



By-Laws of the Tribal Leadership Council, Inc

An Oklahoma Not-For-Profit Corporation

Adopted on August 15, 2024

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Article I. Name, Location, and Incorporation

Section 1: Name

The name of the organization shall be the Tribal Leadership Council, Inc; also known herein referred to as “Tribal Leadership Council” or “TLC”. The Board of Directors may designate and use other names or abbreviations at their discretion.

Section 2: Location of Headquarters

Until such time as the Board of Directors deems necessary the principal and registered office of TLC shall be the official address of the current Chair of the Board of Directors. Upon election of the Chair, the Board of Directors shall notify the Internal Revenue Service and the Oklahoma Secretary of State of such change.

The Board of Directors may at their discretion obtain an official office for TLC; at which time the Board of Directors shall notify the Internal Revenue Service and the Oklahoma Secretary of State of the new principal and registered office of TLC.

Section 3: Incorporation

The TLC is incorporated as a not-for-profit corporation pursuant to the laws of the State of Oklahoma.

Article II. Structure, Mission, and Purpose

Section 1: Structure

The TLC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: Mission Statement

The mission of the Tribal Leadership Council shall be to:

- A. Promote and encourage the education of tribal leadership.
- B. To support tribal organizations that provide education to tribal leadership and the community.
- C. Promote and encourage the education of the community of Native American culture, customs, and traditions.
- D. Serve as an information center for creating networking, business opportunities, and education for tribal nations.

Article III. Board of Directors

Section 1: Title

The Board of Directors (individually the “Directors” and collectively, the “Board”), shall serve as the Board of Directors of the Tribal Leadership Council.

Section 2: Membership

- A. Number of Directors. Originally the Board shall be comprised of five (5) Directors. The Board of Directors may at their discretion expand the Board to nine (9) Directors.

- B. Initial Appointment: The initial Directors as listed on the Articles of Incorporation shall have the authority to elect a Board of Directors including Officers at the organizational meeting.
- C. Officers. The Board of Directors shall elect a Chair, Vice Chair, Secretary, and Treasurer of the TLC and the Officers shall serve on the Board of Directors.
- D. Terms of Office:
 - a. Director (Class I) – The initial Class I Directors shall serve until the conclusion of the 2028 Annual Tribal Leadership Conference, after which all subsequent terms shall be for a period of four (4) years. There shall be up to five (5) Class I Director seats available.
 - b. Director (Class II) – The initial Class II Directors shall serve until the conclusion of the 2026 Annual Tribal Leadership Conference, after which all subsequent terms shall be for a period of four (4) years. There shall be up to four (4) Class II Director seats available.
 - c. All Officers and Directors shall continue to serve in their capacity after the expiration of their term until their successor is duly elected and qualified. This section shall not apply should the Board of Directors determine not to fill a Director seat at the conclusion of a Directors term at which point the seat would be declared vacant, this intent must be expressed and documented in the minutes.

Section 3: Board Member Duties

The Directors who are not Officers of the TLC shall be titled as a Board Member in the minutes and on all documents executed by the TLC. The responsibility, duties, and powers of a Board Member are as follows:

- A. In the absence of the Secretary an appointed Director shall take the minutes for the meeting.
- B. Board Members shall be members of the Board of Directors with full voting power.
- C. Any other duties as assigned and/or delegated by the Chair.
- D. Any other duties as assigned and/or delegated by the Board of Directors.

Section 4: Removal

Upon the vote of a two-thirds of the Board of Directors then in office, the Board may remove any Director for cause at any Regular, Annual, or Special Meeting of the Board of Directors. Notice of the removal shall be given by the Chair no less than ten (10) days before the meeting, in the event of the Chair's removal the Vice Chair shall give the notice. Grounds for removing a Director shall include but not limited to:

- A. Committing a material breach of their fiduciary duty;
- B. Committing an act of moral turpitude;
- C. Ceases to be a member in good standing of the TLC as a Director;
- D. Being convicted of a felony;
- E. Failure to perform the duties of the required office; and
- F. Failure to complete assigned or delegated tasks.

Section 5: Resignation

The Chair shall notify the Board of Directors if any Director resigns. Any Director may resign from office at any time by delivering a written resignation (written notice shall include e-mail) to the Chair. The resignation shall take effect on the date the notice is given unless a later time is specified in the notice.

The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 6: Vacancies

A vacancy in the Board of Directors exists in the case of death, removal, resignation, or incapacity of a Director.

- A. A position on the Board of Directors may remain vacant for a period of six (6) months at the discretion of the Chair. The Chair may appoint a Director to the Board at any Regular, Annual, or Special Meeting of the Board of Directors to serve the remainder of the unexpired term subject to the confirmation by the Board of Directors.
- B. If an Officer position becomes vacant the Chair shall appoint a Director that is already on the Board of Directors to the vacant position until the next duly called meeting of the Board of Directors at which time an election will take place to fill the vacant position for the unexpired term. The appointed Director shall serve as an Acting Officer who shall have the responsibilities, duties, and powers of the position.

Section 7: Meeting and Event Absences

Absences from meeting or events shall be classified as excused or unexcused absences.

- A. Excused Absences. Any Director who will be absent from a meeting or event may request the absence be excused. A Director must notify the Chair at least twenty-four (24) hours in advance. Excused absences shall be granted by the Chair for illness, work, family emergencies, or ceremonies.
- B. Unexcused Absences. Any absence that is not excused by the Chair shall be considered unexcused. A Director is allowed two (2) unexcused absences within a twelve-month period. Three (3) unexcused absences within a twelve-month period shall result in a suspension of voting privileges for two (2) months. Four (4) unexcused absences within a twelve-month period shall be considered a voluntary resignation.

Section 8: Leaves of Absence

Any Director may request a leave of absence by submitting a written request to the Chair outlining the reason for absence and the expected duration. The Board will discuss the request at the next meeting and vote on its approval. Directors with an approved leave of absence will be excused from the meeting and event attendance requirements for the duration of the approved period. A leave of absence does not create a vacancy on the Board.

- A. If the Director is an Officer, the Board of Directors shall elect an Acting Officer to serve until the Officer returns from the approved leave of absence. The Acting Officer shall have the responsibilities, duties, and powers of the position.

Section 9. Succession

All Officers and Directors shall continue to serve in their capacity after the expiration of their term until their successor is duly elected and qualified. This section shall not apply should the Board of Directors determine not to fill a Director seat at the conclusion of a Directors term at which point the seat would be declared vacant, this intent must be expressed and documented in the minutes.

Article IV. Officers

Section 1: Officers

The Officers of the TLC shall consist of a Chair, Vice Chair, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors at a duly called meeting of the Board. The Officers shall be considered Directors of the Board.

Section 2: Election of Officers

At the Annual Meeting the Board of Directors shall elect the Officers of the TLC for a two (2) year term. The initial Officers shall serve until the conclusion of the 2026 Annual Meeting when the Election of Officers will take place. All subsequent terms shall be for two (2) years until the conclusion of the Annual Meeting.

Section 3: Chair

The responsibilities, duties, and powers of the Chair of the TLC are as follows:

- A. The Chair shall serve as the Chief Executive Officer of the TLC.
- B. The Chair shall preside at all meetings of the Board of Directors.
- C. The Chair shall set the meeting agendas, dates, and times.
- D. The Chair may call special meetings of the Board of Directors.
- E. Administer all the business and affairs of the TLC.
- F. Have authority to appoint such agents, employees, Directors, as the Chair shall deem necessary, to prescribe their powers, duties, terms, and compensation, and to delegate authority to them.
- G. Have authority to sign, execute, and acknowledge, on behalf of the TLC, reports and other documents or instruments necessary or proper to be executed during the TLC's regular business, or which shall be authorized by resolutions of the Board.
- H. The Chair or their designee shall serve as the official spokesperson for the TLC.
- I. The Chair shall appoint members to all sub-committees that the Board may form subject to confirmation of the Board of Directors.
- J. The Chair shall be a member of the Board of Directors with full voting power. In the event of a tie the Chair's vote shall be weighted to break the tie.
- K. The Chair shall supervise all employees and agents of the TLC.
- L. The Chair shall supervise the Directors who have been delegated authority by the Chair or assigned a task or duty by the Chair and/or Board of Directors, subject to review of the Board of Directors.
- M. Any other duties as assigned by the Board of Directors.

Section 4: Vice Chair

The responsibilities, duties, and powers of the Vice Chair of the TLC are as follows:

- A. The Vice Chair shall carry out the duties of the Chair when the Chair is absent or incapacitated; the Vice Chair shall have the same power and duties of the Chair when acting as the Chair of the TLC.
- B. The Vice Chair shall assist the Chair in overseeing agents and employees of the TLC.
- C. The Vice Chair shall assist the Chair in administering all the business and affairs of the TLC.

- D. Have authority to sign, execute, and acknowledge, on behalf of the TLC, reports and other documents or instruments necessary or proper to be executed during TLC's regular business, or which shall be authorized by resolutions of the Board.
- E. In the absence of the Secretary at a meeting of the Board of Directors the Vice Chair shall sign as the attest signature on all instruments executed by the Board.
- F. The Vice Chair shall be a member of the Board of Directors with full voting power.
- G. Any other authority delegated by the Chair.
- H. Any other duties as assigned by the Chair, subject to the review of the Board of Directors.
- I. Any other duties as assigned by the Board of Directors.

Section 5: Secretary

The responsibilities, duties, and powers of the Secretary of the TLC are as follows:

- A. The Secretary shall serve as the Secretary of the TLC.
- B. The Secretary shall store or cause to be stored all official records of the TLC.
- C. Keep minutes of the meetings of the Board of Directors in an appropriate format.
- D. Ensure that notice of meetings of the Board has been given to the Directors/Officers.
- E. Attest to the execution of instruments on behalf of the Board by the proper Officer.
- F. The Secretary shall be a member of the Board of Directors with full voting power.
- G. Any other duties as assigned by the Chair, subject to the review of the Board of Directors.
- H. Any other duties as assigned by the Board of Directors.

Section 6: Treasurer

The responsibilities, duties, and powers of the Treasurer of the TLC are as follows:

- A. Have knowledge of all the TLC's funds and securities.
- B. Shall keep or cause to be kept full and accurate records of receipts and disbursements, assets, and liabilities in the books of the TLC.
- C. Report on the condition of the TLC's finances at each Regular Meeting, Annual Meeting, and other times as requested.
- D. The Treasurer shall be a member of the Board with full voting power.
- E. Any other duties as assigned by the Chair, subject to the review of the Board of Directors.
- F. Any other duties as assigned by the Board of Directors.

Section 7: Transition

To maintain the continuity of the TLC, Officers whose terms have expired shall assure the orderly transition of authority and records to their successors before being relieved of their duties. Officers whose terms of office have expired shall take the appropriate measures to substitute their successors on all the TLC financial accounts as determined by the Board of Directors.

Article V. Powers of the Board of Directors

Section 1: Powers

The Board of Directors shall have following powers subject to the By-Laws, Federal Law, Oklahoma State Law, and any other applicable laws and regulations:

- A. To make and use a common seal and alter the same at will.
- B. Fix the compensation of the Directors through the annual budgeted process.
- C. Form any subcommittees as the Board deems necessary.
- D. Confirm appoints of the Chair to the Board of Directors and any subcommittees.
- E. To enter into contracts and obligations essential to the TLC's affairs.
- F. To deposit funds into a federally insured financial institution.
- G. Adopt and amend By-Laws and policies and procedures for the organization.
- H. To adopt and amend By-Laws and policies and procedures for any sub-committees.
- I. All other powers not stated that are in compliance with the By-Laws, and applicable laws to carry out the duties charged to the TLC.

Article VI. Membership

Section 1: Voting Membership

The TLC shall have no voting members. When required by law, the Board of Directors shall be considered the members of the TLC. The Board of Directors shall be self-perpetuating.

Article VII. Meetings

Section 1: Annual Meeting

The Annual Meeting of the TLC shall take place during the annual Tribal Leadership Conference of each year for the purpose of electing the Directors and Officers of the TLC. The Chair and Treasurer shall give reports during the Annual Meeting.

Section 2: Regular Meetings

The Board of Directors shall meet at least once every other month. More frequent regular meetings may be established by the Board of Directors at their discretion.

Section 3: Special Meetings

Special Meetings may be called by the Chair at his/her discretion, or upon the written request of the majority of the Directors. Should the Chair fail to schedule the meeting within twenty-four (24) hours of receiving, any other Director may do so.

Section 4: Event Meetings

At the end of every event the Board of Directors shall meet to finalize all the event activities including the counting of all money earned during the event.

Section 5: Notice of Meetings

Notice of the time and place of each Regular, Annual, or Special Meeting of the Board shall be given to each Director forty-eight (48) hours before the time at which meeting is to be held. Notice may be communicated in person, mail, phone, e-mail, or any other form of electronic communication.

- A. Notice of a meeting may not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior to the meeting or at its commencement.
- B. The notice of a meeting shall include all agenda items to be voted on during the meeting.

Section 6: Telephonic Meetings

Directors of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 7: Quorum

The presence of the majority of the Directors shall constitute a quorum for the transaction of business. Each Director shall have one vote except in the case of a tie where the Chair's vote shall be weighted. The Chair or Vice Chair must be present to chair all meetings of the Board.

Section 8: Voting

The affirmative vote of the majority of the Board at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Directors unless a greater number is required in the By-Laws or a Board approved Policy and Procedure.

- A. Abstentions shall not count towards the majority or the minority votes.

Section 9: Electronic Polls

The Chair shall have the ability to perform Electronic Polls for the Board of Directors to take official action outside of a meeting, PROVIDED that consent from all Directors is obtained to conduct the Electronic Poll. Consent shall be documented by email.

Electronic Polls shall be considered votes taken by email. The results of the Electronic Poll votes shall be recorded by the Chair and presented at the next meeting of the Board. The Board shall vote affirming the Phone Poll.

Section 10: Order of Business

The order of business at the Annual Meeting of the Board of Directors, and so far as practical at all other meetings of the Board, shall be as follows:

- A. Call to Order
- B. Roll Call
- C. Declaration of a Quorum
- D. Approving of Previous Meeting Minutes
- E. Election of Directors
- F. Election of Officers
- G. Reports
- H. Resolutions
- I. Electronic Polls
- J. Unfinished Business
- K. New Business
- L. Executive Session
- M. Any other business as presented to the Board of Directors
- N. Adjournment

Article VIII. Conflicts of Interest

Any Director of the Board of Directors including Officers who may have a direct personal or financial interest in any matter before the Board shall not vote on such matter.

The Board of Directors shall adopt a conflict-of-interest policy for all Directors.

The Board of Directors shall adopt a conflict-of-interest policy for all subcommittees formed with delegated powers from the Board of Directors.

Article IX. General

Section 1: Review

These By-Laws will be reviewed annually by the Board of Directors at the Annual Meeting.

Section 2: Resolutions

All final decisions of the Board of Directors shall be embodied in resolutions. All resolutions shall be dated and include a certificate showing the presence of a quorum, the number of members voting for and against the resolution, and the appropriate authority for such action.

Section 3: Fiscal Year

The fiscal year of the TLC shall be from January 1 to December 31 of each year.

Article X. Indemnification

Section 1: Indemnification

Subject to the limitations of this Article X, the TLC shall indemnify a person who is or was a Director or Officer to the extent authorized by law.

- A. The TLC shall indemnify any Director or Officer against expenses actually or reasonably incurred by the Director or Officer in a proceeding to which the Director or Officer was a party because he or she is, or was, a Director or Officer, unless liability was incurred because the Director or Officer breached or failed to perform a duty he or she owed to the TLC and the breach or failure to perform constituted any of the following:
 - i) A willful failure to deal fairly to the TLC or its members in connection with a matter in which the Director or Officer had a material conflict of interest;
 - ii) A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
 - iii) A transaction from the Director or Officer derived an improper personal profit;
or
 - iv) Willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the Director or Officer is not required under this subsection

- B. Indemnification under this Section is not required to the extent that the Director or Officer has previously received indemnification or allowance of expenses from any person, including the TLC, in connection with the same proceeding.
- C. No amendment or repeal of the Section shall be effective to reduce the obligations of the Association under this Section with respect to any proceeding based upon the occurrence which takes place prior to such amendment or repeal.

Article XI. Dissolution

Section 1. Means of Dissolution

The TLC is irrevocably dedicated to education, charitable, research, and scientific nonprofit purposes. Dissolution of the TLC cannot be affected except by approval of a specific Board recommendation by a unanimous affirmative vote of the Board of Directors then in office.

The Board's recommendation for dissolution shall present a specific proposal for the manner in which the assets of the TLC shall be distributed. A two-thirds (2/3) majority affirmative vote of the Board of Directors then in office shall be required by separate action to approve the proposal for the disposition of assets.

Section 2. Action upon Dissolution

No part of the income or assets of the TLC shall inure to the benefit of any Officer, Director, Member, or any other individual. Upon dissolution of the TLC, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Association, dispose of all assets of the TLC to such organization(s) as shall, at the time, be determined to be dedicated to and operated for educational, charitable, research, and scientific non-profit purposes of a similar nature as those of the TLC that, at the time of distribution of assets qualifies as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code, as amended, and as such shall have been approved in the manner specified in this article of the By-Laws. If the Board proves unable to agree upon the disposition of the TLC's assets, all residual assets shall be distributed according to state and federal law.

Article XII. Repeal

To the extent that they are inconsistent with these By-Laws, all prior By-Laws are hereby repealed.

Article XIII. Amendment of By-Laws

The TLC's By-Laws may be altered, amended, or repealed by a two-thirds vote of the Board of Directors. If these By-Laws are repealed the Board of Directors must immediately approve new By-Laws. Any modifications to these By-Laws must be filed as required with the Internal Revenue Service and the State of Oklahoma.