

## **Preamble**

### **MISSION STATEMENT**

Oklahoma Coalition of Tribes, Inc. is dedicated to enhancing the development of Indian Tribes, to improving the capabilities of Tribal governments, and assisting the member Tribes and their governments in dealing effectively with public policy issues and in serving the broad needs of Indian people.

### **STATEMENT OF UNITY**

We, the Oklahoma Tribal Nations numbered among the great plains of Oklahoma establish an organization to represent our united interest and promote our welfare and benefit, do of our own free will in Council assembly, affirm in the organization to be known as Oklahoma Coalition of Tribes, the following objectives and declare our purpose to be:

- A. To promote Indian leadership in order to move forward in the ultimate, desirable goal of complete Indian involvement and responsibility at all levels in Indian affairs;
- B. To provide a forum for exchange of ideas;
- C. To combine our voices so we can be heard clearly by local, state, federal and international governments;
- D. To promote better understanding of the issues involving Indian Tribes and other people;
- E. To advocate for more effective use of existing local, state, federal, and international resources;
- F. To lift impoverishment from our people through cooperative effort;
- G. To dedicate ourselves to improvement of the quality of life for American Indians through increased health, education, social services and housing opportunities;
- H. To reaffirm the commitments of our Tribes to the treaties and agreements heretofore entered into with the Federal Government in a government-to-government relationship and to promote the reciprocity of this relationship and those agreements and treaties;
- I. To provide protection of tribal historical, cultural, spiritual and natural resources.

## **STATEMENT OF ORGANIZATIONAL GOALS**

1. To represent member Tribes and Indian interests before governmental bodies and in all other appropriate forums
2. To provide a forum for interaction and exchange of ideas among Indian leaders.
3. To develop and disseminate a comprehensive body of knowledge about OCoT and its mission.
4. To epitomize the highest ideals of Indian leadership.
5. To provide opportunity and to assist the members of the Board of Directors in carrying out active leadership roles in matters of public and Indian policy.
6. To enhance recognition of the American Indian in Oklahoma, and to foster public understanding of contributions that Indian Tribes make as a free society.
7. To work closely with other Indian organizations to advance the needs of Indian people.
8. To assist Board members in serving the needs of their Tribes by proving continuing educational opportunities.
9. To recognize the achievements of Indian leaders who have contributed to the advancement of Indian Tribes and people.
10. To help Tribal leaders understand their responsibilities, and successfully perform their roles within their Tribal governments,
11. To offer a source for continued development efforts.

## **Bylaws for OKLAHOMA COALITION of TRIBES**

### **ARTICLE I OFFICES**

Oklahoma Coalition of Tribes shall maintain a registered office and agent in Oklahoma and may have such other offices, either within or without the State of Oklahoma, as the business of Oklahoma Coalition of Tribes may require from time to time.

### **ARTICLE II MEMBERS**

#### **SECTION 1: ADMISSION**

The membership of Oklahoma Coalition of Tribes shall be determined by the Board of Directors and shall be Federally-recognized Tribes interested in supporting and furthering the purpose of the Oklahoma Coalition of Tribes.

#### **SECTION 2: PRESENT MEMBERS**

The present members of Oklahoma Coalition of Tribes are any of the 38 Federally-recognized Tribal Nations of Oklahoma.

#### **SECTION 3: VOTING RIGHTS**

The sole voting right of member Tribes shall be the selection of the Board of Directors as provided in Article III, Section 3: Election.

#### **SECTION 4: TERMINATION**

Membership may be terminated by a member upon filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

#### **SECTION 5: DUES**

Each of the Tribes listed in Section 2 of this Article shall pay on or before August 1 of each year, such annual dues as the Board of Directors may determine.

#### **SECTION 6: ASSOCIATE MEMBER**

Shall include such individuals, organizations, and entities as the Board shall, from time to time, determine by consideration of the following:

- The benefit of the Tribes as to the unity of Tribes created by the individual, organization or entity.
- The enhancement of economic independence of a member Tribe created by such.
- The genuineness of the contribution of said parties to the member tribes a sovereign entity.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### **SECTION 1: GENERAL POWERS**

The affairs of Oklahoma Coalition of Tribes shall be managed by the Board of Directors.

#### **SECTION 2: NUMBER AND TERM**

Each member shall serve at the discretion of the Tribe he/she represents.

#### **SECTION 3: ELECTION**

The Principal Executive Officer of each of the Tribes, listed in Article II, Section 2 of these Bylaws shall be a Director and the Federally-recognized governing body of each such Tribe shall elect one alternate Director.

#### **SECTION 4: HONORARY DIRECTORS**

The Board of Directors may appoint Honorary Directors to serve for such terms as the Board of Directors may determine. Honorary Directors shall be non-voting and shall be entitled to attend meetings only upon invitation of the Board.

#### **SECTION 5: MANNER OF ACTING**

Each tribal nation shall have one vote, except where otherwise provided, the act of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

#### **SECTION 6: MEETINGS**

The Board of Directors shall hold three regular meetings each year: Impact Week, Semiannual and Annual. The Impact Week Meeting shall be held in February or as soon after as is convenient. The Semiannual Meeting shall be held in the Summer, and the Annual Meeting shall be held in the Fall.

#### **SECTION 7: SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President or shall be called at the written request of ten members. Items to be discussed at special meetings shall be restricted to those items in the President's call for the meeting or in the ten members' written request for a meeting.

#### **SECTION 8: QUORUM**

A majority of the members of the Board of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board.

#### **SECTION 9: VACANCIES AND ABSENCES**

When a vacancy on the Board of Directors occurs, it may be filled by the Alternate Director designated by the Federally-recognized governing body entitled to elect Directors under Section 3 of this Article. In the absence of a Director, the Alternate Director may attend meetings of the Board of Directors and may exercise all the voting and other rights of a Director provided written notice of the designation of an alternate Director be given to the Secretary prior to such meeting.

### **SECTION 10: REMOVAL**

A Director may be removed from office by the Persons entitled under Section 3 of this Article to elect the Director.

### **SECTION 11: NOTICE**

Notice of any regular or special, meeting of the Board of Directors shall be given at least ten days, but not more than ninety days, prior thereto. Any notice given thirty to ninety days prior thereto shall be followed with another notice fifteen days prior to the meeting. Notice shall mean written notice delivered personally or sent by mail to each Director at his address as shown on the records of Oklahoma Coalition of Tribes. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email or fax such notice shall be deemed to be delivered when the correspondence is received.

### **SECTION 12: WAIVER OF NOTICE**

The attendance of a Director at any regular or special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a special meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully cancelled or convened. The business to be transacted at a meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by Statute, or these Bylaws. Whenever any notice is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

### **SECTION 13: COMPENSATION**

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses for attendance, if any, may be allowed for attendance at each regular meeting or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Oklahoma Coalition of Tribes in any other capacity and from receiving reasonable compensation for such services.

### **SECTION 14: RIGHT OF INSPECTION**

All books and records of the Oklahoma Coalition of Tribes may be inspected by a Director, or his agent or attorney for any proper purpose at any reasonable time.

### **SECTION 15: CONFLICT OF INTEREST STATEMENT**

No Board of Director shall participate in the selection, or the award or administration of a contract supported by Oklahoma Coalition of Tribes funds if conflict of interest, real or apparent, would be involved. Such a conflict would arise when the Board of Director or any member of his/her immediate family, his/her partner, or an organization which employs, or is about to employ, any of the above; has a financial or other interest in the firm selected for award. No Board of Director will solicit or accept gratuities, favors or anything of monetary value from contractors, potential contractors, or parties to sub agreements.

## **ARTICLE IV**

### **OFFICERS**

#### **SECTION 1: GENERAL**

The officers of the Oklahoma Coalition of Tribes shall be a President, a Vice-President, a Secretary and a Treasurer. No one can hold two offices concurrently within the organization. All officers must be members of the Board of Directors.

#### **SECTION 2: ELECTION AND TERM OF OFFICE**

The officers of the Oklahoma Coalition of Tribes shall be elected by the Board of Directors from its membership at the Annual Board Meeting and shall serve for terms of two years and until their successors are elected. If the election of officers shall not be held at such meeting, an election shall be held as soon after as may be convenient.

#### **SECTION 3: ELECTION PROCEDURES**

The election of officers shall be conducted by the incumbent Secretary on the morning of the second day of the Annual meeting. A vacancy occurring in any office for just cause shall be filled by special election by the full Board of Directors at their next scheduled meeting. All candidates for the offices shall submit a letter of intent to run for office to the incumbent Secretary for distribution thirty days prior to the date of election. On the first day of the meeting, nominations for that office shall be called from the floor. Each candidate shall have an opportunity to present his or her platform prior to voting. The order of the election shall be President, Vice-President, Secretary and Treasurer.

Elections shall be by secret ballot with tabulation of the votes by the incumbent Secretary. In the event of a run-off election, the ballot forms will be reissued for voting.

A candidate who receives a majority of the votes cast shall be deemed elected. In the event that there are three or more candidates and not one candidate receives fifty one percent or more of the votes entitled to be cast, a run-off ballot between the two candidates receiving the most votes shall be held after a one-hour recess in the election process. In the event that two or more candidates each receive an equal number of votes, one or more run-off ballots will be conducted until one candidate receives a majority of the votes entitled to be cast.

#### **SECTION 4: PRESIDENT**

The President shall be the Principal Executive Officer of Oklahoma Coalition of Tribes. Subject to the authority and direction of the Board of Directors, the President shall have general charge of the business and affairs of Oklahoma Coalition of Tribes. He shall preside at all meetings of the Board of Directors, sign, with the Secretary or other proper officers of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instrument which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors to some other officer of Oklahoma Coalition of Tribes, keep the Board of Directors fully informed and shall freely consult with it concerning the programs and activities of the Oklahoma Coalition of Tribes, and in general, perform all duties incident to the office and such other duties as the Board of Directors may prescribe.

**SECTION 5: VICE-PRESIDENT**

In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors.

**SECTION 6: TREASURER**

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities, financial books and records of Oklahoma Coalition of Tribes, receive and give receipts for monies due and payable to the Oklahoma Coalition of Tribes from any source whatsoever, and deposit all such monies in the name of the Oklahoma Coalition of Tribes in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws, and in general, perform all duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors.

**SECTION 7: SECRETARY**

The Secretary shall keep the minutes of the meetings of the members of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of Oklahoma Coalition of Tribes records and of the seal of the Oklahoma Coalition of Tribes and see that the seal of the Oklahoma Coalition of Tribes is affixed to all documents, the execution of which, on behalf of the Oklahoma Coalition of Tribes, under its seal is fully authorized in accordance with the provisions of these Bylaws, keep a register of the post office addresses of each member which shall be furnished by the Secretary to each member, and in general, perform all duties incident to the office of Secretary and such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors.

**SECTION 8: EXECUTIVE DIRECTOR**

An Executive Director may be employed by the President with the approval of the Board of Directors for the management of the Oklahoma Coalition of Tribes at its principal office. The Executive Director shall not be a Director of the Oklahoma Coalition of Tribes. Duties, employment and termination of the Executive Director shall require the approval of two-thirds of the members of the Board of Directors.

**SECTION 9: PERSONNEL**

Except where otherwise provided, the Executive Director shall select and appoint such agents, counsel and employees, permanent and temporary, as in his judgment the Oklahoma Coalition of Tribes requires and shall determine the qualifications, duties and compensation, if any, for such positions.

#### SECTION 10: REMOVAL

Any officer may be removed by majority vote of the Board of Directors where the officer has acted outside of the best interest of Oklahoma Coalition of Tribes, or whenever in the judgment of the Board of Directors, removal of such officer is in the best interests of Oklahoma Coalition of Tribes. Removal shall be without prejudice to the Accrued Contract Rights, if any, of the officer to be removed.

#### SECTION 11: AUTOMATIC REMOVAL

If an officer shall miss two consecutive meeting of the Full Board of Directors, Executive Committee or Administrative Operations Committee, without just cause, as determined by the Board of Directors, such officer shall be automatically removed from office and his or her office declared vacant. An election to fill such vacancy shall be conducted in accordance with Sections 2 and 3 of this Article at the next regular meeting of the Board of Directors.

#### SECTION 12: RESIGNATION

Any officer may resign at any time by giving written notice to the Board of Directors or to the President.

#### SECTION 13: VACANCIES

A vacancy in any office for any cause shall be filled for the unexpired portion of the term in accordance with the procedures of Section 3 of this Article.

#### SECTION 14: DELEGATION BY OFFICERS

An officer shall have the authority to delegate the performance of such of his or her duties to another officer, Director, agent or committee of the Oklahoma Coalition of Tribes as appropriate. Such delegation shall not operate to relieve the officer of any responsibility imposed upon him or her by law or by these Bylaws.

### **ARTICLE V COMMITTEES**

#### SECTION 1: MANNER OF ESTABLISHING

The Board of Directors may establish standing or special committees as deemed necessary to study the various interests/needs of tribal governments. Committees are established by Board Resolution.

#### SECTION 2: GENERAL POWERS

The affairs of the committee shall be managed by its membership. Each committee shall have a Chairperson responsible for conducting the meetings. The Chairperson of each committee, 30 days before a scheduled meeting, will determine if a quorum is expected, and inform the Executive Director if such committee will meet.

#### SECTION 3: MEMBERSHIP

Member Tribes may designate one representative (committee member) for each respective committee established by the Board of Directors. The committee member shall serve at the discretion of the Tribe he/she represents.

**SECTION 4: VOTING**

Each Tribe represented on a committee shall have one vote. The act of the majority of the committee members present at the meeting at which a quorum is present shall be the act of the committee.

**SECTION 5: MEETINGS**

Committees can meet during regularly scheduled Board of Directors meetings. Special meetings may be called by the committee Chairperson with the concurrence of the President.

**SECTION 6: QUORUM**

A majority of the members of the committee who are entitled to vote shall constitute a quorum for the transaction of business at any meeting of the committee.

**SECTION 7: BYLAWS**

Bylaws of the Board of Directors shall govern all business conducted by committee.

**SECTION 8: CONDUCT OF BUSINESS**

The rules contained in the current edition of Roberts Rules of Order shall govern the committee in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

**ARTICLE VI**  
**RULES AND PROCEDURES**

The rules contained in 'Roberts Rules of Order, Revised" shall govern the meetings of the Board of Directors in all cases in which they are applicable and in which they are not inconsistent with the Bylaws.

**ARTICLE VII**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1: CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents of Oklahoma Coalition of Tribes, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Oklahoma Coalition of Tribes, any such authority may be general or confined to specific instances: "Including such contracts and agreements as may be reasonably necessary in the ordinary and usual course of establishing such insurance programs or funds as deemed appropriate for the members of the Oklahoma Coalition of Tribes by the Board of Directors of the Oklahoma Coalition of Tribes.

**SECTION 2: CHECKS, DRAFTS, DEPOSITS AND FUNDS**

All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Oklahoma Coalition of Tribes shall be signed by such officer or officers, agent or agents of the Oklahoma Coalition of Tribes and in such manner as shall from time-to-time be determined by the Board of Director[s], such instruments shall be signed by the Treasurer and countersigned by a Director.

**SECTION 3: DEPOSITS**

All funds of the Corporation shall be deposited from time-to-time to the credit of the Oklahoma Coalition of Tribes in such banks, trust companies or other depositories as the Board of Directors may select.

**SECTION 4: GIFTS**

The Board of Directors may accept on behalf of the Oklahoma Coalition of Tribes any contribution, gift, bequest or device for the general purposes or for any special purpose of the Oklahoma Coalition of Tribes.

**ARTICLE VIII**  
**FISCAL YEAR**

The fiscal year of the Oklahoma Coalition of Tribes shall begin on the first day of October and end on the last day of September in each year. The Board of Directors shall appoint a Certified Public Accountant to audit the financial records and accounts of Oklahoma Coalition of Tribes and prepare an annual financial report.

**ARTICLE IX**  
**AMENDMENTS**

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice, including the text of the proposed amendment or a statement specifying the proposed action, shall be given at least ten days prior to the meeting.

**ARTICLE X**  
**CERTIFICATION**

Said Bylaws were duly approved at the Inaugural Oklahoma Coalition of Tribes Board of Directors Meeting present, at the American Indian Cultural Center and Museum in Oklahoma City on the 14th day of November , 2011.

President \_\_\_\_\_

Secretary \_\_\_\_\_