeting day of the Board of Directors.
- C) However, the corporation may pay compensation to members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive compensation from the corporation must always constitute less than a majority of the Board.
- D) Members of the Board of Directors may be given reimbursement for actual expenses they incur in the course of fulfilling their responsibilities, such as travel, lodging and meeting or program materials, subject to Board approval.

Section 2. Conflicts of Interest.

1. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or member of the Board of Directors or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be discussed and approved using the following procedures:

- A) conflict-of-interest transactions must be approved by the full Board of Directors;
- B) Directors who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter. The minutes must record this to show that it was done.
- C) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes.

2. The Board includes representatives of multiple organizations. Some of these organizations may, by strategic design, carry out some of the work of the IPCI and receive compensation. These transactions must be recorded clearly in the budget and all board members must be informed.

Section 3. Tax Year.

The tax year of the corporation is the calendar year.

Section 4. Financial Controls.

The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's

funds and assets, and that would discover it if those problems or crimes were to occur. Those financial policies shall require that there must be three separate levels of financial operations, and that those operations shall be performed by different people: 1) those with the authority to spend the organization's money; 2) those who are the bookkeeper(s) who record and track the income and expenditures; and 3) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the corporation's checks or use its credit cards shall not be allowed to also serve as the organization's bookkeeper(s); and that the organization's bookkeeper(s) shall not be given permission or authority to spend the organization's money, sign its checks or use its credit cards.

Section 5. Annual Financial Assessment.

The Board of Directors must require the performance of an annual audit, financial review, financial compilation or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal audit, but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets. The Conservation Committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 6. No Discrimination. This organization is designed to serve primarily indigenous people. In the delivery of its services to the public, IPCI does not discriminate for or against any person on the, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 7. Assets and Property. All assets and property purchased by, for, or held by IPCI, shall be managed for the Mission and Vision and through the decision-making processes described in these bylaws. The Board of Directors shall create policies to manage assets and property.

Section 8. Dissolution. If for any reason IPCI, as an organization is dissolved; all assets and property must be transferred to another not-profit organization.

ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of all the Directors in office, at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend, or repeal the bylaws or the Articles of Incorporation of the Indigenous Peyote Conservation Initiative, except as otherwise provided by law. Proper written notice must be given in advance, including either a written copy of the proposed amendments or a written summary of those amendments.