



Tribal Council By-Laws

ARTICLE I - PURPOSE

The purpose of these Bylaws, which are adopted pursuant to Article III, Section 5 of the Tribal Constitution, is to establish rules governing the roles and activities of Tribal Council Members and the conduct and procedure of Tribal Council ("Council") meetings.

These Bylaws are not to be construed by any court with jurisdiction to invalidate any action by the Council which is otherwise in compliance with applicable law.

If a conflict arises between the provisions of these Bylaws and the provisions of the Tribal Constitution, the provisions of the Tribal Constitution shall prevail.

ARTICLE II - MEETINGS

Section 1 - Regular Meetings

Regular meetings of the Council shall be held approximately every two (2) weeks at such location, day and time as the Council may, from time to time, designate. Regular meetings of the Council will be chaired by the Council member who is present, in the following order: Chair, Vice-Chair, Secretary, Treasurer and Councilperson.

Section 2 - Special Meetings

Special meetings may be held as necessary as called by either the Chair, Vice-Chair, or collectively by the Secretary, Treasurer and Council Member. A minimum notice of five (5) business days shall be provided to all Council members for a special meeting, unless waiver of notice is mutually agreed to by all members of the Council at the special meeting. Special meetings must be chaired by either the Chair or Vice-Chair of the Council.

Section 3 - Executive Sessions

A closed meeting of the Council, or an Executive Session, may be convened as needed by a vote of the majority of the members of the Council present. Attendance at Executive Sessions shall be limited to members of the Council and such other persons whose attendance the Council deems appropriate or necessary to the purpose of the Executive Session.

In Executive Sessions, if the Chair is the subject of the meeting, the Vice Chair or their designee shall act as Chair.

The proceedings of Executive Sessions are confidential and shall not be discussed with any parties not specifically authorized by the Council to participate in such Executive Sessions.

No minutes shall be taken during Executive Sessions unless specifically authorized by the Council. Such minutes, if taken, will be kept separate from the regular minutes of the Council and will be subject to limited distribution, as the Council directs.

Section 4 - Action by Tribal Council in Lieu of a Meeting

Any action required or permitted to be taken by the Council may be taken without a face-to-face meeting by the use of any electronic telecommunication, including e-mails, and/or a telephone poll/conference, but only in emergency situations. A three-fifths (3/5) vote is required to approve the action. Such action shall have the same force and effect as if the vote occurred at

a duly convened meeting. Written documentation of the action shall be made a part of the minutes and such minutes ratified at the next regularly scheduled Council meeting.

The person conducting a poll will make a reasonable effort to clarify: a) ***the urgency of the request for action***, b) the timeframe within which it must be made, and c) the day and time of the expected response by the Council member being polled.

It is the clear intent of the Council that non-standard actions by it, as set out in this section, not become a routine way of doing business.

Section 5 - Scheduling special events and/or activities

Regarding special events or activities requiring Council attendance, the Council shall make every effort to schedule those events or activities at a time and place that offers the best opportunity for all Council members to attend and work towards a consensus.

Section 6 - Assumption of Duties

Council members shall assume the duties of office at the regularly scheduled Council meeting following the date of the general election at which, or effective as of the date of which, the Council members were elected.

Section 7 – Compensation

Each member of the Council shall receive a stipend for each regular and special Council meeting attended. The amount of the stipend shall be fixed from time-to-time by action of the Council.

Any Council member requesting to attend a meeting or an event requiring Tribal representation, and desiring to receive a stipend, unless previously authorized by the Council, must, at least two (2) business days prior to the event, contact the Chair, or if the Chair is not available, the Vice Chair, to request a stipend. The granting of such stipends shall be discretionary with the Chair/Vice Chair. The Vice-Chair shall have the authority to approve a stipend, under this section, for the Chair.

Section 8 - Travel Cost Reimbursement; Per Diem

Any Council member attending an approved function or activity is authorized to receive travel cost and per-diem consistent with the Tribe's travel policy.

Section 9 - Oath of Office

Immediately prior to assumption of the duties of a Council member, each person shall take and subscribe to the following oath of office, administered by the most senior currently serving member of the Council, substantially in the form as set out in Title 18 – Tribal Council of the Tribal Code in Section 18.01.04 – Oath of Office, and which is set out below for the convenience of the Council:

“OFFICIAL OATH OF OFFICE FOR ELECTED OFFICERS

Please raise your right hand and repeat after me the following Oath of Office:

I, _____ do solemnly swear and affirm that I will follow and adhere to the Constitution, Council By-laws, and policies of the Jamestown S'Klallam Tribe and promise to faithfully carry out the duties of my Office. I promise to protect and preserve our Tribal citizens' inherent aboriginal rights and benefits to which we are entitled under the Tribal Laws, Treaties and the Constitution of the United States for our future generations. I promise to enlighten the general

public toward a better understanding of the American Indian people; to preserve Indian cultural values, traditions and natural resources; and otherwise promote the health, general welfare, education, economic and employment opportunities of the Jamestown S'Klallam Tribal Community.

Signature of Witness (Chair or Vice-Chair):

_____ Dated: _____

Signature of Elected Officer:

_____ Dated: _____

Section 10 - Quorum

Three (3) members of the Council shall constitute a quorum.

ARTICLE III - DUTIES OF OFFICERS

Section 1 – Chair

The Chair of the Council shall preside over all meetings of the Council and shall carry out and exercise all duties, direction, positions, and orders delegated by the Council. The Chair shall be the lead representative on behalf of the Tribe and Council on policy and positions, unless such duties are otherwise delegated to the Chief Executive Officer (“CEO”) of the Tribe or other members of the Council or Tribal staff.

Section 2 - Vice-Chair

The Vice Chair of the Council shall assist the Chair when so delegated. In the absence of the Chair, or when the Chair is attending the meeting electronically, the Vice Chair shall preside over all meetings of the Council. When the Vice Chair is presiding, they shall have all the rights, privileges, duties and responsibilities of the Chair.

Section 3 – Secretary

The Secretary, or an Assistant Secretary approved by the Council, shall keep or cause to be kept at the principal office of the Tribe, or such other place as the Council may order, a record of all minutes of meetings of the Council and all other meetings as provided in these Bylaws. The Secretary shall sign all meeting minutes.

Additionally, the Secretary shall sign all resolutions, codes and legal documents, the latter of which require the Secretary’s signature, that are adopted or approved by the Council and insure that certified copies of all resolutions are entered into the minutes, unless another officer is designated to do so by the Council. If the Secretary is unavailable, the Treasurer, or other Council officer, may be authorized to sign.

Section 4 - Treasurer

The Treasurer, or an Assistant Treasurer approved by the Council, shall keep, or cause to be kept, the financial records of the Council and the Tribe. The Chief Financial Officer (“CFO”) of the Tribe may serve as Assistant Treasurer, if so nominated and approved by the Council.

The Treasurer, but not the Assistant Treasurer, if the Assistant Treasurer is the CFO, shall be authorized to sign checks issued by the Tribe.

Section 5 - Non-Officer Council Member

A Non-Officer Council member, also known as the Councilperson, will participate in the general deliberations of the Council, providing their input on all matters under consideration and voting, or abstaining from voting, as they deem appropriate, or as required by these Bylaws. In addition, the Non-Officer Council member will accept reasonable assignments of Council related duties from the Chair or from the Council as a body, upon a majority vote.

ARTICLE IV - ACTION BY TRIBAL COUNCIL RESOLUTIONS

Section 1 - Resolution Required

All actions by the Council shall be in the form of a motion on a resolution, which can incorporate a new or amended title of the Tribal Code and/or other action and shall be recorded in the Council minutes.

Section 2 - Prior Approval

When directed by the Council, any matter scheduled for presentation to it shall have been reviewed as to form and substance by the Tribal staff and shall, when there are substantive matters of administration involved, be referred to the person who is charged with the administration of the respective matters for their review and feedback. Such person shall have an opportunity, with prior Council approval, to present their comments, suggestions and objections, if any, prior to the vote on the particular item under consideration. After the Council has received any oral or written comments or testimony on the particular matter under consideration, any member of the Council may make a motion for its adoption or approval.

ARTICLE V – PARLIAMENTARY PROCEDURE

Section 1 – Rules of Order

Regular and special meetings of the Council shall be conducted by the Chair or presiding officer in a manner designed to arrive at a majority vote. The Chair or presiding officer will operate in accordance with Robert's Rules of Order Newly Revised. The Council reserves the right to modify the Rules, as necessary and/or appropriate, to facilitate the orderly conduct of Council business.

Section 2 - Code of Conduct

Members of the Council shall:

- Respect the rights, dignity and worth of all other persons serving on the Council or appearing before it;
- Function primarily as a member of the Council, not as a member of any particular constituency;
- Conduct themselves openly, professionally, respectfully, lawfully and in good faith in the best interests of the Council and the Tribe;
- Be fair, equitable, considerate and honest in all dealings with others;
- Exercise due diligence in upholding their fiduciary responsibility to the Tribe;
- Respect the confidentiality appropriate to issues of a sensitive nature;
- Ensure that all Council members are given sufficient opportunity to express opinions, and that all opinions are given due consideration and weight;
- Respect the chain of command within the Tribal government, recognizing that the Tribal staff reports to the CEO and the CEO reports to the Council;
- Commit the time to attend meetings and to be diligent in their preparation for and participation in discussions; and

- Make it clear, when interacting with Tribal citizens, Tribal government employees or Tribal entity employees, the capacity within which they are functioning during the interaction, i.e., as a Tribal citizen, as an individual member of the Tribal Council or as a representative of the full Council.

ARTICLE VI - CONFLICT OF INTEREST

Whenever a member of the Council has a financial or personal interest, which, for example, could concern the member's immediate family, parents, spouse, siblings, their children or their grandchildren, in any matter coming before the Council, the affected Council member shall:

- a. Fully disclose the nature of the interest; and
- b. Withdraw from discussion, lobbying and voting on the matter.

Any transaction or vote involving such a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the Council and the Tribe. The minutes of meetings at which such votes are taken shall record such disclosure, abstention or action taken and the rationale for such action.

ARTICLE VII - AMENDMENT OR WAIVER OF BYLAWS

Section 1 - Amendment of Bylaws

Any changes to these Bylaws must be approved by the Council by resolution. These Bylaws may be amended or repealed and a new Bylaw or new Bylaws may be enacted if three-fifths (3/5) of all members of the Council shall consent to such action.

Section 2 - Waiver of a By-law

Any waiver of a Bylaw must be approved by the Council, by resolution, and may be done to ratify a breach of a Bylaw by a Member of the Council or the Council itself.

Certification

I, Liz Mueller, Tribal Council Vice Chair, do hereby certify that the above listed Bylaws have been reviewed and approved at a duly held Tribal Council Meeting at the Tribal Center in Blyn, Washington on September 19th, 2016.



Liz Mueller, Tribal Council Vice Chair